



National Company Law Tribunal



Your Payment is Successful

Case Title : DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED
Case Type : CA(A) Merger & Amalgamation
Payee Name : DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED
Transaction Id : 0911140393942026
Transaction Date : 03-07-2026
Filing No : 2709138/ **06166/ 2026**

S. No.	DD No./Bharatkosh Txn ID.	Amount Rs.	Bank Name	Branch Name	State	District	Pin Code
1	504929	5000	ICICI BANK	Andheri	Maharashtra	MUMBAI	

* In case of DD submission, payment will be accepted as complete only when actual demand draft is submitted at NCLT Office.
In case of Bharatkosh offline payment, it will be accepted as complete only after confirmation from concerned authorities.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT MUMBAI

COMPANY SCHEME APPLICATION NO. _____ OF 2025

In the matter of the Companies Act, 2013 (18 of 2013)

AND

In the matter of scheme of amalgamation of Dextara Digital Private Limited (herein after referred to as “the Amalgamating Company No. 1”) and Datamatics Cloud Solutions Private Limited (herein after referred to as “the Amalgamating Company No. 2”) with Datamatics Global Services Limited, (herein after referred to as “the Amalgamated Company”) and their respective shareholders

Dextara Digital Private Limited

Datamatics Cloud Solutions Private Limited

Datamatics Global Services Limited

...Non Applicant Company

... Applicant Company No. 1

...Applicant Company No.2

To,
The Deputy Director,
National Company Law Tribunal,
Mumbai Bench,
Mumbai.

Be pleased to take on record the Joint Company Scheme Application to your good office on behalf of the Applicant Companies in the Above mentioned matter.

We also enclose Demand Draft No. 504929 dated 29.06.2026 of Rs. 5000/- towards the payment of court fees. Enclosed herewith is a copy of the Demand Draft.

Thanking You.

Yours faithfully,
For Ahmed Chunawala & Co.

Ahmed

Advocates for the Applicants

Encl: As above.

Ministry Of Corporate Affairs

Date : 30-06-2026 6:07:7pm

Company Information

CIN	U72501TG2019PTC136112
Company Name	DEXTARA DIGITAL PRIVATE LIMITED
ROC Name	ROC Hyderabad
Registration Number	136112
Date of Incorporation	16/10/2019
Email Id	investors[at]datamatics[dot]com
Registered Address	2nd Floor,D.No.1-18/HIE/NR-3,Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli,Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032
Address at which the books of account are to be maintained	-
Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Private
ACTIVE compliance	-
Authorised Capital (Rs)	10,40,00,000
Paid up Capital (Rs)	4,56,95,750
Date of last AGM	30/09/2025
Date of Balance Sheet	31/03/2025
Company Status	Active
Small Company	No

Jurisdiction	
ROC (name and office)	ROC Hyderabad
RD (name and Region)	RD Hyderabad, Southeastern Region Directorate



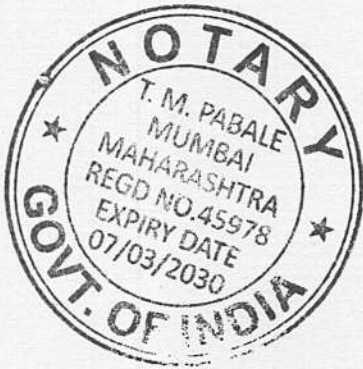
Ministry Of Corporate Affairs

Date : 30-06-2026 6:09:9pm

Company Information

CIN	U72900MH2022PTC395343
Company Name	DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED
ROC Name	ROC Mumbai I
Registration Number	395343
Date of Incorporation	15/12/2022
Email Id	investors[at]datamatics[dot]com
Registered Address	Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400093
Address at which the books of account are to be maintained	-
Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Private
ACTIVE compliance	-
Authorised Capital (Rs)	1,00,000
Paid up Capital (Rs)	1,00,000
Date of last AGM	30/09/2025
Date of Balance Sheet	31/03/2025
Company Status	Active
Small Company	No

Jurisdiction	
ROC (name and office)	ROC Mumbai I
RD (name and Region)	RD Mumbai, Western Region Directorate I



Ministry Of Corporate Affairs

Date : 30-06-2026 6:10:10pm

Company Information

CIN	L72200MH1987PLC045205
Company Name	DATAMATICS GLOBAL SERVICES LIMITED
ROC Name	ROC Mumbai I
Registration Number	045205
Date of Incorporation	03/11/1987
Email Id	DIVYA[dot]KUMAT[at]DATAMATICS[dot]COM
Registered Address	Knowledge Centre, Plot No. 58, Street No. 17, MIDC,Andheri East, Bandra Suburban, Mumbai, Maharashtra, India, 400093
Address at which the books of account are to be maintained	KNOWLEDGE CENTRE, STREET NO. 17, PLOT NO. 58, MIDC, ANDHERI, MUMBAI, Maharashtra, India, 400093
Listed in Stock Exchange(s) (Y/N)	Yes
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	98,27,50,000
Paid up Capital (Rs)	29,55,31,945
Date of last AGM	18/09/2025
Date of Balance Sheet	31/03/2025
Company Status	Active
Small Company	No

Jurisdiction	
ROC (name and office)	ROC Mumbai I
RD (name and Region)	RD Mumbai, Western Region Directorate I



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

COMPANY SCHEME APPLICATION NO. __ OF 2026

In the matter of the Companies Act, 2013 (18 of 2013)

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

AND

In the matter of Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors.

Dextara Digital Private Limited incorporated)

under the Companies Act, 2013, having its)

CIN: U72501TG2019PTC136112 and having its)

registered office at 2nd Floor, D.No.1-)

18/HIE/NR-3, Sy.No.27/1 to 27/4)

Nanakramguda, Gachibowli, Serilingampally,)

Rangareddi, Hyderabad - 500032, Telangana,)... Non Applicant Company /

India.) Amalgamating Company No. 1

Datamatics Cloud Solutions Private Limited)

incorporated under the Companies Act, 2013,)

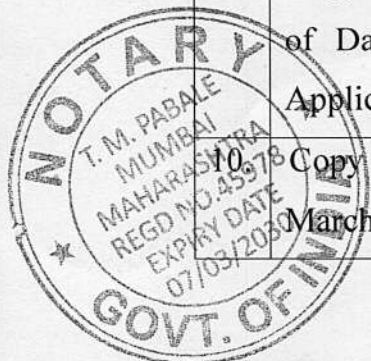
having its CIN: U72900MH2022PTC395343 and)



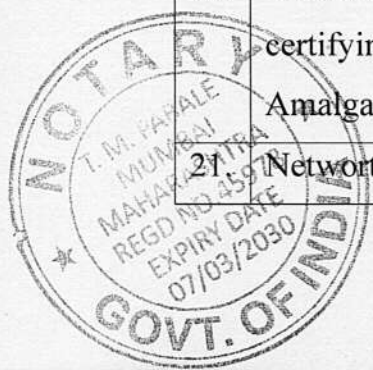
having its registered office at Knowledge Centre,)
Plot No. 58 Street No 17, MIDC, Andheri (East),)
Mumbai City, Mumbai - 400093, Maharashtra,)...First Applicant Company/
India.) Amalgamating Company No. 2
Datamatics Global Services Limited incorporated)
under the Companies Act, 1956, having its)
CIN: L72200MH1987PLC045205 and having its)
registered office at Knowledge Centre, Plot No.)
58, Street No. 17, MIDC, Andheri East, Bandra)...Second Applicant Company/
Suburban, Mumbai - 400093, Maharashtra, India.) Amalgamated Company

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Ahmed Chunawala & Co.

Ahmed

Advocate for the Applicant Companies
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Nagindas Master Road, Near Kala Ghoda,
Mumbai – 400 001.
M - +91-9892540331
Email – Chunawala.ahmed@gmail.com



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

COMPANY SCHEME APPLICATION NO. __ OF 2026

In the matter of the Companies Act, 2013 (18 of 2013)

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

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18/HIE/NR-3, Sy.No.27/1 to 27/4)

Nanakramguda, Gachibowli, Serilingampally,)

Rangareddi, Hyderabad - 500032, Telangana,)... Non Applicant Company /

India.) Amalgamating Company No. 1

Datamatics Cloud Solutions Private Limited)

incorporated under the Companies Act, 2013,)

having its CIN: U72900MH2022PTC395343 and)

having its registered office at Knowledge Centre,)



Plot No. 58 Street No 17, MIDC, Andheri (East),)
 Mumbai City, Mumbai - 400093, Maharashtra,)...First Applicant Company/
 India.) Amalgamating Company No. 2
 Datamatics Global Services Limited incorporated)
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 registered office at Knowledge Centre, Plot No.)
 58, Street No. 17, MIDC, Andheri East, Bandra)...Second Applicant Company/
 Suburban, Mumbai - 400093, Maharashtra, India.) Amalgamated Company

MEMO OF PARTY

FOR AHMED CHUNAWALA & CO.

Ahmed

Advocates for the Applicants.
 Office No. 407/408, 4th Floor,
 Commerce House,
 Nagindas Master Road,
 Mumbai-400 001
 O.S.Reg. No. 24020
 MAH/6176/2016
 Tel:- +91-9892540331
 Email:- chunawala.ahmed@gmail.com



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4

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58, Street No. 17, MIDC, Andheri East, Bandra)...Second Applicant Company/
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SYNOPSIS

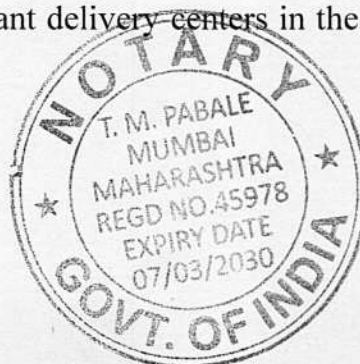
1. Dextara Digital Private Limited (hereinafter referred to as "the Amalgamating Company No. 1") means a company incorporated under the Companies Act, 2013, having its CIN: U72501TG2019PTC136112 and having its registered office at 2nd Floor, D.No.1-18/HIE/NR-3, Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli, Serilingampally, Rangareddi, Hyderabad - 500032, Telangana, India. The Amalgamating Company No. 1 is a wholly owned subsidiary of Amalgamated Company and is engaged in the business of providing integrated salesforce and allied product related system integration services. Dextara Datamatics is a Salesforce only company and is a Salesforce Platinum (Summit) Consulting and ISV Partner.

2. Datamatics Cloud Solutions Private Limited (hereinafter referred to as "The Amalgamating Company No. 2) means a company incorporated under the Companies Act, 2013, having its CIN: U72900MH2022PTC395343 and having its registered office at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai City, Mumbai - 400093, Maharashtra,



India. The Amalgamating Company No. 2 is a wholly owned subsidiary of Amalgamated Company and is engaged in the business of designing, developing, implementing, and providing consultancy services in relation to Customer Relationship Management (CRM) platforms, including customization, integration, and maintenance thereof. It is also engaged in the business of development, licensing, installation, marketing, and support of computer software and hardware systems, as well as management of data processing, information systems, and data communication systems, including provision of annual maintenance contracts and subscription-based services in India and abroad.

3. Datamatics Global Services Limited (hereinafter referred to as "the Amalgamated Company") means a company incorporated under the Companies Act, 1956, having its CIN: L72200MH1987PLC045205 and having its registered office at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Bandra Suburban, Mumbai - 400093, Maharashtra, India. The Amalgamated Company enables enterprises to go Deep in Digital to boost their productivity, customer experience, and competitive advantage. Datamatics' portfolio spans across three pillars including Digital Technologies, Digital Operations, and Digital Experiences. It has established products in Intelligent Document Processing, Robotic Process Automation, AI/ML models, Smart Workflows, Business Intelligence, and Automatic Fare Collection. Datamatics caters to a diverse global clientele across Banking, Financial Services, Insurance, Healthcare, Manufacturing, International Organizations, and Media & Publishing. The Company has a presence across four continents with significant delivery centers in the USA, India, and Philippines.



4. Copy of Audited Financial Statements as on 31st March, 2026 of the Non-Applicant Company/ Amalgamating Company No. 1 are attached with the Joint Company Scheme Application.
5. Copy of Audited Financial Statements as on 31st March, 2026 of the First Applicant Company/ Amalgamating Company No. 2 are attached with the Joint Company Scheme Application.
6. Copy of Audited Financial Statements as on 31st March, 2026 of the Second Applicant Company/ Amalgamated Company are attached with the Joint Company Scheme Application.
7. First Applicant Company / Amalgamating Company No. 2 is a private limited company and has 2 (two) Equity Shareholders as on 31st March, 2026.
8. First Applicant Company/ Amalgamating Company No. 2 has no Secured Creditors as on 31st March, 2026. Certificate from Talavlikar and Associates, Chartered Accountants, dated 22nd June 2026, certifying the same is attached with the Joint Company Scheme Application.
9. First Applicant Company/ Amalgamating Company No. 2 has no Unsecured Creditors as on 31st March, 2026. Certificate from Talavlikar and Associates, Chartered Accountants, dated 22nd June 2026, certifying the same is attached with the Joint Company Scheme Application.
10. Second Applicant Company / Amalgamated Company has no Secured Creditors as on 31st March, 2026. Certificate from Talavlikar and



Associates, Chartered Accountants, dated 22nd June, 2026, certifying the same is attached with the Joint Company Scheme Application.

11. Second Applicant Company / Amalgamated Company has 207 Unsecured Creditors amounting to INR 39,46,94,229/- as on 31st March, 2026. Certificate from Talavlikar and Associates, Chartered Accountants, dated 22nd June, 2026, certifying the same is attached with the Joint Company Scheme Application.

12. It is proposed to merge the Amalgamating Company No. 1 and Amalgamating Company No. 2 into and with the Amalgamated Company by way of Scheme of Amalgamation.

13. At the Board meeting held on 21st May, 2026, the Board of Directors of Amalgamating Company No. 1; Amalgamating Company No. 2 and Amalgamated Company respectively have approved the Scheme of Amalgamation.

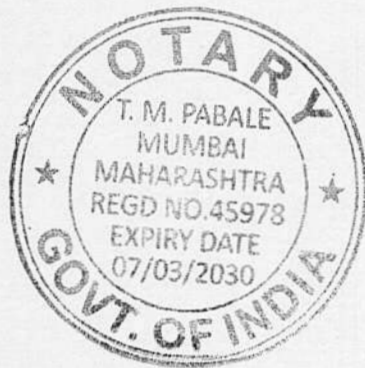
14. A certificate dated 21st May, 2026 issued by M L Bhuwania and Co LLP, Chartered Accountants, Statutory Auditors of the Second Applicant Company/ Amalgamated Company, stating that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 is attached with the Joint Company Scheme Application.

Ahmed Chunawala & Co.
Advocates

Mr. Ahmed Chunawala
Advocate for the Applicant Companies
Office No. 407/408, 4th Floor,
Commerce House,



Nagindas Master Road,
Mumbai-400 001
O.S.Reg. No. 24020
MAH/-6176/2016
Tel:- +91-9892540331
Email:- chunawala.ahmed@gmail.com



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

COMPANY SCHEME APPLICATION NO. __ OF 2026

In the matter of the Companies Act, 2013 (18 of 2013)

AND

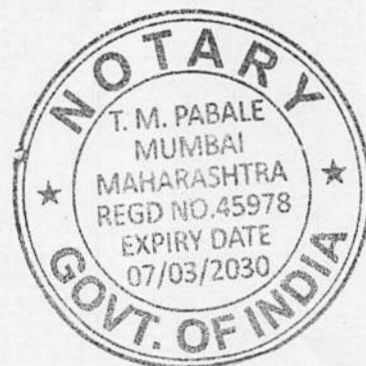
In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

AND

In the matter of Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors.

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Mumbai City, Mumbai - 400093, Maharashtra,)...First Applicant Company/

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registered office at Knowledge Centre, Plot No.)

58, Street No. 17, MIDC, Andheri East, Bandra)...Second Applicant Company/

Suburban, Mumbai - 400093, Maharashtra, India.) Amalgamated Company

DATE OF EVENTS

The date of events are as follows:

DATES	PARTICULARS
16 th October, 2019	Non Applicant Company/ Amalgamating Company No. 1 was originally incorporated under the Companies Act, 2013.
15 th December, 2022	First Applicant Company/ Amalgamating Company No. 2 was originally incorporated under the Companies Act, 2013
3 rd November, 1987	Second Applicant Company/ Amalgamated Company was originally incorporated under the Companies Act, 1956.
1 st April, 2026	Appointed Date for the Scheme of Amalgamation
21 st May, 2026	Certificate of Accounting Treatment issued by Statutory Auditors of Second Applicant Company
21 st May, 2026	The Board of Directors of the Non Applicant Company/ Amalgamating Company No. 1 at its board meeting approved the Scheme of Amalgamation.
21 st May, 2026	The Board of Directors of the First Applicant Company/ Amalgamating Company No. 2 at its board meeting approved the Scheme of Amalgamation.
21 st May 2026	The Board of Directors of the Second Applicant Company/ Amalgamated Company at its board meeting approved the Scheme of Amalgamation.



22 nd June, 2026	Certificate issued by Chartered Accountant certifying the list of the Equity Shareholders of the First Applicant Company
22 nd June, 2026	Certificate issued by Chartered Accountant certifying that there are no secured creditors of the First Applicant Company
22 nd June, 2026	Certificate issued by Chartered Accountant certifying that there are no secured creditors of the Second Applicant Company
22 nd June, 2026	Certificate issued by Chartered Accountant certifying that there are no unsecured creditors of the First Applicant Company
22 nd June, 2026	Certificate issued by Chartered Accountant certifying the list of unsecured creditors of the Second Applicant Company

Ahmed Chunawala & Co.
Advocates

Ahmed

Mr. Ahmed Chunawala
Office No. 407/408, 4th Floor,
Commerce House,
Nagindas Master Road,
Mumbai-400 001
O.S.Reg. No. 24020
MAH/6176/2016
Tel:- +91-9892540331
Email:- chunawala.ahmed@gmail.com



FORM NO. NCLT 2
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION NO. __ OF 2026

In the matter of the Companies Act, 2013 (18 of 2013)

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

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Date: _____ 2026

From: Datamatics Cloud Solutions Private Limited

From: Datamatics Global Services Limited

To: The Registrar,

NCLT (Mumbai Bench)



Dextara Digital Private Limited

...Non Applicant Company / Amalgamating Company No. 1

Datamatics Cloud Solutions Private Limited

...First Applicant Company / Amalgamating Company No. 2

Datamatics Global Services Limited

...Second Applicant Company / Amalgamated Company

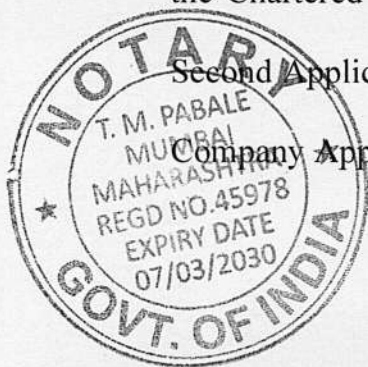
The Parties named above request that the Hon'ble Tribunal grant the following reliefs:

I. FIRST APPLICANT COMPANY/ AMALGAMATING COMPANY NO. 2

- a) The meeting of the Equity Shareholders of the First Applicant Company/ Amalgamating Company No. 2 be dispensed in the view of the Consent Affidavit obtained from all the Equity Shareholder.
- b) The meeting of the Secured Creditors of the First Applicant Company/ Amalgamating Company No. 2 is not required as there are no Secured Creditors in the First Applicant Company. Certificate obtained from the Chartered Accountant certifying that there are no Secured Creditors of the First Applicant Company is furnished with the Joint Company Application.
- c) The meeting of the Unsecured Creditors of the First Applicant Company/ Amalgamating Company No. 2 is not required as there are no Unsecured Creditors in the First Applicant Company. Certificate obtained from the Chartered Accountant certifying that there are no Unsecured Creditors of the First Applicant Company is furnished with the Joint Company Application.

II. SECOND APPLICANT COMPANY/ AMALGAMATED COMPANY

- d) Second Applicant Company is not required to convene meeting of its equity shareholders in view of the averments made in paragraph 13 (d) and (e) of the Joint Company Application and in view of the fact that the First Applicant Company is a direct wholly owned subsidiary of Second Applicant Company.
- e) The meeting of the Secured Creditors of the Second Applicant Company / Amalgamated Company is not required as there are no Secured Creditors in the Second Applicant Company / Amalgamated Company. Certificate obtained from the Chartered Accountant certifying that there are no Secured Creditors of the Second Applicant Company / Amalgamated Company is furnished with the Joint



Company Application.

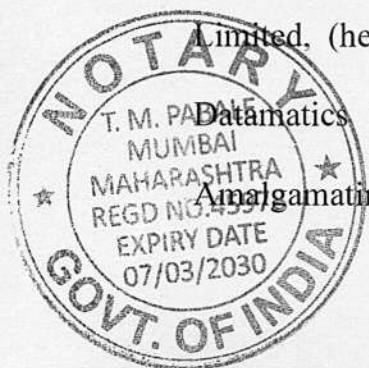
- f) The meeting of the Unsecured Creditors of the Second Applicant Company/ Amalgamated Company be dispensed with in view of the averments made in paragraph 13 of the Joint Company Application.

In terms of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 along with other relevant provisions of the Companies Act, 2013 and Rules there under:-

For the following reasons:

I. FIRST APPLICANT COMPANY/ AMALGAMATING COMPANY NO. 2

- i. As far as the Equity Shareholders of the First Applicant Company /Amalgamating Company No. 2 are concerned, they have given their consent to the proposed Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors as stated in paragraph 13 (a) of the Joint Company Scheme Application. The First Applicant Company submits that 100% consent affidavits from equity shareholders of the First Applicant Company have been obtained. The said consent affidavits from the equity shareholders of First Applicant Company are attached herewith as Exhibit K-1 and K-2.
- ii. As far as Secured Creditors of the First Applicant Company / Amalgamating Company No. 2 are concerned, there are no Secured Creditors in the First Applicant Company to the proposed Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited,



(hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors as stated in paragraph 13 (b) of the Joint Company Scheme Application.

- iii. As far as the Unsecured Creditors of the First Applicant Company / Amalgamating Company No. 2 are concerned, there are no Unsecured Creditors to the proposed Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors as stated in paragraph 13 (c) of the Joint Company Scheme Application.

II. SECOND APPLICANT COMPANY / AMALGAMATED COMPANY

- iv. As far as the Equity Shareholders of the Second Applicant Company/ Amalgamated Company is concerned, the meeting be dispensed in view of the fact that the Amalgamating Companies are wholly owned subsidiaries of the Second Applicant Company to the proposed Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors as stated in paragraph 13 (d) of the Joint Company Scheme Application.

- v. As far as Secured Creditors of the Second Applicant Company/ Amalgamated Company are concerned, there are no secured creditors to the proposed Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited

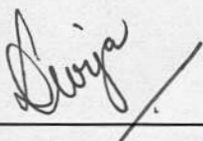


(hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors as stated in paragraph 13 (e) of the Joint Company Scheme Application.

- vi. As far as the Unsecured Creditors of the Second Applicant Company/ Amalgamated Company are concerned, the convening and holding meeting of unsecured creditors will not be required as the present scheme is a scheme of amalgamation between the Amalgamating Companies (wholly owned subsidiaries) and their respective shareholders and creditors into the Amalgamated Company (Parent company). Further, there is no compromise or arrangement with any of the unsecured creditors of the Amalgamated Company, as their rights are not affected and all unsecured creditors will be paid off in ordinary course of business.
- vii. Those such further and other orders be passed as this Hon'ble Tribunal may deem fit and proper.

N.B.: In support of this Joint Company Scheme Application, the Applicant Companies have attached a Joint Affidavit setting out the facts on which the Applicant Companies rely.

Name and Title of person signing on behalf of the respective Applicant Companies:



**For Datamatics Cloud Solution Private
Limited**

Name: Divya Kumart

Director

Address: Knowledge Centre, Plot No. 58

Street No 17, MIDC, Andheri (East),

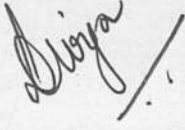
Mumbai – 400093.



Maharashtra, India,

E-mail id: divya.kumat@datamatics.com

Contact: +91 9004581112



For Datamatics Global Services Limited

Name: Divya Kummat

President, Chief Legal Officer & Company Secretary Address: Knowledge Centre, Plot
No. 58,

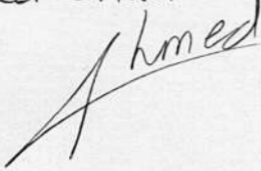
Street No. 17, MIDC, Andheri East,

Bandra Suburban, Mumbai - 400093, Maharashtra, India.

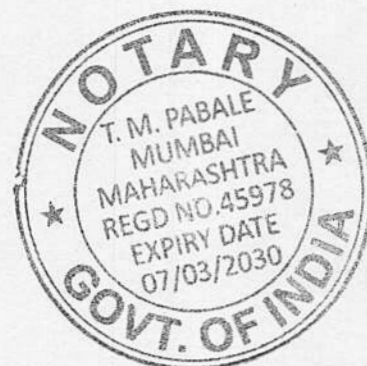
E-mail id: divya.kumat@datamatics.com

Contact: +91 9004581112

For. Ahmed Chaudhary & Co.



Advocate for the Applicant Companies



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

COMPANY SCHEME APPLICATION NO. __ OF 2026

In the matter of the Companies Act, 2013 (18 of 2013)

AND

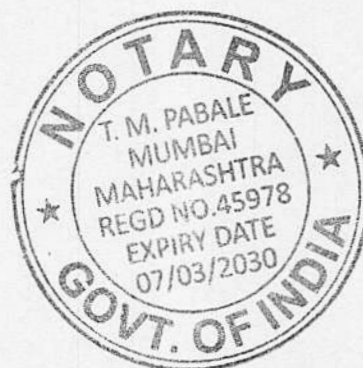
In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

AND

In the matter of Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors.

Dextara Digital Private Limited incorporated)
under the Companies Act, 2013, having its CIN:)
U72501TG2019PTC136112 and having its)
registered office at 2nd Floor, D.No.1-)
18/HIE/NR-3, Sy.No.27/1 to 27/4)
Nanakramguda, Gachibowli, Serilingampally,)... Non Applicant Company /
Rangareddi, Hyderabad - 500032, Telangana,) Amalgamating Company No. 1
India.

Datamatics Cloud Solutions Private Limited)
under the Companies Act, 2013, having its)
CIN: U72900MH2022PTC395343 and having its)
registered office at Knowledge Centre, Plot No.)



58 Street No 17, MIDC, Andheri (East), Mumbai) ...First Applicant Company/
 City, Mumbai - 400093, Maharashtra, India.) Amalgamating Company No. 2

Datamatics Global Services Limited incorporated)
 under the Companies Act, 1956, having its)
 CIN: L72200MH1987PLC045205 and having its)
 registered office at Knowledge Centre, Plot No.)
 58, Street No. 17, MIDC, Andheri East, Bandra)...Second Applicant Company/
 Suburban, Mumbai - 400093, Maharashtra, India.) Amalgamated Company

**(First Applicant Company and Second Applicant Company are together referred
 to as "Applicant Companies")**

JOINT COMPANY SCHEME APPLICATION

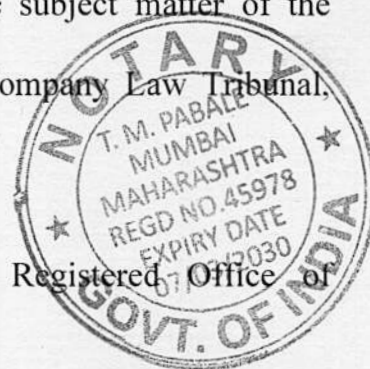
A. Details of Original Joint Company Scheme Application:

The present joint Company Scheme Application is filed under Sections 230 – 232 of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as the "Rules").

B. Jurisdiction of the Bench

The Registered Offices of the First Applicant Company/ Amalgamating Company No. 2 and Second Applicant Company/ Amalgamated Company are situated in the state of Maharashtra. This Hon'ble Tribunal therefore has jurisdiction to entertain and decide the instant joint Company Scheme Application and Notice of Admission. The Applicant Companies declare that the subject matter of the application is within the jurisdiction of the National Company Law Tribunal, Mumbai Bench.

The Applicant Companies further submit that the Registered Office of



Amalgamating Company No. 1 is situated in the State of Telangana (Hyderabad). Accordingly, a separate application/petition, as required under applicable provisions of law, shall be filed before the Hon'ble National Company Law Tribunal, Hyderabad Bench, in respect of Amalgamating Company No. 1

C. Limitations (if applicable)

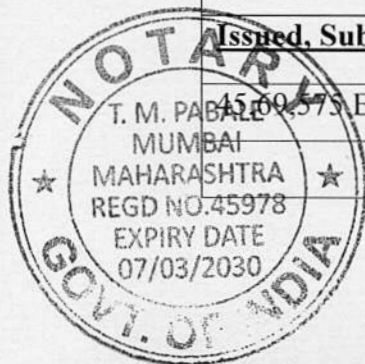
Not applicable.

1. DETAILS REGARDING THE NON APPLICANT COMPANY /

AMALGAMATING COMPANY NO. 1

- a) **DEXTARA DIGITAL PRIVATE LIMITED** (hereinafter referred to as "Non-Applicant Company" or "Amalgamating Company No. 1") CIN: U72501TG2019PTC136112 was incorporated on 16th October, 2019 as a Private limited company under the provisions of the Companies Act, 2013. An up-to-date copy of the Memorandum of Association and Articles of Association of the Non Applicant Company along with all the relevant certificates are hereto annexed and marked as **Exhibit A**.
- b) The registered office of the Amalgamating Company No. 1 is situated at 2nd Floor, D.No.1-18/HIE/NR-3, Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032.
- c) The authorised, issued, subscribed and paid-up share capital of the Non Applicant Company as on 31st March, 2026, is as under:

Particulars	Amount
<u>Authorised Capital:</u>	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
54,00,000 Compulsory Convertible Preference Shares of Rs. 10/- each	5,40,00,000
Total	10,40,00,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
45,69,575 Equity Shares of Rs. 10/- each	4,56,95,750
Total	4,56,95,750



Subsequently, there has been no change in capital structure of the Non Applicant Company till date.

Main Objects Clause of the Non-Applicant Company

- d) The object of the non-Applicant Company is set out in the Memorandum of Association. The relevant objects of the non-Applicant Company are as under:
- i. To carry on the business of information technology and software.
 - ii. To develop, design, structure, establish, maintain, market, buy, import, export, sell, provide, license, implement and set up Support Services business and units, Business Services businesses and units, Support Centers, Business Centers, Software/Computer Software businesses, centers and units, Information Technology Enabled businesses, centers and units and Information Technology businesses, centers and units in India or anywhere in world..
 - iii. To carry on the business of designing, developing, exporting, importing, consultancy and training in all kinds of software, hardware, systems, programs, products, applications and services, for all purposes including but not limited to Business Process Outsource units, Knowledge Process Outsource units, Call centers, Data centers, Medical Transcription Centers and the like and to set up Research and Development Centers and train, educate in one or more of the above areas and to market the latest developments in national and international scenario and implement the same to economize and simplify the operations and to carry on the business of providing communication facilities \r\nneither computer aided or telephone or any other mode in India or anywhere in world.

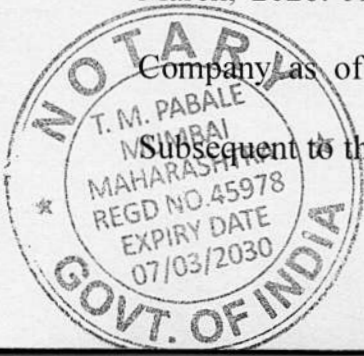
Present Business of the Non-Applicant Company

- e) The Non Applicant Company is a wholly owned subsidiary of Amalgamated Company and is engaged in the business of providing integrated salesforce and allied product related system integration services. Dextara Datamatics is a Salesforce only company and is a Salesforce Platinum (Summit) Consulting and ISV Partner.

Financial Statements of the Non-Applicant Company

- f) The Financial Statements of the Non Applicant Company have been audited as on 31st March, 2026. A copy of the Audited Financial Statements of the Non Applicant Company as of 31st March, 2026, is hereto annexed and marked as **Exhibit B**.

Subsequent to the date of the aforesaid Audited Financial Statements, there has been



no material change in the financial position of the Non-Applicant Company, except those arising or resulting in the normal and ordinary course of business.

2. DETAILS REGARDING THE FIRST APPLICANT COMPANY /

AMALGAMATING COMPANY NO. 2

- a) **DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED** (hereinafter referred to as "First Applicant Company" or "Amalgamating Company No. 2") CIN: U72900MH2022PTC395343 was incorporated on 15th December, 2022 as a Private limited company under the provisions of the Companies Act, 2013. An up-to-date copy of the Memorandum of Association and Articles of Association of the First Applicant Company along with all the relevant certificates are hereto annexed and marked as **Exhibit C**.
- b) The registered office of the First Applicant Company is situated at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400093.
- c) The authorised, issued, subscribed and paid-up share capital of the Amalgamating Company No. 2 as on 31st March, 2026, is as under:

Particulars	Amount
Authorized Capital	
10,000 Equity Shares of Rs. 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Fully Paid-up	
10,000 Equity Shares of Rs. 10 each	1,00,000
Total	1,00,000

Subsequently, there has been no change in capital structure of the First Applicant Company till date.



Main Objects Clause of the First Applicant Company

d) The object of the First Applicant Company is set out in the Memorandum of Association. The relevant objects of the First Applicant Company are as under:

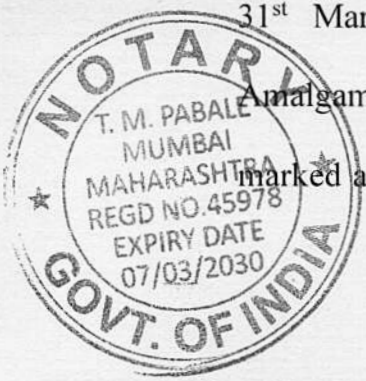
- i. To design, develop, advise, improve, manufacture, market, distribute, sell, license, lease, install, alter, import, export, implement and provide consultancy services in relation to Customer Relationship Management (CRM) platform, tool, implementation, customization, development of CRM Platform, computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/abroad and to provide annual maintenance contracts and subscriptions in relation to CRM Platform.
- ii. To provide onsite and offshore services related to Business process outsourcing Information Technology, knowledge process outsourcing, customer care, call centre, business continuity plans and accounting processes, payroll processing, data conversion, digitalization, transition management, enabling technologies, e-commerce, system integration to Indian and Multinational clients using software products, tools, processes, software robotic analytics and process automation.
- iii. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and other technological social or other services and to carry on the business as importer, exporter, buyers and sellers of and dealers in all types of software products and equipment necessary for attaining these objects.

Present Business of the First Applicant Company

e) The First Applicant Company is a wholly owned subsidiary of Amalgamated Company and is engaged in the business of designing, developing, implementing, and providing consultancy services in relation to Customer Relationship Management (CRM) platforms, including customization, integration, and maintenance thereof. It is also engaged in the business of development, licensing, installation, marketing, and support of computer software and hardware systems, as well as management of data processing, information systems, and data communication systems, including provision of annual maintenance contracts and subscription-based services in India and abroad.

Financial Statements of the First Applicant Company

f) The Financial Statements of the First Applicant Company have been audited as on 31st March, 2026. A copy of the Audited Financial Statements of the Amalgamating Company No. 2 as of 31st March, 2026, is hereto annexed and marked as **Exhibit D**. Subsequent to the date of the aforesaid Audited Financial



Statements, there has been no material change in the financial position of the First Applicant Company, except those arising or resulting in the normal and ordinary course of business.

3. DETAILS REGARDING THE SECOND APPLICANT COMPANY /

AMALGAMATED COMPANY

a. **Datamatics Global Services Limited** (hereinafter referred to as Second Applicant Company or "the Amalgamated Company") CIN: L72200MH1987PLC045205 means a company incorporated on 3rd November, 1987 under the Companies Act, 1956 in the name of "Interface Software Resources Private Limited". The name of the company was changed to "Datamatics Technologies Private Limited" on 18th December, 1992 from "Interface Software Resources Private Limited". Further on 13th January, 1995 the Company converted to Limited Company from Private Limited Company and Subsequently on 13th January, 2000 the name was changed to "Datamatics Technologies Limited" from "Datamatics Technologies Private Limited". Further the name of the Company once again changed to "Datamatics Global Services Limited" from "Datamatics Technologies Limited" vide Certificate of Incorporation dated 17th January, 2009. An up-to-date copy of the Memorandum of Association and Articles of Association of the Second Applicant Company along with all the relevant certificates are hereto annexed and marked as **Exhibit E.**

b. The registered office of the Second Applicant Company is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Bandra Suburban, Mumbai, Maharashtra, India, 400093.

c. The authorised, issued, subscribed and paid-up share capital of the Second Applicant Company as on 31st March, 2026, is as under:



Particulars	Amount
<u>Authorised Capital:</u>	
10,53,20,000 Equity Shares of Rs.5/- each	52,66,00,000
4,56,15,000 Redeemable Preference Shares of Rs. 10/- each	45,61,50,000
Total	98,27,50,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
5,91,06,389 Equity Shares of Rs. 5/- each, fully paid up	29,55,31,945
Total	29,55,31,945

Subsequently, there is no change in capital structure of the Second Applicant Company till date.

Main Objects Clause of the Second Applicant Company

- d. The object of the Second Applicant Company is set out in the Memorandum of Association. The relevant objects of the Second Applicant Company are as under:
- To carry on the trade or business of providing complete data centre Data entry / conversion, data processing services on block time or shared or shared time, self service or operator assisted basis, technical and management consultancy services in all areas of computers, computer oriented systems, computer programming, facilities management, telecommunications, software publishing and information technology for business, industrial and general purpose requirement on turnkey basis or otherwise in domestic markets and fore exports
 - To carry on the business of conducting research on and developing, improving, designing, marketing, selling, licensing and maintenance of software and program products in packages and to orders, relating to accounting, statistical scientific or mathematical information and reports in domestic markets and for exports.

“Present Business of the Second Applicant Company

- e. The Second Applicant Company enables enterprises to go Deep in Digital to boost their productivity, customer experience, and competitive advantage. Datamatics' portfolio spans across three pillars including Digital Technologies, Digital Operations, and Digital Experiences. It has established products in Intelligent Document Processing, Robotic Process Automation, AI/ML models, Smart Workflows, Business Intelligence, and Automatic Fare Collection. Datamatics



caters to a diverse global clientele across Banking, Financial Services, Insurance, Healthcare, Manufacturing, International Organizations, and Media & Publishing. The Company has a presence across four continents with significant delivery centers in the USA, India, and Philippines.

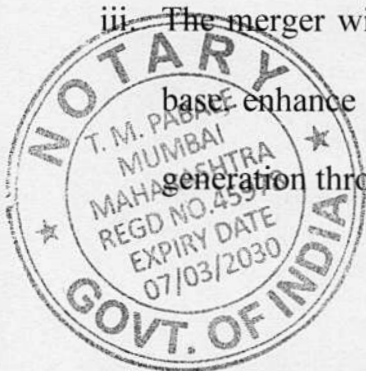
Financial Statements of the Second Applicant Company

- f. The Financial Statements of the Second Applicant Company have been audited as on 31st March, 2026. A copy of the Audited Financial Statements of the Second Applicant Company as of 31st March, 2026, is hereto annexed and marked as **Exhibit F**. Subsequent to the date of the aforesaid Audited Provisional Financial Statements, there has been no material change in the financial position of the Second Applicant Company, except those arising or resulting in the normal and ordinary course of business.

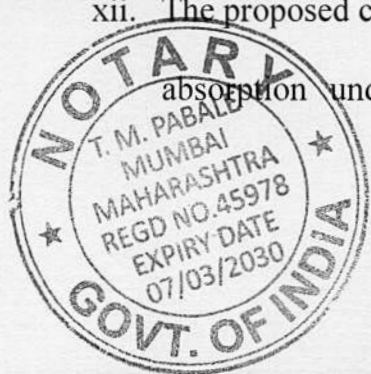
4. RATIONALE FOR THE SCHEME OF AMALGAMATION

The amalgamation of the companies would inter alia have the following benefits:

- i. The merger will enable integration of complementary capabilities across artificial intelligence, cloud-based CRM platforms, Salesforce solutions, and product lifecycle management services, thereby creating a comprehensive, end-to-end digital transformation offering.
- ii. The merger will strengthen the market position of the Amalgamated Company as a unified digital solutions provider with enhanced scale, broader service portfolio, and improved ability to compete in domestic and global markets.
- iii. The merger will facilitate cross-selling of services across the combined customer base, enhance client engagement, and provide opportunities for increased revenue generation through bundled and integrated service offerings.



- iv. The merger will result in achieving greater integration and greater financial strength and flexibility and to maximize overall shareholders' value.
- v. The merger will result in achieving cost savings from more focused operational efforts, rationalization, standardization and simplification of business processes and productivity improvements.
- vi. The merger will result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund growth opportunities, to maximize shareholders value.
- vii. The merger will enable better utilization of technological resources, foster innovation, and accelerate development of advanced solutions by leveraging shared expertise across AI, automation, cloud, and enterprise platforms.
- viii. The merger will help in consolidating and improving the internal control systems and procedures which will bring greater management and operational efficiency due to integration of various similar functions being carried out by the entities such as human resources, finance, legal, management etc.
- ix. The merger will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Amalgamating Companies and the Amalgamated Company.
- x. The merger will also enable unified accounting and auditing resulting in reduction of costs and time and efforts involved.
- xi. The merger will result in simplification of group structure.
- xii. The proposed corporate restructuring mechanism by way of a Scheme of Merger by absorption under the provisions of the Companies Act, 2013 is beneficial,



advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of both the companies involved.

5. BOARD OF DIRECTORS

- i. Accordingly, based on the aforesaid rationale, the Board of Directors of the Applicant Companies have approved the Scheme of Amalgamation and stated that subject to the directions and sanctions of the Hon'ble Tribunal as may be required under law and subject to such permission of the Central Government and other Authorities that may be necessary, the Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors, be entered into. A copy of the Scheme of Amalgamation is annexed hereto and marked as **Exhibit G**.
- ii. A certified copy of the Board Resolution passed by the Board of Directors of the First Applicant Company/ Amalgamating Company No. 2 on 21st May, 2026, is annexed hereto and marked as **Exhibit H-1**.
- iii. A certified copy of the Board Resolution passed by the Board of Directors of the Non-Applicant Company/ Amalgamating Company No. 1 on 21st May, 2026, is annexed hereto and marked as **Exhibit H-2**.
- iv. A certified copy of the Board Resolution passed by the Board of Directors of the Second Applicant Company / Amalgamated Company on 21 May 2026, is annexed hereto and marked as **Exhibit H-3**.

6. In compliance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, Datamatics Global Services Limited, the Second Applicant Company by their letter dated 21st May, 2026 read with Intimation under Regulation



30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 dated 21st May, 2026, filed draft scheme with the Stock Exchange for disclosure purposes. Hereto annexed and marked as **Exhibit J** is the copy of the said letter.

7. The Statutory Auditor of the Second Applicant Company by M/s M L Bhuwania and Co LLP, Chartered Accountants have vide their certificate dated 21st May, 2026, certified that, pursuant to the requirements of proviso to sub-section (7) of Section 230 and proviso to sub-section (3) of Section 232 of the Companies Act, 2013, the accounting treatment contained in the Scheme of Amalgamation is in compliance with all the applicable accounting standards specified under Section 133 of the Companies Act, 2013, read with the Companies (Accounting Standards) Rules, 2021 and in accordance with prevailing guidelines and Generally Accepted Accounting Principles in India. Hereto annexed and marked as **Exhibit I** is the certificate given by M/s M L Bhuwania and Co LLP, Chartered Accountants, being the statutory auditor of the Second Applicant Company.

8. **MATERIAL PROVISIONS OF THE SCHEME**

The material provisions of the Scheme are from para 5 to 13 which is annexed as **Exhibit G** to this Application.

9. None of the directors of the Applicant Companies are interested in the Scheme of Amalgamation otherwise than as shareholders in general or as directors of the Applicant Companies and there will be no change in rights and interest of directors due to this Scheme of Amalgamation.
10. None of the Applicant Companies are registered under the Competition Act, 2002 nor any approval of Competition Commission of India is required.
11. No investigation proceeding against the Applicant Companies of the Companies Act, 1956 or other relevant provision of the Companies Act, 2013 or like are pending against the Applicant Companies.



12. No winding up petition have been filed or are pending against the Applicant Companies under the Companies Act, 1956 or the applicable and notified provisions of the Companies Act, 2013 or Insolvency and Bankruptcy Code, 2016 based on the information available in records of the Applicant Companies.

13. **Reliefs Sought:**

EQUITY SHAREHOLDERS OF FIRST APPLICANT COMPANY/

AMALGAMATING COMPANY NO. 2

- a. As on date, the First Applicant Company has 2 (two) Equity Shareholders holding 10,000 equity shares of INR 10 each fully paid up. A list of equity shareholders of the First Applicant Company containing the names of the equity shareholders and number of equity shares held by them as certified by Chartered Accountant is hereto annexed and marked as **Exhibit K**. It is submitted that in so far as the Equity Shareholders of the First Applicant Company are concerned, a meeting of the Equity Shareholders of the First Applicant Company may not be held to consider and if thought fit, to approve the Scheme, with or without modification. This is due to the fact that the First Applicant Company has received consent affidavits from both the Equity Shareholders, approving the Scheme of Amalgamation. The said consent affidavits are annexed hereto and marked as **Exhibit K-1 and K-2**.

SECURED CREDITORS OF FIRST APPLICANT COMPANY/

AMALGAMATING COMPANY NO. 2

- b. As on 31st March, 2026, there are no Secured Creditors in the First Applicant Company. The certificate from M/s Talavlikar and Associates dated 22nd June, 2026 is the certificate stating that there are no secured creditors in the First Applicant Company are attached hereto and marked as **Exhibit L**.



UNSECURED CREDITORS OF FIRST APPLICANT COMPANY/

AMALGAMATING COMPANY NO. 2

- c. As on 31st March, 2026, there are no Unsecured Creditors in the First Applicant Company. The certificate from M/s Talavlikar and Associates dated 22nd June 2026 is the certificate stating that there are no Unsecured creditors in the Applicant Company are attached hereto and marked as **Exhibit M**.

Equity Shareholders of the Second Applicant Company/ Amalgamated Company

- d. In so far as the equity shareholders of the Second Applicant Company is concerned, the proposed Scheme is an arrangement between the Second Applicant Company and its wholly owned subsidiaries whereby all the assets and liabilities of Amalgamating Company No. 1 and Amalgamating Company No. 2, are proposed to be vested with the Second Applicant Company, without any consideration. The rights of the equity shareholders will not be affected as no fresh shares are purported to be issued or allotted pursuant to the Scheme and accordingly, there would not be any dilution in their respective shareholdings in the Second Applicant Company.
- e. The entire share capital of the Amalgamating Company No. 1 and Amalgamating Company No. 2 is held by the Second Applicant Company/ Amalgamated Company either in its own name or its nominee. Thus, the entire economic interest of the Amalgamating Company No. 1 and Amalgamating Company No. 2 is held by the Second Applicant Company/ Amalgamated Company in its own name and in the name of its nominees. After the Scheme being sanctioned, no new shares are required to be issued to the members of the Amalgamating Companies by the Second Applicant Company/ Amalgamated Company.

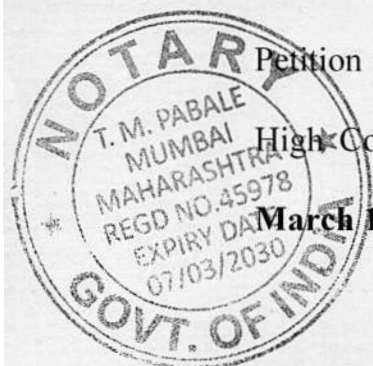


Creditors of Second Applicant Company

The Scheme does not affect the rights and interests of the members or creditors of the Second Applicant Company and does not involve a re-organisation of issued and paid share capital of the Second Applicant Company. Pursuant to the Scheme, all assets & liabilities of the Amalgamating Company No. 1 and Amalgamating Company No. 2 would be transferred to the Second Applicant Company/ Amalgamated Company. As on date, the assets of the Second Applicant Company/ Amalgamated Company exceed its liabilities and would be sufficient to discharge the said liabilities in future, in the ordinary course of business. The Amalgamating Company No. 1 and Amalgamating Company No. 2 will be transferred to the Second Applicant Company/ Amalgamated Company under the Scheme and the shareholding and other rights of the members of the Second Applicant Company/ Amalgamated Company will remain unaffected as no new shares are being issued and there is no change in the capital structure. Further, the creditors of the Second Applicant Company/ Amalgamated Company are also not likely to be affected by the Scheme being approved as post amalgamation the Second Applicant Company/ Amalgamated Company will have sufficient assets in excess of its liabilities.

In view of the above facts and circumstances, it is most respectfully submitted that the Hon'ble High Court of Judicature at Bombay in the case of **Mahaamba Investments Limited V/s. IDI Limited** (2001) 105 Company Cases page 16 to 18 *inter alia* observed and held that if the Scheme of Amalgamation provides for no issue of equity shares to the members of the Amalgamating Companies, being a wholly owned subsidiary of the Transferee Company and the creditors of the Transferee Company, are not likely to be affected by the Scheme, a separate

Petition by the Transferee Company was not necessary. Further, the Hon'ble High Court of Bombay in an unreported judgement of **Bon Limited** dated **March 12, 2010 in Company Scheme Petition No. 123 of 2010**, reiterated that



a separate petition by the Transferee Company would not be necessary, if the Scheme, by way of transfer of undertaking, does not (a) involve the re-organisation of the capital of the Transferee Company; and (b) affect the rights of the members or creditors of the Transferee Company, as between themselves and the Company. Similar view has also been taken by the Delhi High Court in the case of **Sharat Hardware Industries P. Limited., in re (1978) 48 Com Cas 23**, Hon'ble High Court of Madras in the case of **Santhanalakshmi Investments (P) Ltd., In re (2005) 129 Company Cases page 789 to 792** and the Hon'ble High Court of Andhra Pradesh in the case of **Nebula Motors Ltd., In re 45 SCL 143**.

In fact, this Hon'ble Tribunal has in its order dated 4th September, 2017, in **Company Scheme Application No. 243 of 2017** relating to amalgamation of wholly owned subsidiaries namely, Windermere Properties Private Ltd, Haddock Properties Private Ltd, Gradeur Properties Private Limited, Winchester Properties Private Limited and Pentagram Properties Private Limited with **Housing Development Finance Corporation Limited, inter alia** observed and held that when Amalgamating companies are wholly owned subsidiaries of the transferee company and the financial position of the transferee company is highly positive and merger is not affecting the rights of the applicant's shareholders or creditors, allowing transferee company to obtain approval without shareholders' approval is permissible under law and held that transferee company need not hold any meeting either with its creditors or members. Recently, a similar view was taken by the Hon'ble NCLAT in the case of Ambuja Cements Limited Company Appeal (AT) No. 19 of 2021.

i. In view of the above:

- a. The rights of shareholders of the Second Applicant Company/ Amalgamated Company are not affected since there will be no



34
issue of shares pursuant to the Scheme and there would be absolutely no changes in the Issued, Subscribed and Paid-up equity share capital of the Second Applicant Company/ Amalgamated Company.

- b. The rights of the creditors of the Second Applicant Company/ Amalgamated Company are not affected since there will be no reduction in their claims and the assets of the Second Applicant Company/ Amalgamated Company, post Scheme, will be more than sufficient to discharge their claims.
- c. The net-worth of the Second Applicant Company/ Amalgamated Company is significantly positive. Hereto annexed and marked as **Exhibit P** is a Net-worth Certificate for the Second Applicant Company/ Amalgamated Company issued on 22nd June, 2026. The Petitioner Company submits that as on 31st March, 2026 the post Amalgamation will be Rs. 1,016.57 in Crores.

In view of above it is respectfully submitted that there is no requirement of convening meetings of shareholders and creditors of the Second Applicant Company/ Amalgamated Company and the same therefore be dispensed with.

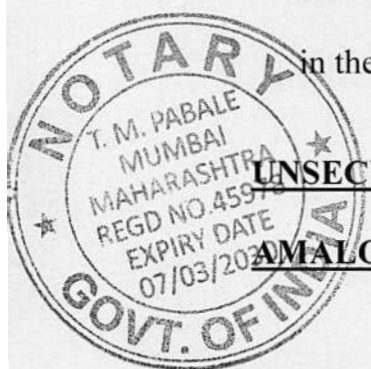
SECURED CREDITORS OF SECOND APPLICANT COMPANY/

AMALGAMATED COMPANY

- f. As on 31st March, 2026, there are no Secured Creditors in the Second Applicant Company. The certificate from M/s Talavlikar and Associates, Chartered Accountants, dated 22nd June, 2026 stating that there are no secured creditors in the Applicant Company is attached hereto and marked as **Exhibit N**.

UNSECURED CREDITORS OF SECOND APPLICANT COMPANY/

AMALGAMATED COMPANY



g. As on 31st March, 2026, there are 207 Unsecured creditors having total outstanding amount of INR 39,46,94,229/- (Rupees Thirty-nine crores forty-six lakhs ninety-four thousand two hundred and twenty-nine only) in the Second Applicant Company. Certificate issued by Chartered Accountant certifying the list of unsecured creditors of the Amalgamated Company as on 31st March, 2026 is attached hereto and marked as **Exhibit O**. The Second Applicant Company submits that the notice be issued to all the Unsecured Creditors. The Applicants request that the notice be served to Central Government through Regional Director, Western Region, Mumbai; Registrar of Companies, Mumbai; Official Liquidator, High Court, Bombay (in case of the Amalgamating Company No.2); Income Tax Department (where assessment of the Applicant Companies take place) along with nodal officer; GST Department under section 230(5) of the Companies Act, 2013.

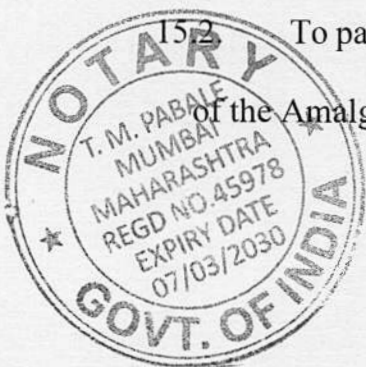
14. In compliance of Section 230(5) of the Act, the Second Applicant Company/ Amalgamated Company shall serve a copy of the Scheme, upon (i) Bombay Stock Exchange Limited; (ii) National Stock Exchange of India Limited; and (iii) Securities and Exchange Board of India; stating that they may submit their representations in relation to the Scheme, if any, to the Hon'ble Tribunal within thirty days from the date of receipt of the Scheme

15. Prayer clause

It is therefore, most respectfully prayed that this Hon'ble Tribunal may be pleased to:

15.1. To allow this application and allow the Applicant to file the Company Scheme petition;

To pass direction for dispensation of the meeting of the equity shareholders of the Amalgamating Company No. 2/ First Applicant Company.



15.3. To pass direction for dispensation of the meeting of the equity shareholders of the Amalgamated Company/ Second Applicant Company.

15.4. To pass direction for dispensation of the meeting of the Unsecured Creditors of the Amalgamated Company/ Second Applicant Company and to serve the notice to all the Unsecured Creditor of the Amalgamated Company/ Second Applicant Company.

15.5. Pass such other and further Orders as this Hon'ble Tribunal may deem fit in the facts and circumstances of the case.

16. Particulars of payment made through bharatkosh.gov.in in respect of fee payable for filling the Application made:

- i. Transaction Reference No.: _____
- ii. Date: _____
- iii. Amount: INR 5,000/- (Rupees Five Thousand Only)

In the premises the Applicant Companies say and submit that Notice of admission be made absolute as prayed for.

Divya

Ms. Divya Kumat
Director

Datamatics Cloud Solutions Private Limited

Divya

Ms. Divya Kumat

President, Chief Legal Officer & Company Secretary
Datamatics Global Services Limited

Date : 30th June, 2026
Place: Mumbai

For, Ahmed chunawala & CG.

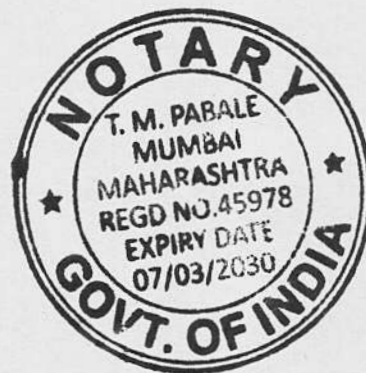
Ahmed

Advocate for the Applicant companies



Exhibit- A

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
DEXTARA DIGITAL PRIVATE LIMITED**





GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that DEXTARA DIGITAL PRIVATE LIMITED is incorporated on this Sixteenth day of October Two thousand nineteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U72501TG2019PTC136112.

The Permanent Account Number (PAN) of the company is **AAHCD4687N** *

The Tax Deduction and Collection Account Number (TAN) of the company is **HYDD10379F** *

Given under my hand at Manesar this Seventeenth day of October Two thousand nineteen .



Digital Signature Certificate
PM MOHAN

ASST. REGISTRAR OF COMPANIES

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

DEXTARA DIGITAL PRIVATE LIMITED

Flat No 501, Swastik Residency., Shiridi Sai Nagar Colony, manikonda,

HYDERABAD, Hyderabad, Telangana, India, 500089



* as issued by the Income Tax Department



UNDER THE COMPANIES ACT, 2013
(18 OF 2013)

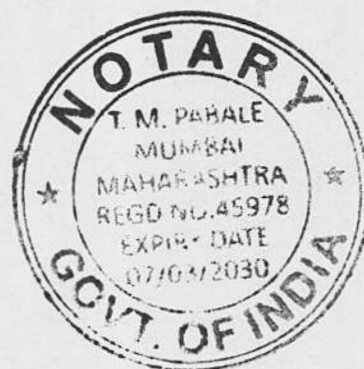
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

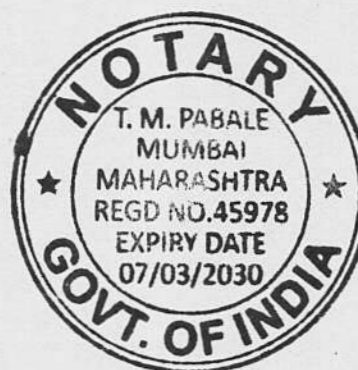
“DEXTARA DIGITAL PRIVATE LIMITED”

1. The name of the company is “DEXTARA DIGITAL PRIVATE LIMITED”
2. The registered office of the company will be situated in the State of Telangana.
- 3A) The objects to be pursued by the company on its incorporation are:—
 1. To carry on the business of information technology and software.
 2. To develop, design, structure, establish, maintain, market, buy, import, export, sell, provide, license, implement and set up Support Services business and units, Business Services businesses and units, Support Centers, Business Centers, Software/Computer Software businesses, centers and units, Information Technology Enabled businesses, centers and units and Information Technology businesses, centers and units in India or anywhere in world..
 3. To carry on the business of designing, developing, exporting, importing, consultancy and training in all kinds of software, hardware, systems, programs, products, applications and services, for all purposes including but not limited to Business Process Outsource units, Knowledge Process Outsource units, Call centers, Data centers, Medical Transcription Centers and the like and to set up Research and Development Centers and train, educate in one or more of the above areas and to market the latest developments in national and international scenario and implement the same to economize and simplify the operations and to carry on the business of providing communication facilities \r\nneither computer aided or telephone or any other mode in India or anywhere in world.



3 B) Matters which are necessary for furtherance of the objects specified in clause are:—

1. To acquire, own, sell, exchange, or otherwise deal in or dispose off, let on hire or lease, repair and assemble all kinds of plant and machinery, equipments, computers, peripherals, networking equipments, internet connectivity products, accessories, apparatus, spare parts, tools, implements, inputs required and as are necessary, useful, convenient or desirable for all or any of the objects of the Company..
2. For the purpose of business of the Company to transact and to carry on any agency business.
3. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, for any purpose whatsoever conducive to the interest of the Company.
4. To promote, carry on, maintain and develop, trade of all kinds, and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
5. To buy, sell, manufacture, repair, alter and exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses..
6. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses, leases, grants and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
7. To give guarantees and to carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interests or other moneys secured or payable by the Company.
8. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest, to any national, trust, public body, corporation or authority or any trustees for or on behalf of any of the same or of the public..
9. To aid, pecuniary or otherwise, any association, body or movement having for an object, the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.



10. To enter into contracts, agreements and arrangements with any other company for the carrying out, by such other company on behalf of the Company, of any of the objects for which the company is formed.

11. To enter into partnership or into any arrangements.

12. To undertake, acquire, subscribe for, buy, sell, take up, hold or otherwise deal in shares, stocks, debentures, bonds, obligations and securities and to hold the same as investment or stock-in-trade and realize or sell the same.

13. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company.

14. To establish or promote or concur or be interested in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of the company or for any other purpose whatsoever and to transfer to any such company any property of this company which may seem directly or indirectly calculated to benefit the Company.

15. To enter into any arrangement with any government or authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person or company that may seem conducive to the Company's objects or any of them and to carry out, exercise and comply with any such arrangements.

16. To apply for, promote and obtain an Act of Parliament, charter, decrees, rights, contracts, privileges, concessions, licenses or authorization from any.

17. To apply for, promote and obtain an Act of Parliament, charter, decrees, rights, contracts, privileges, concessions, licenses or authorization from any Government, State or Municipality for enabling the company to carry out any of its objects into effect.

18. To apply for, purchase or otherwise acquire and protect and renew in India or any other part of the world any patent, rights, brevets, inventions, trademarks, designs, licenses, concessions, and the like and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend the money in experimenting upon, testing or improving any such patents, inventions or rights.



19. To establish, provide, maintain and conduct or otherwise subsidies and assist research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, tests and inventions that may be considered likely to assist any of the business which the Company is authorised to carry on.

20. To make donations either of cash or any other asset or property, to subscribe, contribute or grant money for any charitable, scientific, religious or benevolent, national, public or other institutions, funds, persons, associations, subjects, trusts, exhibitions or for any other useful objects.

21. To provide for the welfare of the employees, directors or ex-directors, and their families or dependents and shareholders either by grant of money, pensions, grants, bonus or allowances or in any other manner.

22. To refer, agree to refer any claim, demand, dispute or any other question, by or against the Company or in which the Company is interested or concerned to arbitration in India or at any place outside India, and to observe and to do all acts, deeds, matters and other things to carry out or enforce the awards.

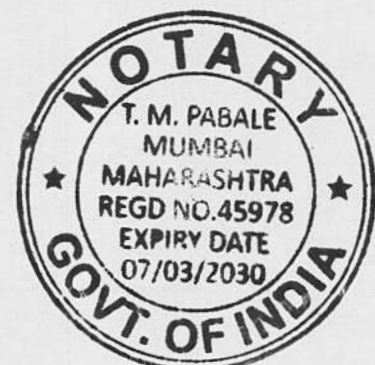
23. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the company and/or the issue of its capital or of raising finance including cost of advertising, printing and stationery, brokerage and commission.

24. To pay to promoters such remuneration and fees or recompense them for the times and services rendered by them as per the provisions of the Companies Act, 2013.

25. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested.

26. To pay for any rights or property acquired by the Company and to pay commission or remunerate any person or company for services rendered or to be rendered whether by cash payment or by allotment of shares, debenture or other securities of the Company, credited as paid up in full or in part or otherwise.

27. Subject to the provisions of the Act, and the Rules made there under and the directions of Reserve Bank of India, to borrow or raise money or accept deposits and secure the payment of any moneys so borrowed, raised or received or of debentures or bonds, obligations or deposits, by mortgages, charges and securities of all kinds on the undertaking or whole or any part of the property, rights, assets or revenue and profits of



the Company, present or future, including its uncalled capital, by trust, assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities.

28. Subject to the provisions of the Act, to lend, advance, invest and deal with money and funds of the Company in such manner as may from time to time be determined or deemed fit by the Board of Directors.

29. To open and operate current, fixed or overdraft accounts with any bank, bankers or institutions and to pay into and draw money from such accounts.

30. To lend or advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of or by any such persons or Companies.

31. Subject to the Banking Regulation Act, 1949, to draw, make, accept, endorse, discount, execute and issue bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

32. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to protect and indemnify whole or part or portion thereof either on mutual principle or otherwise.

33. To appoint Directors or Managers of any subsidiary company or any other company in which this Company is or may be interested.

34. To take part in the management, supervision and conduct of the business or operations of any company or undertaking and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts or agents.

35. Subject to the provisions of the Act, to vest, pass on, delegate, authorise transfer to any other company or Board of Directors of such other company, the control and the composition of the Board of Directors of this Company.

36. To let out on hire all or any of the property of the Company whether real or personal, immovable or moveable.

37. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising whether in India or outside India in the press,



by circulars, by purchase and exhibition of works of art of interest, by publication of books, periodicals and by granting prizes, rewards and donations.

38. To purchase, to take on lease/license or in exchange, hire or otherwise acquire any immovable or movable property, land, buildings, easements, machinery, plant and stock-in-trade or any rights or privileges for the purposes of the Company's business or to turn the same to account as may seem expedient.

39. To sell, or let on lease or on hire purchase, land, grants, licenses, easements and other rights over and in any other manner whatsoever to transfer, deal with dispose off the undertaking, property, assets, rights and effects of the Company or any part thereof or any articles or goods whether made by the Company or not for such consideration as the Company may think fit and in particular, for shares, stocks, debentures, debenture bonds or other securities of any other Company.

40. To purchase, take over or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on; or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

41. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India or abroad.

42. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engage in any business whether or not included in the objects of the Company, and to amalgamate or merge with the company whose business is acquired, purchased or taken over and/or to enter into agreement with the objects of acquisition of such undertaking and/or business.

43. To create and issue equity, preference and guaranteed shares or stock or debentures and to redeem, buy back, cancel and accept surrenders of any such shares or stocks.

44. To alienate, transfer, gift, sell, donate, settle or dispose of any property of the Company with or without consideration and upon such terms and conditions as the Board of Directors may deem fit.



45. To accept donations, gifts with or without such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of any law for the time being in force.

46. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors or otherwise and either by or through agents, sub-contractors or otherwise and either alone or in conjunction with others.

47. To enter into any arrangements and contracts with foreign and/or Indian parties and

other persons for obtaining by grant, license, and/or on other terms, technical and engineering information, assistance and service, collaborations, know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and to pay for such technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

*5. The Authorized Share Capital of the Company is Rs. 10,40,00,000/- (Rupees Ten Crore Forty Lakh Only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each and 54,00,000 (Fifty Four Lakh) Preference shares of Rs.10/- (Rupees Ten Only)."

*Inserted in the EGM held on 04th August 2022



6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Srimannarayana Ambati S/o Janaki Ramayya Ambati Address: Flat No. 102, Plot No. 123, Vulture 3, Near Bus Stop, Kalyan Nagar, Mothi Nagar Hyderabad - 500018. Occ: Business	0307.2608	5000	Equity	AMBATI SRIMAN NARAYANA	15/10/19
2	Indupuru Mohan Reddy S/o Ramana Reddy Indupuru Address: Flat No B-608, Surya Towers, Izzath Nagar, Kondapur, Serilingampally, K.V.Rangareddy Hyderabad - 500084. Occ: Business	0051.2636	5000	Equity	Indupuru Mohan Reddy	15/10/19
Total Shares taken			10,000.00	Equity		

Signed before Me				
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACA Butchibabu Gorantla S/o G Chenchalaiah	Flat No 101, "Sri Sai Krishna Residency" 1-2-234/13, Aravindnagar, Domsalguda Hyderabad, Telangana - 500029	236441	BUTC HIBABU GORANTLA	15/10/19



THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

DEXTARA DIGITAL PRIVATE LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the extra-ordinary general meeting of the Company held on March 25, 2026 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

TABLE -F

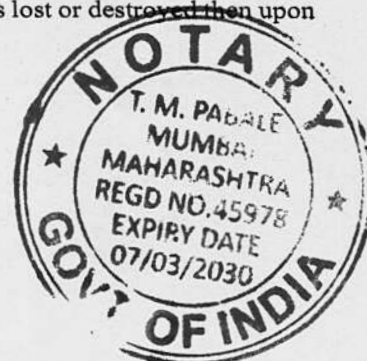
Interpretation

I. (1) In these regulations—

- (a) "the Act" means the Companies Act, 2013,
- (b) "the seal" means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

- II. 1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 2. (i)** Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii)** Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the company has appointed a company secretary:
- (iii)** In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 3. (i)** If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon



proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

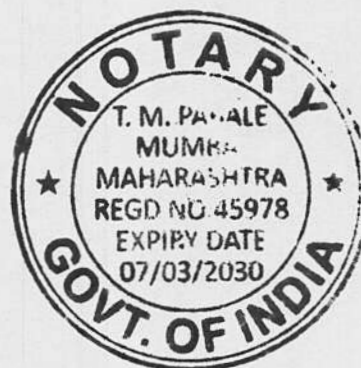
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
- 4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- 6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- 7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
- 8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

- 9. (i) The company shall have a first and paramount lien—
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.



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10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.



- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

- 19.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—



- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

27. In case of a One Person Company—

- (i) on the death of the sole member, the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member;
- (ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;
- (iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;
- (iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

- 28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
- 29. The notice aforesaid shall—
 - (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.



30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
36. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.



37. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stockholder" respectively.
38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalisation of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.



40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.
43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.



47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
48. In case of a One Person Company—
- (i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;
 - (ii) such minutes book shall be signed and dated by the member;
 - (iii) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.



56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

- 60 a. Subject to provisions of the Act, the number of Directors shall not be less than two and not more than fifteen.

Provided that the Company may appoint more than fifteen Directors after passing a special resolution. Any Director is not required to hold any qualification shares.

- 60 b. The following shall be the First Directors of the Company:

- i. Srimannarayana Ambati
- ii. Indupuru Mohan Reddy

61. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—

- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

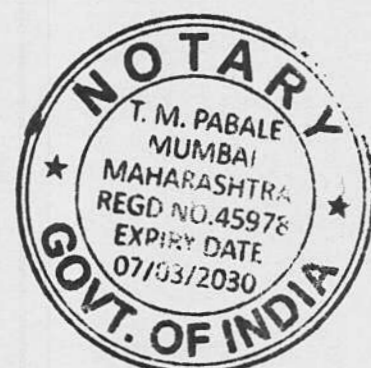
63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.



64. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.
71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
72. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
73. (i) A committee may meet and adjourn as it thinks fit.



- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
76. In case of a One Person Company—
- (i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
 - (ii) such minutes book shall be signed and dated by the director;
 - (iii) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act, —
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

For the purposes of this sub-paragraph it is hereby clarified that on and from the commencement of the Companies (Amendment) Act, 2015, i.e. with effect from the 29th May, 2015, company may not be required to have the seal by virtue of registration under the Act and if a company does not have the seal, the provisions of this sub-paragraph shall not be applicable.



Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
88. No dividend shall bear interest against the company.

Accounts



89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being Directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



We, the several persons, whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

S. No.	Names, addresses, descriptions and occupations of subscribers	Signature of the Subscriber	Witnesses (along with names, addresses, descriptions and occupations)
1.	Srimannarayana Ambati S/o Janaki Ramayya Ambati DIN: 03072608 Address: Flat No. 102, Plot No. 123, Vetur 3, Near Bus Stop, Kalyan Nagar, Mothi Nagar Hyderabad - 500018 Occ: Business	Sd/-	Signed Before Me Sd/- Butchibabu Gorantla S/o G Chenchiah Chartered Accountant Membership No. 236441
2.	Indupuru Mohan Reddy S/o Ramana Reddy Indupuru DIN: 00512636 Address: Flat No B-608, Surya Towers, Izzath Nagar, Kondapur, Serilingampally, K.V. Rangareddy Hyderabad - 500084 Occ: Business	Sd/-	Address: Flat NO 101, "Sri Sai Krishna Residency" 1-2-234/13, Aravindnagar, Domalguda Hyderabad, Telangana - 500029

Date: 15/10/2019

Place: Hyderabad



Exhibit - B

62

M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.

T : +91 22 3507 4949 E : info@mlbca.in W : www.mlbca.in

INDEPENDENT AUDITOR'S REPORT

To,
The Members of **DEXTARA DIGITAL PRIVATE LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **DEXTARA DIGITAL PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of material accounting policies and other explanatory information ("the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

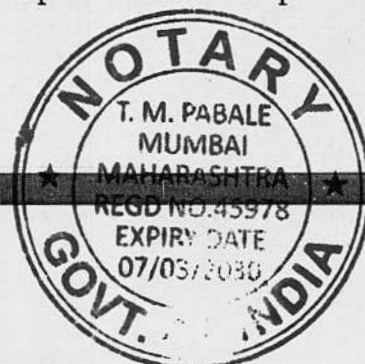
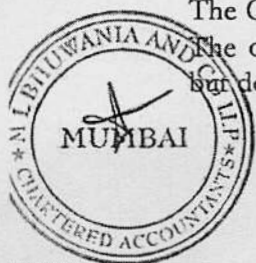
We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibility for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our Auditors' Report thereon. Our opinion on



M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind As) specified under Section 133 of the Act read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

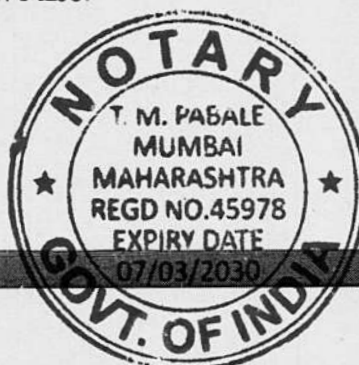
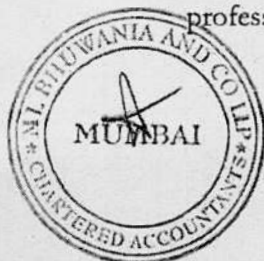
In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The management and Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



Continuation Sheet.....

M L BHUWANIA AND CO LLP

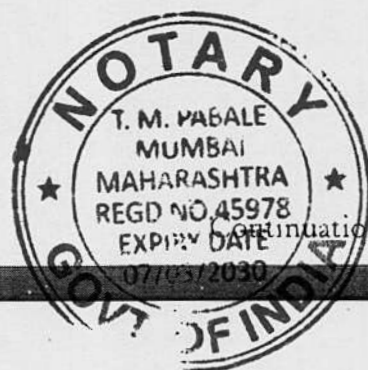
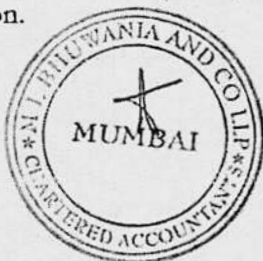
CHARTERED ACCOUNTANTS

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Continuation Sheet.....

M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

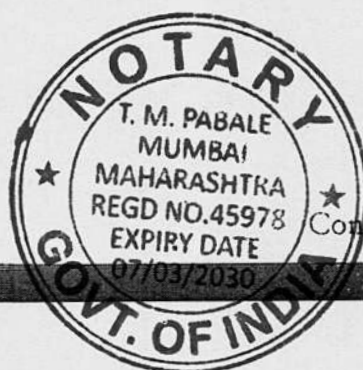
Other Matter

Attention is invited to Note No. 5 of the Financial Statement for the year ended March 31, 2026 which states that the Company has investments in Equity Shares amounting to Rs 0.71 Lacs and Loan amounting to Rs 1085.23 Lacs in wholly owned subsidiary as on March 31, 2026. The said subsidiary has a negative net worth of Rs. 620.64 Lacs as on March 31, 2026. According to the Management, the subsidiary is engaged in the sales force business and is currently in its growth phase. It has begun generating profits, and considering its future business prospects, the Management is confident in its ability to achieve a turnaround in the near term. Accordingly, no provision has been considered necessary by the Management.

Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.
 - (e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.



Continuation Sheet.....

M L BHUWANIA AND CO LLP

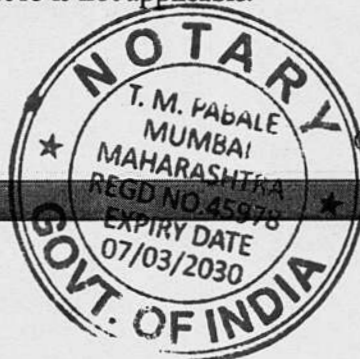
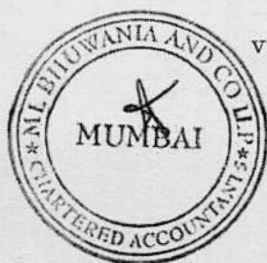
CHARTERED ACCOUNTANTS

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or granted loans or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid dividend during the year. Hence compliance with section 123 of the Companies Act, 2013 is not applicable.



Continuation Sheet.....

M L BHUWANIA AND CO LLP

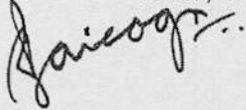
CHARTERED ACCOUNTANTS

- vi. Based on our examination which included test checks the company, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For MLBHUWANIA AND CO LLP

Chartered Accountants

FRN: 101484W/W100197



Ashishkumar Bairagra

Partner

Membership No. 109931

UDIN: 26109931FQSEUH6126

Place: Mumbai

Date: May 20, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

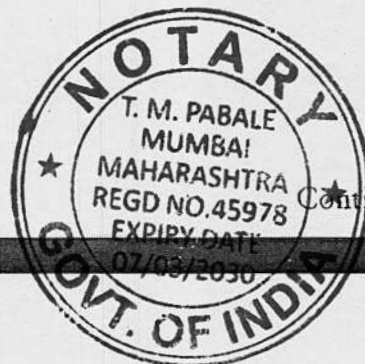
ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of **DEXTARA DIGITAL PRIVATE LIMITED** for the year ended March 31, 2026.

On the basis of the records produced before us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- i. (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment;

(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the company are physically verified by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals. Pursuant to the program, certain Property, Plant and Equipment were physically verified during the year and no material discrepancies were noticed between the book records and the physical verification.
- (c) The company does not have any immovable properties. Consequently, reporting under clause 3(i)(c) of the Order is not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipment and Intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) as amended and rules made thereunder.
- ii. (a) The Company does not have any inventory, and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets during the year and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has granted unsecured loans, to its subsidiary in earlier years. The Company has not made investment and has not granted advances in the nature of loans and has not provided any guarantee or security to companies, Limited Liability Partnership or any other parties.



Continuation Sheet....

M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

- (a) The Company has granted unsecured loans, to its subsidiary in earlier years. The Company has not provided any advances in the nature of loans to any other entity during the year. The company has not provided guarantees or security to other entities.

- (A) The aggregate amount during the year and balance outstanding as at the balance sheet date with respect to loan to subsidiaries are as under:

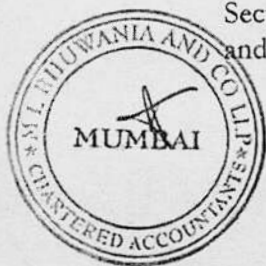
(Amount in Rs. Lakhs)

Particulars	Relationship with the entity	Aggregate amount given during the year	Balance Outstanding as at the balance sheet date
Loan Given	Subsidiary	Rs. NIL	1085.23

- (B) The Company has not provided loans to any other parties during the year.
- (b) According to the information and explanation given to us and based on the audit procedures performed by us, the terms and conditions of loans granted by the company to its subsidiary are not prejudicial to the interest of the company. The company has not made any investment, provided any guarantee or security during the year.
- (c) In respect of loans, the schedule of repayment of principal and payment of interest has not been stipulated and are repayable on demand.
- (d) There are no amount of loan or advances in the nature of loans which are overdue for more than ninety days, hence reporting under clause 3(iii) (d) of the order is not applicable.
- (e) There are no loans or advances in the nature of loans granted which has fallen due during the year and has been renewed or extended or fresh loan granted to settle the overdue of the existing loans given to the same party, hence reporting under clause 3(iii) (e) of the order is not applicable.
- (f) The Company has not provided loans which are repayable on demand and without specifying any terms or period of repayment during the year. The loans given in earlier years which are repayable on demand and without specifying any terms or period of repayment are as under:

Type of borrower	Aggregate amount of Loan (Rs. In Lakhs)	% to the total loan granted
Wholly Owned Subsidiary	1085.23	100

- iv. The Company has not made any investment and has not granted any loan, provided any security covered by provision of Section 186 of the Companies Act, 2013 during the year. Section 185 of the Companies Act, 2013 is not applicable as there were no loans, Securities and guarantees provided during the year which are covered by section 185 of the Act.



Continuation Sheet.....

M L BHUWANIA AND CO LLP

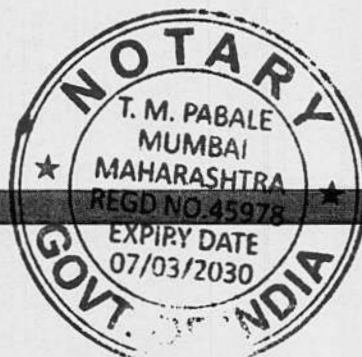
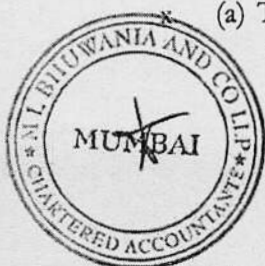
CHARTERED ACCOUNTANTS

- v. The Company has not accepted any deposits and has no amounts which are deemed to be deposits, hence reporting under clause 3(v) of the Order is not applicable.
- vi. The Central Government has not prescribed maintenance of cost records for the Company under sub section (1) of Section 148 of the Act, and hence reporting under clause 3(vi) of the Order is not applicable.
- vii. (a) In our opinion the Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Duty of Custom, Cess, and other statutory dues to the appropriate authorities. The Company does not have any liabilities in respect of statutory dues such as Sales Tax, Service Tax, Duty of Excise and Value Added Tax, as these were subsumed under GST with effect from July 01, 2017.

There were no undisputed amounts outstanding as at March 31, 2026 for a period of more than six months from the date they became payable.

- (b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) No term loan has been taken during the year. The term loan taken by the company in earlier years has been applied for the purpose for which the loans were taken.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been utilized for long-term purposes.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. The Company does not hold any investment in any associate or joint venture during the year ended March 31, 2026.
- (f) The Company has not raised any loans during the year on pledge of securities held in its subsidiaries during the year. The Company does not hold any investment in any associate or joint venture during the year ended March 31, 2026.

- (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3 (x)(a) of the Order is not applicable to the Company.



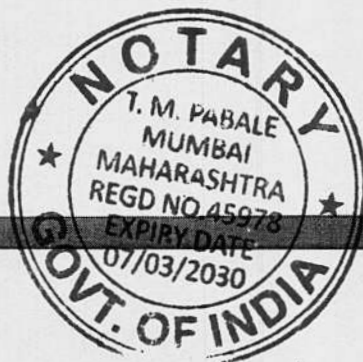
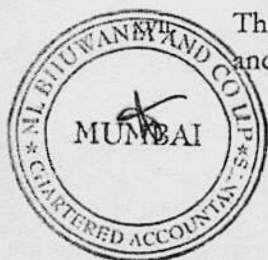
Continuation Sheet.....

M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally), and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rule, 2014 with the Central Government, during the year and upto the date of this report.
- xii. The Company is not a Nidhi Company, and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The provisions of the Sec 138 of Companies Act, 2013, related to Internal Audit, are not applicable to the company, hence reporting under clause 3(xiv) of the Order is not applicable;
- xv. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- xvi. (a) The Company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934, and hence reporting clause 3(xvi) (a) of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities, hence reporting under clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) In our opinion and as per the information provided to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016), and hence reporting under clause 3(xvi)(d) of the Order is not applicable.

The Company has not incurred cash losses during the financial year covered by our audit and immediately preceding financial year.



Continuation Sheet.....

M L BHUWANIA AND CO LLP

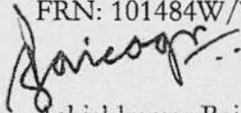
CHARTERED ACCOUNTANTS

- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one period from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of the section 135 of Companies Act, 2013, related to Corporate Social Responsibility, are not applicable to the company, hence reporting under clause 3(xx) of the Order is not applicable.

For MLBHUWANIA AND CO LLP

Chartered Accountants

FRN: 101484W/W100197



Ashishkumar Bairagra

Partner

Membership No. 109931

UDIN: 26109931FQSEUH6126

Place: Mumbai

Date: May 20, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report on the financial statements of the company for the year ended March 31, 2026.

Opinion

We have audited the internal financial controls over financial reporting of **DEXTARA DIGITAL PRIVATE LIMITED** ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

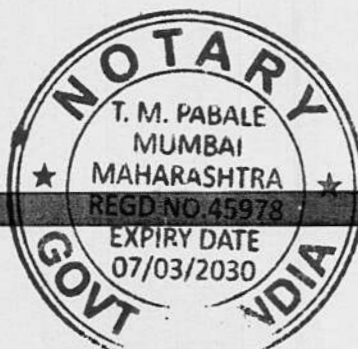
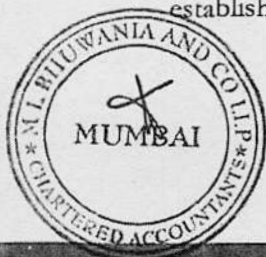
In our opinion, to the best of our knowledge and according to the information and explanations provided to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Continuation Sheet.....

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M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For MLBHUWANIA AND CO LLP

Chartered Accountants

FRN: 101484W/W100197

Ashish Kumar Bairagra

Ashishkumar Bairagra

Partner

Membership No. 109931

UDIN: 26109931FQSEUH6126

Place: Mumbai

Date: May 20, 2026

F-11, 3rd Floor, Manek Mahal,
90, Vccr Nariman Road, Churchgate,
Mumbai - 400 020, India.



Continuation Sheet.....

Dextara Digital Private Limited
Financial statements as at and for the year ended March 31, 2026
CIN - U72501TG2019PTC136112

Balance Sheet as at March 31, 2026

Particulars	Notes	March 31, 2026	March 31, 2025
(INR in Lacs)			
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	84.15	186.04
Other intangible assets	4	0.94	1.25
Right-to-use assets	4	80.94	9.83
Financial assets			
i. Investments	5	0.71	0.71
ii. Other financial assets	6	14.63	15.96
Deferred tax assets (Net)	7	53.31	26.67
Non-current tax assets (Net)	8	-	16.21
Other non-current assets	9	0.10	0.27
Total non-current assets		234.78	256.94
Current assets			
Financial assets			
i. Trade receivables	10	499.86	553.22
ii. Cash and cash equivalents	11	728.98	382.79
iii. Loans	12	1,085.23	978.29
iv. Other financial assets	13	67.19	183.90
Other current assets	14	25.74	37.70
Total current assets		2,407.00	2,135.90
Total Assets		2,641.78	2,392.84
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15(a)	456.96	456.96
Other equity	15(b)	1,872.37	1,562.00
Total equity		2,329.33	2,018.96
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	16	-	63.09
ii. Lease Liabilities	17	12.81	-
Provisions	18	112.19	53.84
Total non-current liabilities		125.00	116.93
Current liabilities			
Financial liabilities			
i. Borrowings	19	-	10.71
ii. Lease liabilities	20	72.47	11.64
iii. Trade payables	21	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		39.95	181.16
Other current liabilities	22	41.47	45.53
Provisions	23	11.15	7.91
Current tax liabilities	24	22.41	-
Total current liabilities		187.45	256.95
Total liabilities		312.45	373.88
Total Equity and Liabilities		2,641.78	2,392.84

The accompanying notes forming an integral part of the financial statements

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W/W100197

For and on Behalf of the Board

Ashish Kumar Bairagra

Ashish Kumar Bairagra
Partner
Membership No. 109931

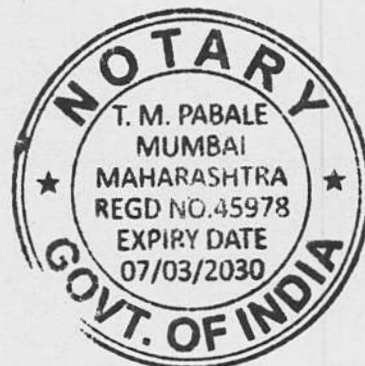
Place : Mumbai
Dated : May 20, 2026



Ankush Akar
Ankush Akar
DIN 10892391
Director

Divya Kumbhat
Divya Kumbhat
DIN 03592056
Director

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Dextara Digital Private Limited
Financial statements as at and for the year ended March 31, 2026
CIN - U72501TG2019PTC136112

Statement of Profit and Loss for the year ended March 31, 2026

(INR in Lacs)			
Particulars	Note	March 31, 2026	March 31, 2025
Revenue from Operations	25	2,677.30	2,842.68
Other Income	26	226.66	132.86
Total income		2,903.96	2,975.54
Expenses			
Employee Benefit Expenses	27	2,025.56	2,039.21
Finance Costs	28	15.39	13.04
Depreciation and Amortisation Expenses	29	98.43	110.01
Other Expenses	30	284.44	327.91
Total expenses		2,423.82	2,490.17
Profit before exceptional items and tax		480.14	485.37
Exceptional items		-	-
Profit before tax		480.14	485.37
Tax expense			
- Current tax	7(a)	131.99	118.55
- Deferred tax	7(a)	(10.43)	(3.99)
Total tax expense		121.56	114.56
Profit for the year		358.58	370.81

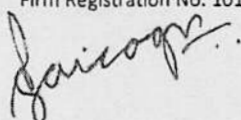
Statement of other comprehensive income (OCI) for the year ended March 31, 2026

(INR in Lacs)			
Particulars	Note	March 31, 2026	March 31, 2025
<i>Items that will not be reclassified to profit or loss</i>			
Actuarial gains and losses		(64.41)	(4.62)
Tax relating to above		16.21	1.12
		(48.20)	(3.50)
<i>Items that will be reclassified to profit or loss</i>		-	-
OCI for the year		(48.20)	(3.50)
Total comprehensive income for the year		310.38	367.31
Earnings per Equity Share (of Rs. 10 each)	37		
- Basic (In Rs.)		7.85	8.11
- Diluted (In Rs.)		7.85	8.11

The accompanying notes forming an integral part of the financial statements

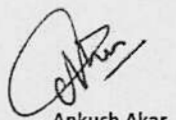
As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W/W100197

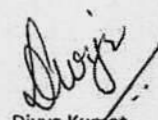
For and on behalf of the Board



Ashishkumar Bairagra
Partner
Membership No. 109931




Ankush Akar
DIN 10892391
Director


Divya Kumrat
Director
DIN 03592056

Place : Mumbai
Dated : May 20, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Dextara Digital Private Limited
Standalone Cash flow statement for the year ended March 31, 2026
CIN - U72501TG2019PTC136112

	Year ended March 31, 2026	Year ended March 31, 2025
(INR in Lacs)		
A. Cash flow from operating activities		
Profit before tax	480.14	485.37
Adjustments for :		
Depreciation and amortisation expense	98.43	110.01
Baddebts	-	14.68
Unrealised foreign exchange (gain) / loss	(5.80)	-
Interest expense	11.46	13.04
Loss on Property, plant and equipment (Net)	33.59	-
Investment Written off	-	0.19
Interest income	(94.98)	(92.81)
Operating profit before working capital changes	522.84	530.48
Adjustments for :		
(Increase) / decrease in trade receivables	59.16	(176.38)
(Increase) / decrease in loans	(106.94)	39.05
(Increase) / decrease in other financial and non-financial assets	66.05	61.26
Increase / (decrease) in trade payables	(141.21)	152.79
Increase / (decrease) in other financial and non-financial liabilities	(6.88)	(168.76)
Cash generated from operations	393.02	438.44
Direct taxes paid (net)	(92.11)	(39.30)
Net cash flow from operating activities (A)	300.91	399.14
B. Cash flow from investing activities		
Purchase of Property, plant and equipment	(0.23)	(0.07)
Sale of Property, plant and equipment	38.00	-
Interest received	156.65	88.80
Net cash flow used in investing activities (B)	194.43	88.73
C. Cash flow from financing activities		
Repayment of borrowings	(73.80)	(35.02)
Payment of Lease Liabilities	(72.12)	(69.81)
Interest paid	(3.23)	(8.96)
Net cash flow used in financing activities (C)	(149.15)	(113.79)
Net cash flow during the year (A+B+C)	346.19	374.08
Cash and cash equivalents at the beginning of the year	382.79	8.71
Net cash and cash equivalents at the end of the year (Refer Note No 11)	728.98	382.79
1. Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.		
2. Cash and cash equivalents at the end of the year.		
Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash and cash equivalents		
Balances with bank:		
- in Current Account	728.90	382.79
Cash on hand	0.08	-
Total Cash and cash equivalents	728.98	382.79

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W/W100197

For and on behalf of the Board

Ashish Kumar Bairagra

Ashishkumar Bairagra
Partner
Membership No. 109931

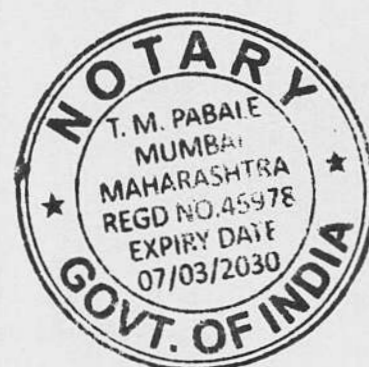


Ankush Akar
Ankush Akar
DIN 10892391
Director

Divya Kumar
Divya Kumar
Director
DIN 03592056

Place : Mumbai
Dated : May 20, 2026

F-11, 3rd Floor, Manek Mahal,
50, Veer Nariman Road, Churungate,
Mumbai - 400 020, India.



Dextara Digital Private Limited
Financial statements as at and for the year ended March 31, 2026
CIN - U72501TG2019PTC136112

Statement of changes in equity for the year ended March 31, 2026

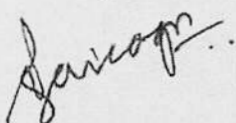
A. Equity share capital

Particulars	(INR in Lacs)
As at March 31, 2024	456.96
Changes in equity share capital	-
As at March 31, 2025	456.96
Changes in equity share capital	-
As at March 31, 2026	456.96

B. Other equity

	Reserves and surplus			Total other equity
	Securities premium	Retained earnings	Actuarial gains and losses	
As at March 31, 2024	1,298.24	(99.39)	(4.16)	1,194.69
Profit for the year	-	370.81	-	370.81
Other comprehensive income	-	-	(3.50)	(3.50)
As at March 31, 2025	1,298.24	271.42	(7.66)	1,562.00
Profit for the year	-	358.57	-	358.57
Other comprehensive income	-	-	(48.20)	(48.20)
As at March 31, 2026	1,298.24	630.00	(55.87)	1,872.37

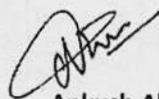
As per our attached report of even date
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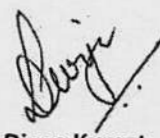
Ashishkumar Bairagra
Partner
Membership No. 109931

Place : Mumbai
Dated : May 20, 2026

For and on behalf of the Board



Ankush Akar
DIN 10892391
Director



Divya Kumat
DIN 03592056
Director

F-1, 3rd Floor, Manik Mishra,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Dextara Digital Private Limited
Notes Forming part of the Financial Statements

Note 1: General Information

Dextara Digital Private Limited, a company incorporated under the Companies Act, 2013 on 15th October 2019, with CIN.U72501TG2019PTC136112 having its registered office at 2nd Floor, D.No.1-18/HIE/NR-3, Sy.No.27/1 to 27/4, Nanakramguda, Gachibowli, Serilingampally, Hyderabad - 500032, Telangana. The Company is engaged in the business of providing intended salesforce and allied product related system integration services.

With effect from April 01, 2024 the Company is a 80% owned subsidiary of M/s. Datamatics Global Services Limited, India (DGSL) a public limited company incorporated and domiciled in India and has its registered office at Mumbai, Maharashtra, India. 27. DGSL acquired remaining 20% equity stake in Dextara Digital Private Limited on June 20, 2025. Accordingly, it became 100% Wholly Owned Subsidiary of DGSL.

Note 2: Material Accounting Policies

a) Basis of Preparation of Financial Statements:

i) Compliance with Ind AS

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

The financial statements were approved by the Company's Board of Directors and authorised for issue on 20th May, 2026.

ii) Basis of Preparation

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the company considered an operating cycle of 12 months.

iii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- * certain financial assets and liabilities (including derivative instruments) which is measured at fair value;
- * defined benefit plans – plan assets measured at fair value

iv) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedure with respect to measurement of fair values. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds and forward contracts that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration.

b) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amounts of the assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the year in which the results are known / materialized.

c) Foreign currency translation

i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

ii) Transactions and balances

Transactions in foreign currency are recorded at the rates of exchange prevailing at the date of the transactions.

Monetary items denominated in foreign currencies at the balance sheet date are translated at the exchange rates prevailing at the balance sheet date. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Any income or expense on account of exchange difference either on settlement or on translation at the balance sheet date is recognised in the Statement of Profit and Loss in the year in which it arises.

d) Revenue recognition

Revenue from services is recognised based on time and material and billed to the clients as per the terms of the contract.

Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.

In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degrees of completion of the performance obligation.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer.

Revenue from subsidiaries is recognised based on transaction price of services which is at arm's length.

The billing schedules agreed with customers include periodic performance-based billing and / or milestone based progress billings. Revenues in excess of billing are classified as unbilled revenue while billing in excess of revenues are classified as contract liabilities (which we refer to as "unearned revenues").

e) Income tax

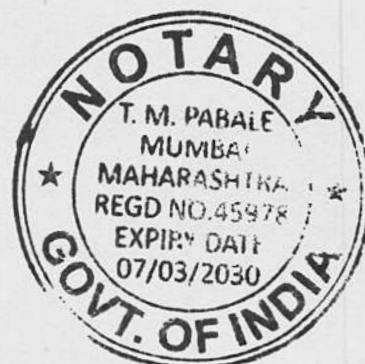
Tax expense comprise of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Current income taxes

The current tax expense include income tax expense payable by the company. Advance taxes and provision for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in same tax jurisdictions.

Deferred tax

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



Dextara Digital Private Limited
Notes Forming part of the Financial Statements

f) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

g) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from date of purchase to be cash equivalents.

h) Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

i) Trade receivables

Trade receivables that do not contain a significant financing component are measured at transaction price and trade receivables that contain a significant financing component are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

j) Other financial assets

i) Classification

The company classifies its financial assets in the following measurement categories:

- * those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- * those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

ii) Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt Instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

* **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

* **Impairment of investment in subsidiary:** The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently, when there is indication for impairment. If the recoverable amount is less than carrying amount, the impairment loss is accounted for.

* **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity Instruments

The company subsequently measures all equity investments at fair value (except investment in subsidiaries which are at amortised cost). Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iii) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

iv) Derecognition of financial assets

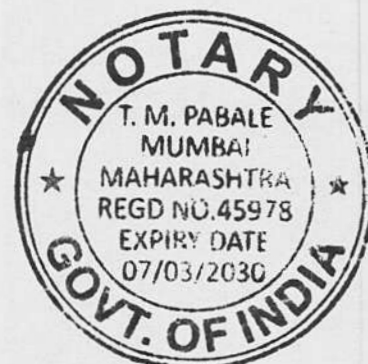
A financial asset is derecognised only when

* The company has transferred the rights to receive cash flows from the financial asset or

* retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.



Dextara Digital Private Limited
Notes Forming part of the Financial Statements

v) Income recognition

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company, and the amount of the dividend can be measured reliably.

k) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

l) Property, Plant and Equipment

Property, Plant and Equipment are valued at cost, except for certain Property, Plant and Equipment which have been stated at revalued amounts as determined by approved independent valuer, after reducing accumulated depreciation until the date of the balance sheet. Direct costs are capitalised until the assets are ready to use and include financing costs relating to any specific borrowing attributable to the acquisition of fixed assets. Capital work-in-progress includes assets not put to use before the year end.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided on the Straight Line Method except for leasehold premises as per the useful life and in the manner prescribed in Schedule II to Companies Act, 2013. Leasehold Premises is amortized on the Straight Line Method over the Lease term or the useful life of the Assets, whichever is shorter.

m) Intangible assets

i) Computer software

The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

ii) Other Intangible assets

Other intangible assets that do not meet the criteria in (i) to (iii) above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

iii) Amortisation methods and periods

The company amortises intangible assets with a finite useful life using the straight-line method as following :

Particulars	Useful Life
Computer Software	3 years
Other Intangible assets	3 years

n) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

o) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

p) Borrowing costs

Borrowing costs, which are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised as a part of the cost of the assets. Other borrowing costs are recognised as expenses in the year in which they are incurred.

q) Provision, Contingent Liabilities and Contingent Assets

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

Contingent assets are neither recognised nor disclosed.

r) Employee benefits

i) Defined Contribution Plan

Contribution to defined contribution plans are recognised as expense in the Statement of Profit and Loss, as they are incurred.

ii) Defined Benefit Plan

Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method with actuarial valuation being carried out as at Balance Sheet date. Actuarial gains / losses are recognised immediately in the Statement of Profit and Loss. Long-term compensated absences are provided for based on actuarial valuation.



Dextara Digital Private Limited
Notes Forming part of the Financial Statements

iii) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

s) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

t) Earnings per share

In determining Earnings per Share, the Company considers the net profit attributable to company's owners. The number of shares used in computing basic Earnings per Share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted Earnings per Share comprises the weighted average shares considered for deriving basic Earnings per Share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

u) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

v) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 - The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform - Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax. The Company has no impact of these amendments in its top-up taxes are recognized as current tax expenses.



Dextara Digital Private Limited

Note 3 - Property, plant and equipment

Particulars	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Leasehold Improvements	Total	Capital work-in-progress
Carrying cost As at March 31, 2024	36.85	117.50	112.41	4.21	102.38	39.06	412.40	-
Additions	-	-	-	-	0.07	-	0.07	-
Transfer	-	-	-	-	-	-	-	-
Disposals\other adjustments	-	-	-	-	-	-	-	-
Carrying cost As at March 31, 2025	36.85	117.50	112.41	4.21	102.45	39.06	412.47	-
Additions	-	-	-	-	0.23	-	0.23	-
Transfer	-	-	-	-	-	-	-	-
Disposals\other adjustments	-	-	(112.41)	-	-	-	(112.41)	-
Carrying cost As at March 31, 2026	36.85	117.50	-	4.21	102.68	39.06	300.30	-

Particulars	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Leasehold Improvements	Total	Capital work-in-progress
Accumulated depreciation As at March 31, 2024	10.76	49.23	15.89	3.10	88.74	7.81	175.53	-
Depreciation charge during the year	4.72	17.67	17.47	0.50	6.63	3.91	50.90	-
Transfer	-	-	-	-	-	-	-	-
Disposals\other adjustments	-	-	-	-	-	-	-	-
Accumulated depreciation As at March 31, 2025	15.48	66.91	33.36	3.60	95.37	11.72	226.43	-
Depreciation charge during the year	3.87	13.10	7.45	0.24	1.97	3.91	30.53	-
Transfer	-	-	-	-	-	-	-	-
Disposals\other adjustments	-	-	(40.81)	-	-	-	(40.81)	-
Accumulated depreciation As at March 31, 2026	19.35	80.01	-	3.83	97.34	15.63	216.15	-
Net carrying amount as at March 31, 2026	17.50	37.49	-	0.38	5.34	23.43	84.15	-
Net carrying amount as at March 31, 2025	21.37	50.59	79.04	0.61	7.08	27.34	186.04	-

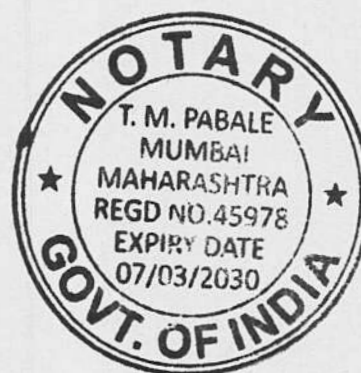


Dextara Digital Private Limited
Financial statements as at and for the year ended March 31, 2026

Note 4 - Intangible assets

(INR in Lacs)			
Particulars	Other Intangibles	Total	Right to Use Assets-Office Premises
Carrying cost As at March 31, 2024	453.17	453.17	176.57
Additions	-	-	-
Disposals	(450.04)	(450.04)	-
Carrying cost As at March 31, 2025	3.13	3.13	176.57
Additions	-	-	138.70
Disposals	-	-	(176.57)
Carrying cost As at March 31, 2026	3.13	3.13	138.70

(INR in Lacs)			
Particulars	Other Intangibles	Total	Right to Use Assets-Office Premises
Accumulated amortisation and impairment As at March 31, 2024	451.61	451.61	107.94
Amortisation charge during the year	0.31	0.31	58.80
Impairment loss during the year	(450.04)	(450.04)	-
Accumulated amortisation and impairment As at March 31, 2025	1.88	1.88	166.75
Amortisation charge during the year	0.31	0.31	67.59
Disposals	-	-	(176.57)
Accumulated amortisation and impairment As at March 31, 2026	2.19	2.19	57.76
Net carrying amount as at March 31, 2026	0.94	0.94	80.94
Net carrying amount as at March 31, 2025	1.25	1.25	9.83



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Note 5 - Investments (Non-current)		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Investment in equity instruments (fully paid-up)			
In subsidiaries - Wholly Owned - Unquoted (at amortized cost)			
1,000 (P.Y. 1,000) no par value common stock in Dextara Digital (USA) Inc, USA*	0.71	0.71	
Total	0.71	0.71	

Aggregate amount of unquoted investments 0.71 0.71

* The Company has investments in Equity Shares amounting to Rs. 0.71 Lacs and Loan amounting to Rs. 1,085.23 Lacs in wholly owned subsidiary as on March 31, 2026. The said subsidiary has a negative net worth of Rs. 620.64 Lacs as on March 31, 2026. According to the Management, the subsidiary is engaged in the sales force business and is currently in its growth phase. It has begun generating profits, and considering its future business prospects, the Management is confident in its ability to achieve a turnaround in the near term. Accordingly, no provision has been considered necessary by the Management.

Note 6 - Other financial assets (non-current)		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Security deposits	14.63	15.96	
Total	14.63	15.96	

Note 7 - Deferred Tax Assets (Net)		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Deferred Tax Assets (Refer Note No 7(c))	53.31	26.67	
Total	53.31	26.67	

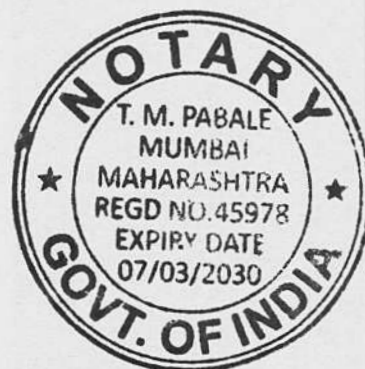
Note 8 - Non-current tax assets (Net)		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Advance Tax & TDS (net of provision)	-	16.21	
Total	-	16.21	

Note 9 - Other non-current assets		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Prepaid expenses	0.10	0.27	
Total	0.10	0.27	

Note 10 - Trade receivables*		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Unsecured			
Considered Good	499.86	553.22	
Less :- Allowance for expected credit loss	-	-	
Total	499.86	553.22	

*Trade receivable includes receivable from related parties (Refer Note No. 34).

*Trade receivable ageing schedule for the year ended as on March 31, 2026						
Particulars	Less than 6 Months	6 Months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable - Considered Goods	499.86	-	-	-	-	499.86
*Trade receivable ageing schedule for the year ended as on March 31, 2025						
Particulars	Less than 6 Months	6 Months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable - Considered Goods	553.22	-	-	-	-	553.22



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Financial statements as at and for the year ended March 31, 2026

Note 11 - Cash and cash equivalents (INR in Lacs)		
Particulars	March 31, 2026	March 31, 2025
Balances with bank:		
- in Current Account	728.90	382.79
Cash on hand	0.08	-
Total	728.98	382.79

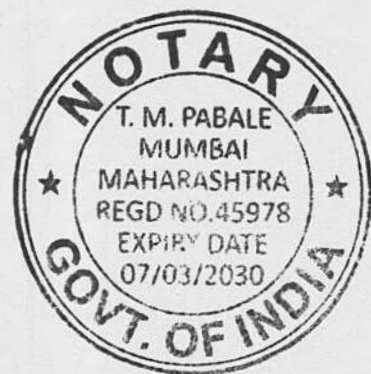
Note 12 - Loans (Current) (INR in Lacs)		
Particulars	March 31, 2026	March 31, 2025
(Unsecured, Considered Good, unless specified otherwise)		
To Related Party-		
Loan to Subsidiary (Refer Note No 34)*	1,085.23	978.29
Total	1,085.23	978.29

* The loan is given to wholly owned subsidiary, for meeting working capital needs. The loan is repayable on demand. Rate of interest is month end SOFR rate.

(INR in Lacs)				
Type of borrower	31.03.2026		31.03.2025	
	Aggregate amount of Loan	% to the total loan granted	Aggregate amount of Loan	% to the total loan granted
Wholly owned subsidiary	1,085.23	100	978.29	100

Note 13 - Other financial assets (current) (INR in Lacs)		
Particulars	March 31, 2026	March 31, 2025
Others-		
Interest accrued (Refer Note No 34)	19.16	82.09
Unbilled Revenue (Refer Note No 34)	48.03	101.81
Total	67.19	183.90

Note 14 - Other current assets (INR in Lacs)		
Particulars	March 31, 2026	March 31, 2025
Advance to Vendors	11.20	0.61
Advance to staff	3.95	8.00
Prepaid expenses	10.59	29.09
Total	25.74	37.70



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Note 7 - Taxation

7(a) - Income tax expense

Particulars	(INR in Lacs)	
	March 31, 2026	March 31, 2025
Current tax		
Current tax on profits for the year	131.27	117.73
Adjustments for current tax of prior periods	0.72	0.82
Total current tax expense	131.99	118.55
Deferred tax		
Decrease/(increase) in deferred tax assets	(10.43)	5.12
Adjustments for deferred tax of prior periods	-	(9.11)
Total deferred tax expense/(benefit)	(10.43)	(3.99)
Income tax expense	121.56	114.56

7(b) - Reconciliation of tax expense and accounting profit multiplied by statutory tax rates

Particulars	(INR in Lacs)	
	March 31, 2026	March 31, 2025
Profit for the year	480.14	485.37
Statutory tax rate applicable	25.17%	25.17%
Tax expense at applicable tax rate	120.84	122.16
Effects of:		
Adjustments for tax of prior periods	0.72	(8.29)
Taxable due to change in tax base	-	0.64
Other	-	0.05
Income tax expense	121.56	114.56

7(c) - Deferred tax (Net)

Particulars	(INR in Lacs)			
	March 31, 2025	Recognized in P&L	Recognized in OCI	March 31, 2026
Deferred Tax Assets				
Employee benefits	14.29	0.55	16.21	31.04
Others	0.46	0.65	-	1.10
Total Deferred Tax Assets	14.74	1.19	16.21	32.15
Deferred Tax Liabilities				
Depreciation	(11.93)	(9.24)	-	(21.16)
Total Deferred Tax Liabilities	(11.93)	(9.24)	-	(21.16)
Net Deferred Tax	26.67	10.43	16.21	53.31

Particulars	(INR in Lacs)			
	March 31, 2024	Recognized in P&L	Recognized in OCI	March 31, 2025
Deferred Tax Assets				
Employee benefits	9.51	3.66	1.12	14.29
Others	2.27	(1.82)	-	0.46
Total Deferred Tax Assets	11.78	1.84	1.12	14.74
Deferred Tax Liabilities				
Depreciation	(9.78)	(2.15)	-	(11.93)
Total Deferred Tax Liabilities	(9.78)	(2.15)	-	(11.93)
Net Deferred Tax	21.56	3.99	1.12	26.67



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Financial statements as at and for the year ended March 31, 2026

Note 15 - Share capital and other equity

15(a) - Equity share capital

(i) Authorised share capital of face value of Rs. 10/- each

Particulars	Number of shares	(INR In Lacs)
As at March 31, 2024	50,00,000	500.00
Increase during the year	-	-
As at March 31, 2025	50,00,000	500.00
Increase during the year	-	-
As at March 31, 2026	50,00,000	500.00

Authorised redeemable preference share capital of face value of Rs. 10/- each

Particulars	Number of shares	(INR In Lacs)
As at March 31, 2024	54,00,000	540.00
Increase during the year	-	-
As at March 31, 2025	54,00,000	540.00
Increase during the year	-	-
As at March 31, 2026	54,00,000	540.00

Issued, Subscribed and Paid-up equity share capital of face value of Rs. 10/- each

Particulars	Number of shares	(INR In Lacs)
As at March 31, 2024	45,69,575	456.96
Increase during the year	-	-
As at March 31, 2025	45,69,575	456.96
Increase during the year	-	-
As at March 31, 2026	45,69,575	456.96

(ii) Movements in equity share capital

Particulars	Number of shares	(INR In Lacs)
As at March 31, 2024	45,69,575	456.96
Increase during the year	-	-
As at March 31, 2025	45,69,575	456.96
Increase during the year	-	-
As at March 31, 2026	45,69,575	456.96

(iii) Shares of the company held by holding company

Particulars	March 31, 2026	March 31, 2025
Datamatics Global Services Limited	45,69,575	36,55,660

(iv) Details of shareholders holding more than 5% shares in the Company

Particulars	March 31, 2026		March 31, 2025	
	Number of shares	% Holding	Number of shares	% Holding
Sreekanth Lapala	-	0.00%	7,20,834	15.77%
Chakradhar Reddy Kayam	-	0.00%	1,93,081	4.23%
Datamatics Global Services Limited	45,69,575	100.00%	36,55,660	80.00%

(v) Share held by promoters

Particulars	March 31, 2026			March 31, 2025		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Promoter	-	0.00%	-15.77%	7,20,834	15.77%	-40.48%
Sreekanth Lapala	-	0.00%	-4.23%	1,93,081	4.23%	-10.84%
Chakradhar Reddy Kayam	-	0.00%	20.00%	36,55,660	80.00%	80.00%
Datamatics Global Services Limited	45,69,575	100.00%				

(vi) Terms / rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

15(b) - Other equity*

Particulars		(INR In Lacs)	
		March 31, 2026	March 31, 2025
Securities premium reserve	Refer Note (i) below	1,298.24	1,298.24
Retained earnings		630.00	271.42
OCI -			
Actuarial gains and losses		(55.87)	(7.66)
Total		1,872.37	1,562.00

* For movement of reserves, refer statement of changes in equity.

Nature & Purpose of reserves

(i) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.



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Financial statements as at and for the year ended March 31, 2026

Note 16 - Non-current borrowings		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Term Loans			
From Financial Institution (Refer Note No. 16.1)	-	63.09	
Total	-	63.09	

Note No. 16.1: Secured by first and exclusive charge on movable fixed assets by way of hypothecation of vehicles of the company. The bank loan is repayable in 48 monthly installment amounting to Rs. 0.02 crores carrying fixed Interest rate of 10.75%. The Company repaid the entire outstanding amount during the year.

Note 17 - Lease liabilities (non- current)		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Lease Liabilities	12.81	-	
Total	12.81	-	

Note 18 - Provisions (non-current)		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Unfunded			
Provisions for employee benefits (Refer Note No. 35)			
Gratuity	112.19	53.84	
Total	112.19	53.84	

Note 19 - Current borrowings		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
From Financial Institution (Refer Note No. 16.1)	-	10.71	
Total	-	10.71	

Note 20 - Lease liabilities (current)		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Lease Liabilities	72.47	11.64	
Total	72.47	11.64	

Note 21 - Trade payables*		(INR in Lacs)	
Particulars	March 31, 2026	March 31, 2025	
Total outstanding dues of micro enterprises and small enterprises	-	-	
Total outstanding dues of creditors other than micro enterprises and small enterprises	39.95	181.16	
Total	39.95	181.16	



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Financial statements as at and for the year ended March 31, 2026

*Trade payable includes payable to related parties (Refer Note No. 34).

*Trade payable ageing schedule for the year ended as on March 31, 2026					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	1.05	-	-	-	1.05
Add: Accrued Expenses (including employee liabilities)					38.90
Total					39.95
*Trade payable ageing schedule for the year ended as on March 31, 2025					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	130.71	-	-	-	130.71
Add: Accrued Expenses (including employee liabilities)					50.45
Total					181.16

Micro, Small and Medium enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below :

Particulars	March 31, 2026	March 31, 2025
(a) Dues remaining unpaid		
- Principal	-	-
- Interest on above	-	-
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid	-	-

Note 22 - Other current liabilities (INR in Lacs)		
Particulars	March 31, 2026	March 31, 2025
Statutory dues (net)	41.47	45.53
Total	41.47	45.53

Note 23 - Provisions (current) (INR in Lacs)		
Particulars	March 31, 2026	March 31, 2025
Unfunded		
<u>Provisions for employee benefits</u>		
-Gratuity (Refer Note No. 35)	11.15	2.92
-Leave Encashment	-	4.99
Total	11.15	7.91

Note 24 - Current tax liabilities (INR in Lacs)		
Particulars	March 31, 2026	March 31, 2025
Net of Provision (Advance Tax & TDS)	22.41	-
Total	22.41	-



Dextara Digital Private Limited
Financial statements as at and for the year ended March 31, 2026

Note 25 - Revenue from operations			(INR in Lacs)
Particulars	March 31, 2026	March 31, 2025	
Sale of Product	-	2.62	
Sale of Services	2,677.30	2,840.06	
Total	2,677.30	2,842.68	

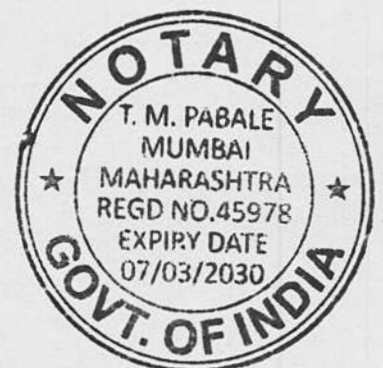
Note 26 - Other income			(INR in Lacs)
Particulars	March 31, 2026	March 31, 2025	
Interest from Bank	17.37	8.28	
Interest on Income tax refund	1.26	4.01	
Interest Others	76.35	80.52	
Exchange gain (Net)	131.68	40.05	
Total	226.66	132.86	

Note 27 - Employee benefit expenses			(INR in Lacs)
Particulars	March 31, 2026	March 31, 2025	
Salary, Wages & Allowances	1,975.20	1,983.47	
Contribution towards Provident & Other funds	26.05	25.36	
Staff Welfare expenses	24.31	30.38	
Total	2,025.56	2,039.21	

Note 28 - Finance costs			(INR in Lacs)
Particulars	March 31, 2026	March 31, 2025	
Interest on loan from banks	3.23	0.46	
Interest on loan others	-	8.50	
Interest on lease liabilities	8.23	4.08	
Other finance charges	3.93	-	
Total	15.39	13.04	

Note 29 - Depreciation and Amortisation Expenses			(INR in Lacs)
Particulars	March 31, 2026	March 31, 2025	
Depreciation on property plant and equipment	30.53	50.90	
Depreciation on Leased Assets	67.59	58.80	
Amortisation on intangible assets	0.31	0.31	
Total	98.43	110.01	

Note 30 - Other expenses			(INR in Lacs)
Particulars	March 31, 2026	March 31, 2025	
Technical fees	132.49	178.14	
Travelling expenses	13.96	15.25	
Recruitment charges	5.35	16.37	
Rent (Refer Note No. 36)	1.18	-	
Electricity expenses	9.55	12.82	
Communication charges	0.39	0.52	
Rates & Taxes	2.93	1.23	
Legal & Professional expenses	19.81	11.67	
Payment to statutory auditors (Refer Note No 40)	2.00	2.50	
Link Charges	3.72	3.72	
Stipend Expenses	-	0.16	
Insurance	1.03	0.97	
Repairs & Maintenance expenses	19.24	21.94	
Software Maintenance expenses	21.98	22.38	
Hire charges	2.64	2.64	
Printing & Stationery	0.29	0.31	
Subscription expenses	4.86	0.10	
Entertainment Expenses	0.07	0.04	
Bank Charges	0.82	1.22	
Sales Promotion	0.22	10.93	
Security Charges	3.18	3.78	
Computer Peripherals	0.47	0.13	
Loss on sale of property, plant and equipment (Net)	33.59	-	
Bad Debts Written off	-	14.68	
Investment written off	-	0.19	
Miscellaneous expenses	4.68	6.22	
Total	284.44	327.91	



Dextara Digital Private Limited
Notes forming part of the financial statements

Note 31: Fair value measurements

Financial instruments by category

(INR In Lacs)

	March 31, 2026				March 31, 2025			
	FVTPL	FVOCI	Amortised cost	Total	FVTPL	FVOCI	Amortised cost	Total
Financial assets								
Trade receivables	-	-	499.86	499.86	-	-	553.22	553.22
Cash and cash equivalents	-	-	728.98	728.98	-	-	382.79	382.79
Security deposit	-	-	14.63	14.63	-	-	15.96	15.96
Loan to Subsidiary	-	-	1,085.23	1,085.23	-	-	978.29	978.29
Interest accrued	-	-	19.16	19.16	-	-	82.09	82.09
Unbilled Revenue	-	-	48.03	48.03	-	-	101.81	101.81
Total financial assets	-	-	2,395.89	2,395.89	-	-	2,114.16	2,114.16
Financial liabilities								
Trade payables	-	-	39.95	39.95	-	-	181.16	181.16
Lease liabilities	-	-	85.28	85.28	-	-	11.64	11.64
Borrowings	-	-	-	-	-	-	73.80	73.80
Total financial liabilities	-	-	125.23	125.23	-	-	266.60	266.60

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration.

Level 1, Level 2, and Level 3 are not applicable to the Company.

ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

* the use of quoted market prices or dealer quotes for similar instruments

All of the resulting fair value estimates are included in level 3 except for unlisted equity securities, contingent consideration and indemnification asset, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

iii) Valuation processes

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Note 32: Financial risk management

The company's activities expose it to market risk, liquidity risk and credit risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables and financial assets	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Borrowings and Trade payable	Maturity analysis, cash flow forecasts	Availability of committed credit lines and borrowing facilities

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, and Foreign Exchange Risk affecting business operations. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.



Dextara Digital Private Limited
Notes forming part of the financial statements

A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

Credit risk management

The company's credit risk mainly from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The company has provisioning policy for expected credit losses. There is no credit risk in bank deposits which are demand deposits. The credit risk is minimum in case of entity / person to whom loan has been given.

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

C) Market risk

i) Foreign currency risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP and EURO. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

a) Foreign currency risk exposure:

Details of foreign currency exposures not covered by derivative instruments as at March 31, 2026 and March 31, 2025 are given below :

Particulars	Currency	March 31, 2026		March 31, 2025	
		Foreign Currency in Lacs	Rs. in Lacs	Foreign Currency in Lacs	Rs. in Lacs
Receivables	USD	16.35	1,550.12	17.93	1,532.00
	GBP	0.19	24.38	0.16	17.29
	EUR	0.07	8.11	0.09	8.40
	PHP	0.06	0.09	-	-
Payables	USD	0.35	33.02	2.00	170.91

b) Sensitivity

The Company is mainly exposed to changes in USD and GBP. The sensitivity analysis demonstrate a reasonably possible change in USD and GBP exchange rates, with all other variables held constant. 5% appreciation/depreciation of USD and GBP with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa as at March 31, 2026.

Particulars	(INR in Lacs)	
	March 31, 2026	March 31, 2025
USD	75.85	68.05
GBP	1.22	0.86

* Holding all other variables constant

ii) Cash flow and fair value interest rate risk

The company's main interest rate risk arises from long-term borrowings with variable rates, which expose the company to cash flow interest rate risk. company policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary.

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

a) Interest rate risk exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	(INR in Lacs)	
	March 31, 2026	March 31, 2025
Fixed rate borrowings	-	73.80
Total	-	73.80

iii) Price risk

a) Exposure

The company's exposure to equity securities price risk arises from investments held by the company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the company.



Dextara Digital Private Limited
Notes forming part of the financial statements

Note 33: Capital management

Risk management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a debt equity ratio and is measured by borrowings divided by total equity. Borrowing includes current maturities of long term borrowings.

	(INR In Lacs)	
	March 31, 2026	March 31, 2025
Borrowings	-	73.80
Total equity	2,329.33	2,018.96
Borrowing to equity ratio	-	0.04

Note 34: Related party transactions

A As required under Ind AS 24 – "Related Party Disclosures", following are details of transactions during the year with the related parties of the Company as defined in Ind AS-24.

(i) The Company has entered into transactions in ordinary course of business with related parties at arms length as per details given below:

(A) Holding Company

Datamatics Global Services Limited (From 01st April, 2024)

(B) Subsidiary/Fellow Subsidiary Companies

Dextara Digital (USA) Inc (Subsidiary Company)

Datamatics Global Services Inc. (Fellow Subsidiary) (From 01st April, 2024)

Datamatics Infotech Limited (Fellow Subsidiary) (From 01st April, 2024)

Dextara Digital (UK) Private Limited (Subsidiary Company) (Striked off w.e.f. 10th September, 2024)

(C) Key Managerial Personnel

Sreekanth Lapala (upto 30th Sep, 2025)

Chakradhar Reddy Kayam (Upto 01st April, 2024)



Dextara Digital Private Limited
Notes forming part of the financial statements

(ii) Details of transactions with the related parties stated in (i) above :

(INR in Lacs)

Sr. No.	Particulars	(i) A		(i) B		(i) C	
		2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
[A]	Transactions during the year ended						
i	Revenue from operations	67.24	7.03	638.55	243.37	-	-
	Datamatics Global Services Limited	67.24	7.03	-	-	-	-
	Datamatics Global Services Inc.	-	-	490.41	38.32	-	-
	Datamatics Infotech Limited	-	-	76.94	17.29	-	-
	Dextara Digital (USA) Inc	-	-	71.20	187.77	-	-
ii	Technical fees	-	-	126.78	164.79	-	-
	Dextara Digital (USA) Inc	-	-	-	164.79	-	-
	Datamatics Global Services Inc.	-	-	126.78	-	-	-
iii	Interest Income	-	-	75.22	80.52	-	-
	Dextara Digital (USA) Inc	-	-	75.22	80.52	-	-
iv	Reimbursements/ Expenses incurred by related parties	2.37	-	-	-	-	-
	Datamatics Global Services Limited	2.37	-	-	-	-	-
v	Managerial remuneration*	-	-	-	-	58.37	120.07
	Sreekanth Lapala	-	-	-	-	58.37	120.07
vi	Consultancy Fees	-	-	-	-	10.00	-
	Sreekanth Lapala	-	-	-	-	10.00	-

(INR in Lacs)

Sr. No.	Particulars	(i) A		(i) B		(i) C	
		31-03-2026	31-03-2025	31-03-2026	31-03-2025	31-03-2026	31-03-2025
[B]	Balance as at March 31						
i	Payables	-	-	-	166.75	-	-
	Dextara Digital (USA) inc	-	-	-	166.75	-	-
	Datamatics Global Services Inc.	-	-	33.02	-	-	-
ii	Receivables	29.22	7.03	215.81	245.94	-	-
	Datamatics Global Services Limited	29.22	7.03	-	-	-	-
	Datamatics Global Services Inc.	-	-	178.47	38.32	-	-
	Datamatics Infotech Limited	-	-	24.38	17.29	-	-
	Dextara Digital (USA) Inc	-	-	12.97	190.34	-	-
iii	Loan Receivables	-	-	1,085.23	978.29	-	-
	Dextara Digital (USA) Inc	-	-	1,085.23	978.29	-	-
iv	Interest Receivables	-	-	19.16	82.09	-	-
	Dextara Digital (USA) Inc	-	-	19.16	82.09	-	-

* Above figures does not include gratuity, leave encashment, Mediclaim and term life insurance as separate actuarial valuation/premium figure are not available and also the above figure does not include company's contribution to provident fund.



Dextara Digital Private Limited
Notes forming part of the financial statements

Note 35: Employee benefits

The disclosure as required by Ind AS 19 on "Employee Benefits" are given below:

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

		(INR in Lacs)	
		March 31, 2026	March 31, 2025
I.	Defined Contribution Plan		
	Charge to the Statement of Profit and Loss based on contributions:		
	Employers contribution to provident fund	24.16	23.29

II. Defined Benefit Plan- Gratuity

i) Movement In Present Value of Obligation

		(INR in Lacs)	
		March 31, 2026	March 31, 2025
Particulars			
Present Value of Obligation as at the beginning		56.76	36.57
Present Value of Obligation transfer in		-	-
Current Service Cost		23.04	17.25
Interest Expense or Cost		3.97	2.45
Re-measurement (or Actuarial) (gain) / loss arising from:			
- change in demographic assumptions		(2.59)	-
- change in financial assumptions		41.35	-
- experience variance (i.e. actual experience vs assumptions)		25.65	4.62
Past Service Cost		-	-
Benefits Paid		(24.84)	(4.14)
Transfer In / (Out)		-	-
Present Value of Obligation as at the end		123.35	56.76
Present Value of Obligation as at the end - Current		11.15	2.92
Present value of Obligation as at the end - Non - Current		112.19	53.84

ii) Expenses recognised in the income statement and other comprehensive Income

		(INR in Lacs)	
		March 31, 2026	March 31, 2025
Particulars			
Current service cost		23.04	17.25
Past service cost		-	-
Net interest cost on the net defined benefit liability		3.97	2.45
Actuarial (gains) / losses		-	-
Expenses recognised in Profit & Loss Account		27.01	19.71
Other Comprehensive Income			
Actuarial (gains) / losses			
- Change in demographic assumptions		(2.59)	-
- Change in financial assumptions		41.35	-
- Experience variance		25.65	4.62
Expenses recognised in OCI		64.41	4.62

iii) Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below

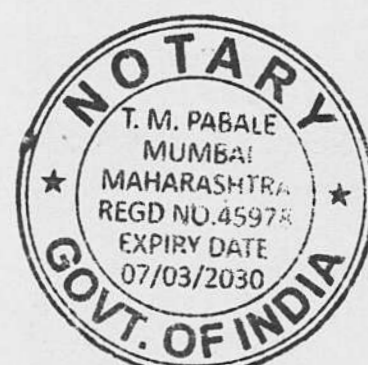
		March 31, 2026	March 31, 2025
Particulars			
Discount Rate (per annum)		7.00%	7.00%
Salary growth rate (per annum)		7.00%	4.00%
Normal retirement age	60 Years		60 Years
Mortality Rate	100% of IALM 12-14		100% of IALM 12-14
Attrition / Withdrawal rates, based on Completed Years of Service: (per annum)			
18-30		15.00%	10.00%
31-40		15.00%	5.00%
41 and above		15.00%	1.00%

iv) Sensitivity Analysis

		(INR in Lacs)			
		March 31, 2026		March 31, 2025	
Particulars		Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)		131.84	115.76	65.59	51.10
(% change compared to base due to sensitivity)		6.9%	-6.1%	12.0%	-10.0%
Salary growth rate (- / + 1%)		115.38	131.38	46.04	69.64
(% change compared to base due to sensitivity)		-6.1%	6.5%	-18.9%	22.7%
Attrition rate (- / + 50%)		129.08	116.50	49.99	62.74
(% change compared to base due to sensitivity)		4.6%	-5.5%	-11.9%	9.6%
Mortality rate (- / + 10%)		123.34	123.35	55.52	57.95
(% change compared to base due to sensitivity)		0.0%	0.0%	-2.2%	2.1%

v) Maturity profile of Defined Benefit obligation

		(INR in Lacs)	
		March 31, 2026	March 31, 2025
Expected Cash flow over the next (valued on undiscounted basis)			
1 Year		11.15	-
2 to 5 years		65.44	-
6 to 10 years		60.76	8.86
More than 10 years		76.65	392.15



Dextara Digital Private Limited
Notes forming part of the financial statements

Note 36: Leases

Operating leases:

The Company's significant lease arrangements relate mainly to residential and office premises and are cancellable leases. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other expenses" in Note 30. These leasing arrangements are for a period not exceeding five years and are in most cases renewable by mutual consent, on mutually agreeable terms.

Rental expense relating to operating leases	(INR in Lacs)	
	March 31, 2026	March 31, 2025
Total rental expense relating to operating leases	1.18	-

The Company has applied the practical expedient in for accounting of short-term leases, i.e., it has recognised lease payments as expense as per Para 6 of Ind AS 116 instead of recognising the lease transaction as right of use asset with corresponding lease liability as required under Para 22 of Ind AS 116.

Note 37: Earnings per share

Particulars	March 31, 2026	March 31, 2025
(a) Net Profit after taxation attributable to equity shareholders (Rs. in Crores)	358.58	370.81
(b) Weighted average number of outstanding equity shares considered for Basic and Diluted EPS (Nos.)	45,69,575	45,69,575
(c) Earnings per share (Nominal value per share Rs. 10 each)		
Basic and Diluted earnings per share (in Rs.) (a/b)	7.85	8.11

Note 38: Contingent Liability and Commitments

Provision is made in the financial statements if it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Contingent Liabilities & Capital and other commitments:	(INR in Lacs)	
	March 31, 2026	March 31, 2025
(a) Contingent Liabilities	-	-
(b) Capital and other commitments	-	-

Note 39: Segment Information

The company publishes standalone financial statements of the company along with the consolidated financial statements. In accordance with Ind AS 108 - Operating segments, the company has disclosed the segment information in the consolidated financial statements.

Note 40: Auditor's Remuneration

Particulars	(INR in Lacs)	
	March 31, 2026	March 31, 2025
For services as auditors, including quarterly limited review	2.00	2.50
For other services	-	-
Total	2.00	2.50



Dextara Digital Private Limited
Notes forming part of the financial statements

Note 41: Ratios

The following are applicable analytical ratios for the year ended March 31, 2026 and March 31, 2025:

Particulars	Refer notes for variance	March 31, 2026	March 31, 2025	Variance (%)
(i) Current Ratio = (Current Assets/Current Liabilities) (Times)	1	12.84	8.33	54.48%
(ii) Debt – Equity Ratio = (Total Debt (a) /Shareholder's Equity) (Times)		0.04	0.04	-13.49%
(iii) Debt Service Coverage Ratio= (Earnings available for debt service(b)/ Debt Service(c)) (Times)		7.76	7.91	-1.92%
(iv) Return on Equity (ROE) = (Net Profits after taxes/Average Shareholder's Equity) (%)		16.49%	20.20%	-18.37%
(v) Trade receivables turnover ratio =(Revenue/Average Trade Receivable) (Times)		5.08	6.02	-15.51%
(vi) Trade payables turnover ratio =(Other expenses/Average Trade Payables) (Times)		2.57	3.19	-17.80%
(vii) Net capital turnover ratio= (Revenue/Working Capital) (Times)		1.21	1.51	-20.27%
(viii) Net profit ratio= (Net Profit/Total Income) (%)		12.35%	12.46%	-0.91%
(ix) Return on capital employed (ROCE) = (Earning before interest and taxes/Effective Capital Employed (d)) (%)	2	12.37%	19.92%	-37.91%

(a) Reduction in current liabilities majorly due to Debt includes lease liabilities

(b) Net Profit after taxes + Non-Cash operating expenses+Interest+ other adjustments like loss on sale of fixed assets etc.

(c) Lease payments for the current year

(d) Total Debts+ Share Holder's Fund

Note:

1. Increase in current assets during the current year.

2. Decrease in profit during the current year.

Note 42: Impairment

As per Companies (Accounting Standards) Rules, 2013 issued by the Central Government, in consultation with National Advisory Committee on Accounting Standards ('NACAS') and the relevant provisions of the Companies Act, 2013, to the extent applicable, the carrying value of the asset has been reviewed for impairment of assets.

Note 43: Transfer pricing

The Management is of the opinion that its international transactions are at arm's length as per the independent accountants certificate for the year ended March 31, 2026. The Management continues to believe that its international transactions during the current financial year are at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

Note 44: There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

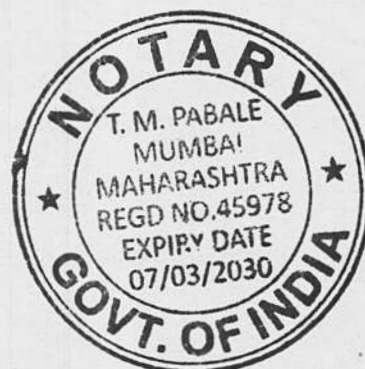
Note 45: The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

Note 46: The Company has not revalued its property, plant and equipment (including right to use assets) or intangible assets or both during the current or previous year.

Note 47: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

Note 48: Benami Property

No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.



Dextara Digital Private Limited
Notes forming part of the financial statements

Note 49: Relationship with struck off Companies

The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956

Note 50: Borrowings from Banks

The Company has no borrowings from banks or financial institutions during the year. Hence, the requirements relating to security against current assets and submission of periodic stock statements to banks do not arise.

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

Ashish Kumar Balra

Ashish Kumar Balra
Partner
Membership No. 109931

Place : Mumbai
Dated : May 20, 2026

For and on behalf of the Board

Ankush Akar

Ankush Akar
DIN 10892391
Director

Divya Kumari

Divya Kumari
DIN 03592056
Director

Y

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Exhibit- C

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GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED is incorporated on this Fifteenth day of December Two thousand twenty-two under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U72900MH2022PTC395343.

The Permanent Account Number (PAN) of the company is AAJCD7421Q *

The Tax Deduction and Collection Account Number (TAN) of the company is MUMD31954G *

Given under my hand at Manesar this Fifteenth day of December Two thousand twenty-two .

MINISTRY OF
CORPORATE AFFAIRS

Digital Signature Certificate
Ms Sheetal Kumari

For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

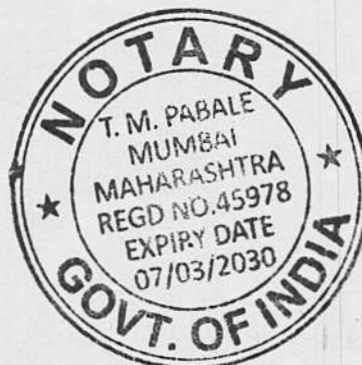
DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED
Knowledge Centre, Plot No. 58, Street No 17, MIDC, Andheri (East),
Mumbai, Mumbai City, Maharashtra, India, 400093



* as issued by the Income Tax Department

For Datamatics Cloud Solutions Private Limited

Director/Authorised Signatory



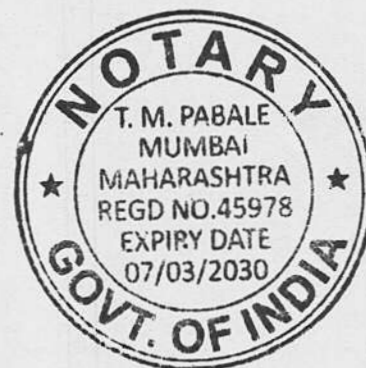
THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
DATAMATICS CLOUD SOLUTION PRIVATE LIMITED

- I. The name of the Company is Datamatics Cloud Solution Private Limited
- II. The Registered Office of the Company shall be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:
 - (A) The objects to be pursued by the company on its incorporation are-
 1. To design, develop, advise, improve, manufacture, market, distribute, sell, license, lease, install, alter, import, export, implement and provide consultancy services in relation to Customer Relationship Management (CRM) platform, tool, implementation, customization, development of CRM Platform, computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/abroad and to provide annual maintenance contracts and subscriptions in relation to CRM Platform.
 2. To provide onsite and offshore services related to Business process outsourcing, Information Technology, knowledge process outsourcing, customer care, call centre, business continuity plans and accounting processes, payroll processing, data conversion, digitalization, transition management, enabling technologies, e-commerce, system integration to Indian and Multinational clients using software products, tools, processes, software robotic analytics and process automation.
 3. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and other technological social or other services and to carry on the business as importer, exporter, buyers and sellers of and dealers in all types of software products and equipment necessary for attaining these objects.
 - (B) Matters which are necessary for furtherance of the objects specified in clause 3(a) are-
 1. To buy all kinds of plant, equipment, machinery, apparatus, tools, commodities, substances, articles and things necessary or useful for carrying on the main business of the Company.
 2. To pay either in cash or by allotment of shares or otherwise as the company deems fit, all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be in the nature of preliminary expenses;
 3. To purchase or otherwise acquire, take on lease or rent computer systems and digital / electronic equipment of all kinds;



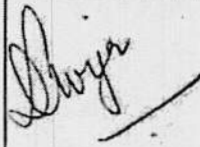
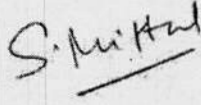
For Datamatics Cloud Solutions Private Limited
[Signature]
Director/Authorised Signatory

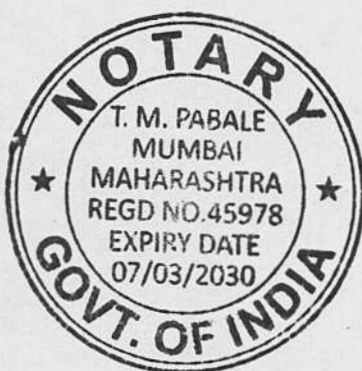
4. To adopt and carry into effect, with or without modification, all or any of the arrangements made for the purpose of achieving any of the company's objects mentioned in clauses III (A) hereof;
5. To purchase, take on lease or otherwise acquire for the purpose of the company estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease or otherwise dispose of or grant rights over any real property belonging to the Company;
6. To purchase, take on lease or otherwise acquire, erect, maintain, reconstruct and adopt offices, factories, sheds, workshops, mills, plant machinery and other things found necessary or convenient for the purposes of the company;
7. To purchase or otherwise acquire all or any part of the business, properties and liabilities of any company, society, partnership or person, formed for all or any part of the purpose within the objects of this company and to conduct and carry on, or liquidate and wind up any such business;
8. To promote any other company or companies for the purpose of taking over all or any of the properties, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company;
9. To enter into any arrangements with any Government authority, undertakings or corporations controlled or owned by any Government or any person(s) including any individual, firm body corporate or other association of individuals, whether incorporated or not, society and trust whether in India or abroad that may seem conducive to the company's objects or any of them and to obtain from any such Government, authority, undertakings, corporations and person(s) any rights privileges and concessions which the company may deem desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concession;
10. To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal, concession or otherwise with any person, whether an individual, association, firm, body corporate, corporation or otherwise carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit the company;
11. To acquire and undertake the whole or any part of the business properties and liabilities of any person whether an individual, association, firm, body corporate, corporation or otherwise carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the Company;
12. To form, incorporate or promote any company or companies whether in India or abroad, having objects which in the opinion of the Company could directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the cost and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in the formation or promotion of the Company of the conduct of its business or in or about the promotion of any other company in which the company may have a interest or in the issue of any securities of the company or any company promoted by this Company.
13. To enter into arrangement or agreements, with any other person, whether an individual, association, firm, body corporate, corporation or otherwise, for the carrying out by such other person on behalf of the company, of any of the objects of the Company;



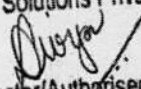
14. To apply, for purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licences, concessions and the like, conferring any exclusive, non-exclusive or limited right to use, or any secret or other information to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights of information so acquired;
 15. To enter into collaboration agreement(s) with any person(s) including Government(s) or any other authority within or outside India, whether the nature of the agreement is financial, technical or otherwise on such terms and conditions as the company deems fit;
 16. To do research and development work and experiments in connection with the business of the company;
 17. To let on lease or on hire or otherwise the whole or any part of the real and personal properties of the company on such terms as the company shall determine;
 18. Subject to Section 179 of the Act, and rules made thereunder and the directions of Reserve Bank of India to borrow or raise or secure money on any terms whether without security or on the security in such manner as the Company shall think fit and in particular upon all or any part of the undertaking, rights and properties of the Company, present and future and against the security of mortgage, hypothecation, pledge or otherwise of moveable/immovable properties from any persons, firms, company's or banks including financial institutions.
 19. To invest and deal with the money(s) with or without security, and on such terms and conditions as the company shall determine;
 20. To open bank accounts of all kinds including overdrafts and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments of securities;
 21. To enter into arrangement for rendering and obtaining technical service and/ or technical collaboration and/or financial collaboration whether by way of loans or capital participation with individuals, firms or body corporates, whether in or outside India.
 22. To do such other things that the Company may consider are incidental to, or may think conducive to the attainment of the above objects or any of them.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 1,00,000 (Rupees One Lakh only) divided into 10,000 Equity Shares of Rs. 10 each.
- VI. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:



Names, Addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Photo and Signature of subscriber	Signature, Names, Addresses, descriptions and occupations of witnesses
Datamatics Global Services Limited (Through its Authorized Representative Ms. Divya Kumat) Address: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East Mumbai Bandra Suburban-400093. Occupation: Business	7,700 (Seven Thousand Seven Hundred) Equity shares	 	Witness to All I hereby witnessed that all subscribers signed in my presence on November 24, 2022 at Mumbai. Further, I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in
CloudGrowth Private Limited (Through its Authorized Representative Mr. Shobit Mittal) Address: B/401, Gokul Chs Ltd., Goraswadi, Off S V Road, Malad West Mumbai Mumbai - 400064. Occupation: Business	2,300 (Two Thousand Three Hundred) Equity shares	 	Name: Mr. Swapneel Patel Occupation: Company Secretary in Practice Membership No.: 41106 CP No.: 15628 Address: 198 A Jaya Niwas Gujarat Society, Behind Jain Dairy, Near Sion Hospital, Sion West, Mumbai - 400022. Signed before me Signature:
Total shares taken:	10,000 (Ten Thousand) Equity shares		



For Datamatics Cloud Solutions Private Limited


Director/Authorised Signatory

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED

A COMPANY LIMITED BY SHARES	
Article No	Description
I	TABLE F EXCLUDED The regulations contained in Table F in the First Schedule to the Companies Act, 2013 shall not apply to the Company to the extent provided for herein and the regulations herein contained shall be regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them.
II	Definitions Unless the context otherwise requires, words or expressions contained in the articles shall bear the same meaning as in the act or any statutory modification thereof and in these articles: (a) "the Act" means the Companies Act, 2013, (b) "Articles" means these Articles of Association or as altered and modified from time to time in accordance to law. (c) "the seal" means the common seal of the company. (d) "Datamatics" means Datamatics Global Services Limited, a company incorporated under the laws of India having registration No. L72200MH1987PLC045205 and having its registered office at Knowledge Centre, Street No. 17, Plot No. 58, MIDC, Andheri (East), Mumbai -400093. (e) "CloudGrowth" means CloudGrowth Private, a company incorporated under the laws of India having registration No. U72900MH2022PTC374816 and having its registered office at B/401, Gokul Chs Ltd, Goraswadi, Off S V Road, Malad, West Mumbai Mumbai - 400064 (f) "JV agreement" means the Joint Venture Agreement dated as of October 04, 2022 between Datamatics and CloudGrowth and any amendments thereto made in accordance with the terms thereof. (g) "private company" means a company having a minimum paid-up share capital as may be prescribed, and which by its articles- (i) restricts the right to transfer its shares;



For Datamatics Cloud Solutions Private Limited

[Signature]
Director/Authorised Signatory

	(ii) except in case of One Person Company, limits the number of its members to two hundred: Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member: Provided further that (A) persons who are in the employment of the company; and (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and (iii) prohibits any invitation to the public to subscribe for any securities of the company; (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
	Share capital and variation of rights
III 1	Subject to the provisions of the Act and these Articles and JV Agreement, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2	(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,- (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
3	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the



	company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
	Lien
9	(i) The company shall have a first and paramount lien- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect



	of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made- (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
	Calls on shares
13	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the



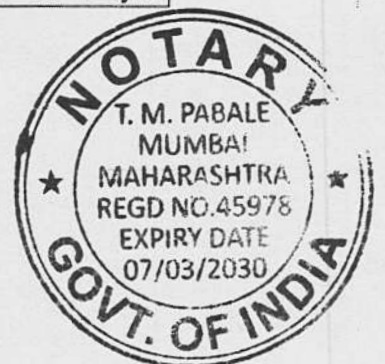
	time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.
14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18	The Board- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
	Transfer of shares
19	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20	The Board may, subject to the right of appeal conferred by section 58 decline to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or



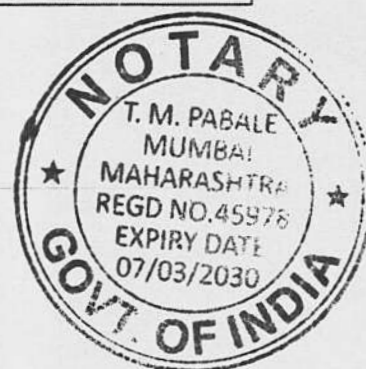
	(b) any transfer of shares on which the company has a lien.
21	The Board may decline to recognise any instrument of transfer unless- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
22	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
23	As per clause 18 of JV Agreement, CloudGrowth shall not transfer or pledge its shares in the Company to a third party without the prior written consent of Datamatics. CloudGrowth further agrees that it shall not, directly or indirectly, either individually or jointly, undertake any of the activities stated in clause 18 herein below, without the prior written consent of Datamatics: 1. create encumbrance, in whole or in part, with respect to their legal or beneficial interest in the shares or shares equivalents held by them; 2. transfer, grant any option or right to purchase or otherwise dispose of the share or share equivalents held by them (or any legal or beneficial interest therein); 3. enter into any agreement or arrangement in respect of the votes attached to the shares or share equivalents owned by them; or 4. enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of beneficial ownership of any shares or share equivalents owned by them
	Transmission of shares
24	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
25	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-



	(a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
26	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
27	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
	Forfeiture of shares
28	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
29	The notice aforesaid shall- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
30	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a



	resolution of the Board to that effect.
31	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
33	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
	Alteration of capital
35	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
36	Subject to the provisions of section 61, the company may, by ordinary resolution,- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;



	(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
37	Where shares are converted into stock,- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
38	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,- (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
	Capitalisation of profits
39	(i) The company in general meeting may, upon the recommendation of the Board, resolve- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the



	proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
40	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
	Buy-back of shares
41	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
	General meetings
42	All general meetings other than annual general meeting shall be called extraordinary general meeting.
43	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as



	nearly as possible, as that in which such a meeting may be called by the Board.
	Proceedings at general meetings
44	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
45	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
	Adjournment of meeting
46	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
	Voting rights
47	Subject to any rights or restrictions for the time being attached to any class or classes of shares,- (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
48	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
49	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
50	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
51	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.



52	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
53	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
	Proxy
54	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
55	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
56	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	Board of Directors
57	i) Following Shall be the First Directors of the Company : a) Mr. Sandeep Mantri b) Ms. Divya Kumat b) Mr. Shobit Mittal
	The Board of Directors shall, unless otherwise agreed between the parties consist of three (3) directors. Datamatjcs will nominate two (2) directors and CloudGrowth will nominate one (1) director. The Board will appoint Datamatics representative director as the Chairman of the Board who will chair all the meetings of Board of Directors and Shareholders of the Company. CloudGrowth shall consult with Datamatics before the nomination of its representative on the board of the Company. Board meetings shall be convened by the Chairman and be held at least four (4) times per year and once in each Calendar Quarter.



58	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
59	The Board may pay all expenses incurred in getting up and registering the company.
60	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
61	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
62	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
63	(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
	Proceedings of the Board
64	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
65	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.



66	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
67	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
68	(i) A committee may elect a Chairperson of its meetings. The Committee will appoint Datamatics representative director as the Chairman of the Committee Meetings who will chair all the meetings of Committees of the Company.
69	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
70	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
71	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
72	Subject to the provisions of the Act,- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
73	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company

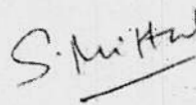


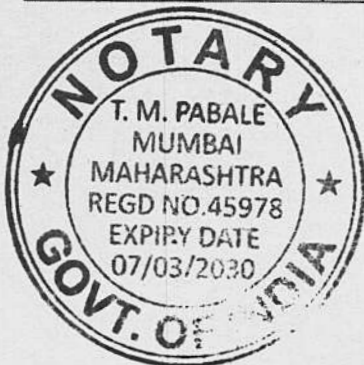
	secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
	Dividends and Reserve
74	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
75	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
76	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
77	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
78	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
79	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.



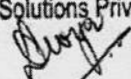
80	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
81	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
82	No dividend shall bear interest against the company.
	Statutory Auditors
83	Datamatics and CloudGrowth agree to the appointment of one joint auditor, who shall be appointed by the Company on the recommendation of Datamatics, who shall possess required qualification and eligibility to act as a Statutory Auditor of the Company.
	Accounts
84	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
	Winding up
85	Subject to the provisions of Chapter XX of the Act and rules made thereunder- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
	Indemnity
86	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



Names, Addresses, descriptions and occupations of subscribers	No. of shares taken	Photo Signature subscriber	and of Signature, Names, Addresses, descriptions and occupations of witnesses
Datamatics Global Services Limited (Through its Authorized Representative Ms. Divya Kumart) Address: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East Mumbai Bandra Suburban-400093. Occupation: Business	7700	 	Witness to All I hereby witnessed that all subscribers signed in my presence on November 24, 2022 at Mumbai. Further, I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in Name: Mr. Swapneel Patel Occupation: Company Secretary in Practice
Cloud Growth Private Limited (Through its Authorized Representative Mr. Shobit Mittal) Address: B/401, Gokul Chs Ltd., Goraswadi, Off S V Road, Malad West Mumbai - 400064. Occupation: Business	2300	 	Membership No.: 41106 CP No.: 15628 Address: 198 A Jaya Niwas Gujarat Society, Behind Jain Dairy, Near Sion Hospital, Sion West, Mumbai - 400022. Signed before me: Signature:



For Datamatics Cloud Solutions Private Limited


Director/Authorised Signatory

M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.

T : +91 22 3507 4949 E : info@mlbca.in W : www.mlbca.in

INDEPENDENT AUDITOR'S REPORT

To,

The Members of **Datamatics Cloud Solutions Private Limited**

Report on the Audit of the financial statements

Opinion

We have audited the accompanying financial statements of **Datamatics Cloud Solutions Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the period then ended and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

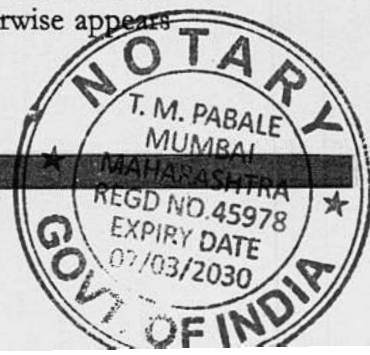
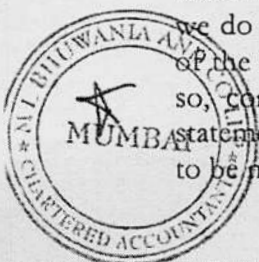
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the loss and total comprehensive income, changes in equity and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



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If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind As) specified under Section 133 of the Act read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

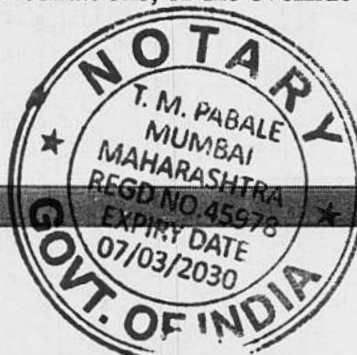
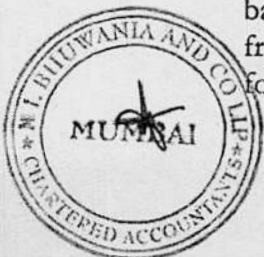
The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Continuation Sheet.....

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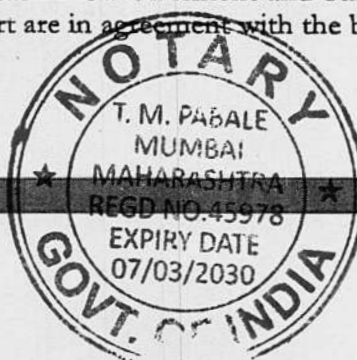
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;



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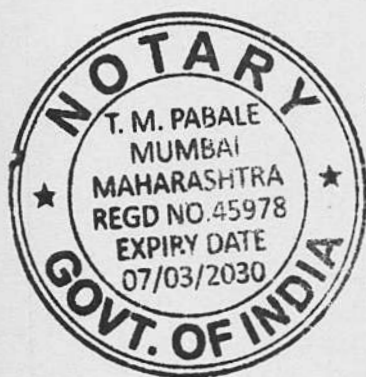
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- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015.
- e. On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the current year and hence, the reporting requirement under Section 197(16) of the Companies Act, 2013 is not applicable.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
 - iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or granted loans or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in



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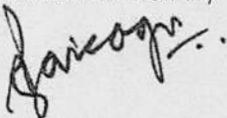
CHARTERED ACCOUNTANTS

other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company has not declared or paid dividend during the period. Hence compliance with section 123 of the Companies Act, 2013 is not applicable.
- vi. Based on our examination which includes test checks, the company have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the software. Further, during the course of our audit, we did not come any instances of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For and on behalf of
M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197



Ashishkumar Bairagra
Partner
Membership No.109931
UDIN: 26109931KJEWEO2168

Place: Mumbai
Date: 07th May, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



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Annexure- A referred to in paragraph titled as "Report on other Legal and Regulatory Requirements" of Auditor's report to the members Datamatics Cloud Solutions Private Limited for the year ended 31st March 2026.

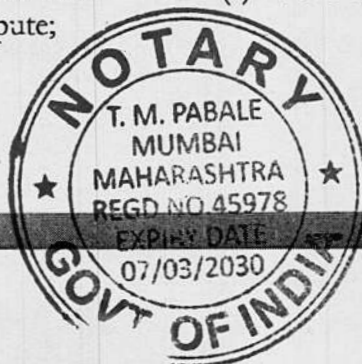
On the basis of the records produced to us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- (i) The company does not have any Property, Plant & Equipment and Intangible assets. Consequently, clause 3(i) of the order is not applicable;
- (ii) (a) The Company does not have any inventories. Accordingly, clause 3 (ii) of the Order is not applicable to the Company;

(b) The Company has not been sanctioned any working capital limits during the year. Accordingly, clause 3 (ii)(b) of the Order is not applicable to the Company;
- (iii) The Company has not made investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, clause 3 (iii) of the Order is not applicable to the Company;
- (iv) The Company has not granted any loans, has not made investments, has not provided any guarantees and security to directors or to any other parties. Accordingly, clause 3 (iv) of the Order is not applicable to the Company;
- (v) The Company has not accepted any deposits and has no amounts which are deemed to be deposits, hence reporting under clause 3(v) of the Order is not applicable;
- (vi) The Central Government has not prescribed maintenance of cost records for the company under sub section (1) of section 148 of the Companies Act, 2013. Accordingly, clause 3 (vi) of the Order is not applicable to the Company;
- (vii) (a) In our opinion the Company has generally been regular in depositing undisputed statutory dues including Income Tax, Cess, and other statutory dues to the appropriate authorities. The Company is neither registered under Goods and Services Tax nor covered under the provisions of Provident Fund and Employees' State Insurance, considering that the Company has no employees. The Company does not have any liabilities in respect of statutory dues such as Sales Tax, Service Tax, Duty of Customs, Duty of Excise, and Value Added Tax, as these were subsumed under GST with effect from July 01, 2017.

There were no undisputed amounts outstanding as at March 31, 2026 for a period of more than six months from the date they became payable;

- (b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute;



Continuation Sheet.....

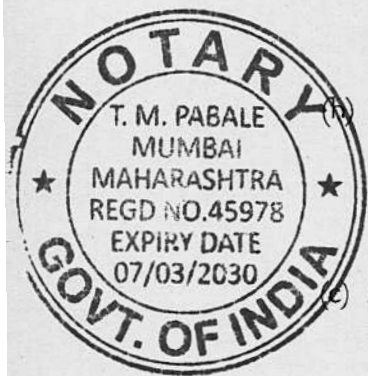
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CHARTERED ACCOUNTANTS

- (viii) There were no transactions relating to previously unrecorded income which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix) (a) The Company has not taken any loans or other borrowings from any lender, hence reporting under clause 3(ix)(a) of the Order is not applicable;
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender;
- (c) The Company has not obtained any term loan during the year and there are no outstanding term loans at the beginning of the year, hence reporting under clause 3(ix)(c) of the Order is not applicable;
- (d) The Company has not raised any funds on short term basis, hence reporting under clause 3(ix)(d) of the Order is not applicable;
- (e) The Company does not have any subsidiary, associates or joint ventures, hence reporting under clause 3(ix)(e) of the Order is not applicable;
- (f) The Company does not have any subsidiary, joint ventures or associate companies, hence reporting under clause 3(ix)(f) of the Order is not applicable;
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause 3(x)(a) of the Order is not applicable;
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) during the year, hence reporting under clause 3(x)(b) of the Order is not applicable;
- (xi) (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year, hence reporting under clause 3(xi)(a) of the Order is not applicable;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rule, 2014 with the Central Government during the year and up to the date of this report;
- (c) As per the information provided to us, no whistle-blower complaints were received by the Company during the year, hence reporting under clause 3(xi)(c) of the Order is not applicable;
- (xii) The Company is not a Nidhi Company, hence reporting under clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable;

According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable

Continuation Sheet.....



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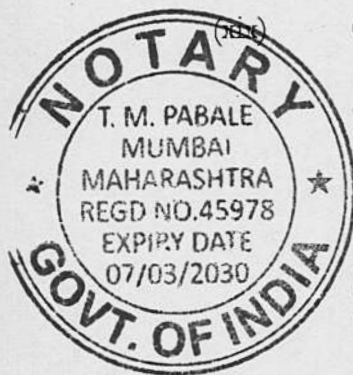
CHARTERED ACCOUNTANTS

and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards;

- (xiv) The provisions of the Sec 138 of Companies Act, 2013, related to Internal Audit, are not applicable to the company, hence reporting under clause 3(xiv) of the Order is not applicable;
- (xv) According to the information and explanation given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with the directors, hence provisions of section 192 of the Companies Act, 2013 are not applicable;
- (xvi) (a) The Company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934), hence reporting under clause 3(xvi) (a) of the Order is not applicable;
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities, hence reporting under clause 3(xvi)(b) of the Order is not applicable;
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the Order is not applicable;
- (d) The Company has received information from its Holding Company, that there is no Core Investment Company in the Group, hence reporting under clause 3(xvi)(d) of the Order is not applicable;
- (xvii) The Company has incurred cash losses of Rs. 457 hundred during the financial year covered by our audit and cash losses in the immediately preceding financial year is Rs. 68 hundred.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year;

On the basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

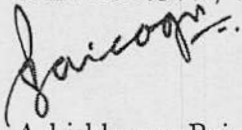
We however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;



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CHARTERED ACCOUNTANTS

(xx) The provisions of the section 135 of Companies Act, 2013, related to Corporate Social Responsibility, are not applicable to the company, hence reporting under clause 3(xx) of the Order is not applicable;

For and on behalf of
M L BHUWANIA AND CO LLP
Chartered Accountants
FRN. 101484W/W100197



Ashishkumar Bairagra
Partner
Membership No.109931
UDIN: 26109931KJEWEO2168

Place: Mumbai
Date: 07th May, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

Annexure- B referred to in paragraph titled as "Report on the Internal Financial Controls under clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013" ("the Act")

We have audited the internal financial controls over financial reporting of **Datamatics Cloud Solutions Private Limited** ("the Company") as of 31 March 2026 in conjunction with our audit of the Ind AS financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

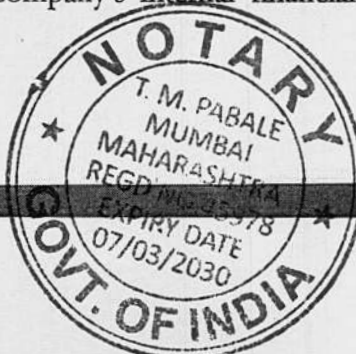
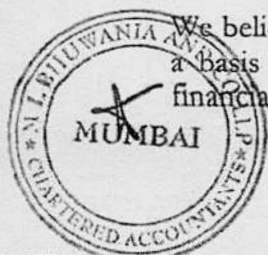
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Continuation Sheet.....

M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
M L BHUWANIA AND CO LLP
Chartered Accountants
FRN. 101484W/W100197

Ashishkumar Bairagra

Ashishkumar Bairagra
Partner
Membership No.109931
UDIN: 26109931KJEWEO2168

Place: Mumbai
Date: 07th May, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Continuation Sheet.....

Datamatics Cloud Solutions Private Limited
Financial statements as at and for the year ended March 31, 2026
CIN: U72900MH2022PTC395343

Balance Sheet as at March 31, 2026

		(Amount in Hundreds)	
Particulars	Note	March 31, 2026	March 31, 2025
ASSETS			
Non-current assets			
Financial assets			
i. Other financial assets	2	100.00	-
Deferred tax assets	3	191.53	89.10
Total non-current assets		291.53	89.10
Current assets			
Financial assets			
i. Cash and cash equivalents	4	207.00	764.00
Total current assets		207.00	764.00
Total assets		498.53	853.10
EQUITY AND LIABILITIES			
Equity			
Equity share capital	5 (a)	1,000.00	1,000.00
Other equity	5 (b)	(619.47)	(264.90)
Total equity		380.53	735.10
LIABILITIES			
Current liabilities			
Financial liabilities			
i. Trade payables	6		
Total outstanding dues of micro enterprises and small enterprises			
Total outstanding dues of creditors other than micro enterprises and small enterprises		118.00	118.00
Total current liabilities		118.00	118.00
Total liabilities		118.00	118.00
Total equity and liabilities		498.53	853.10

The accompanying notes forming an integral part of the financial statements 1-19

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

For and on Behalf of the Board

Ashishkumar Bairagra

Ashishkumar Bairagra
Partner
Membership No. 109931

Priyadarshini Kanodia

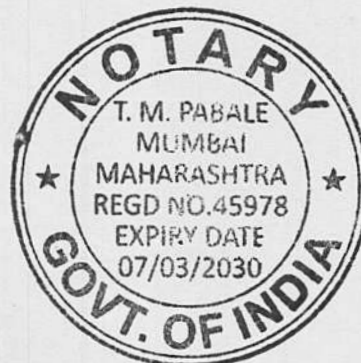
Priyadarshini Kanodia
Director
DIN 02590775

Divya Kumat

Divya Kumat
Director
DIN 03592056

Place : Mumbai
Dated : 7th May, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Datamatics Cloud Solutions Private Limited
Financial statements as at and for the year ended March 31, 2026
CIN: U72900MH2022PTC395343

Statement of profit and loss for the year ended March 31, 2026

(Amount in Hundreds)			
Particulars	Note	2025-2026	2024-2025
Revenue from operations		-	-
Other income	7	-	50.00
Total income		-	50.00
Expenses			
Other expenses	8	457.00	118.00
Total expenses		457.00	118.00
Loss before tax		(457.00)	(68.00)
Income tax expense			
- Current tax		-	-
- Deferred tax	3	(102.43)	(29.70)
Total tax expense		(102.43)	(29.70)
Loss for the year		(354.57)	(38.30)

Statement of other comprehensive income (OCI) for the year ended March 31, 2026

Particulars	2025-2026	2024-2025
Items that will not be reclassified to profit or loss	-	-
Items that will be reclassified to profit or loss	-	-
OCI for the year	-	-
Total comprehensive income for the year	(354.57)	(38.30)

Earnings per Equity Share (of Rs. 10 each)	11		
- Basic (In Rs.)		(3.55)	(0.38)
- Diluted (In Rs.)		(3.55)	(0.38)

The accompanying notes forming an integral part of the financial statements

1-19

As per our attached report of even date

For M L BHUWANIA AND CO LLP

Chartered Accountants

FRN: 101484W/W100197

For and on Behalf of the Board

Ashishkumar Bairagra

Ashishkumar Bairagra
Partner
Membership No. 109931

Place : Mumbai
Dated : 7th May, 2026

Priyadarshini Kanodia

Priyadarshini Kanodia
Director
DIN 02590775

८

Divya Kumat

Divya Kumat
Director
DIN 03592056

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
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Datamatics Cloud Solutions Private Limited
CIN: U72900MH2022PTC395343
Standalone Cash flow statement for the year ended March 31, 2026

	(Amount in Hundreds)	
	2025-2026	2024-2025
A. Cash flow from operating activities		
Loss before tax	(457.00)	(68.00)
Sundry balances written back	-	(50.00)
Adjustments for :		
Operating profit before working capital changes	(457.00)	(118.00)
Adjustments for :		
(Increase) / decrease in Other financial assets	(100.00)	-
Net cash flow from operating activities (A)	(557.00)	(118.00)
B. Cash flow from investing activities	-	-
Net cash flow used in investing activities (B)	-	-
C. Cash flow from financing activities		
Issue of equity share during the year	-	-
Net cash flow used in financing activities (C)	-	-
Net cash flow during the year (A+B+C)	(557.00)	(118.00)
Cash and cash equivalents at the beginning of the year	764.00	882.00
Net cash and cash equivalents at the end of the year (Refer Note No 4)	207.00	764.00

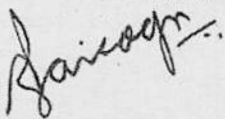
1. Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

2. Cash and cash equivalents at the end of the year

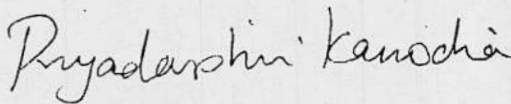
Cash and cash equivalents includes	31.03.2026	31.03.2025
Balances with bank:		
- in Current Account	207.00	764.00
	207.00	764.00

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

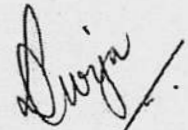
For and on Behalf of the Board



Ashishkumar Bairagra
Partner
Membership No. 109931



Priyadarshini Kanodia
Director
DIN 02590775



Divya Kumat
Director
DIN 03592056

Place : Mumbai
Dated : 7th May, 2026

F-11, 3rd Floor, Manek Mahal,
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Mumbai - 400 020, India.



Datamatics Cloud Solutions Private Limited

Financial statements as at and for the year ended March 31, 2026

CIN: U72900MH2022PTC395343

Statement of changes in equity

A. Equity share capital

Particulars	Amount in Hundreds
As at March 31, 2024	1,000.00
Addition during the year	-
As at March 31, 2025	1,000.00
Changes in equity share capital	-
As at March 31, 2026	1,000.00

B. Other equity

(Amount in Hundreds)

Particulars	Reserves and surplus	Total other equity
	Retained earnings	
As at March 31, 2024	(226.60)	(226.60)
Profit for the year ended	(38.30)	(38.30)
Other comprehensive income	-	-
As at March 31, 2025	(264.90)	(264.90)
Profit for the year ended	(354.57)	(354.57)
Other comprehensive income	-	-
As at March 31, 2026	(619.47)	(619.47)

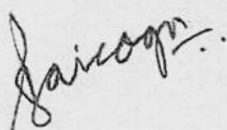
As per our attached report of even date

For M L BHUWANIA AND CO LLP

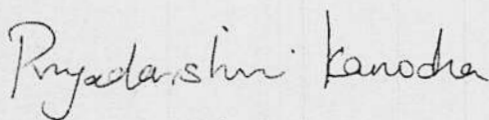
Chartered Accountants

FRN: 101484W/W100197

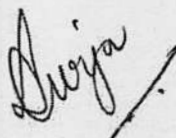
For and on Behalf of the Board



Ashishkumar Bairagra
Partner
Membership No. 109931



Priyadarshini Kanodia
Director
DIN 02590775



Divya Kumat
Director
DIN 03592056

Place : Mumbai

Dated : 7th May, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Datamatics Cloud Solutions Private Limited
Notes Forming Part of the Financial Statements

Note 1A: General Information

Datamatics Cloud Solutions Private Limited having CIN U72900MH2022PTC395343 was incorporated on December 15, 2022. To design, develop, advise, improve, manufacture, market, distribute, sell, license, lease, install, alter, import, export, implement and provide consultancy services in relation to Customer Relationship Management (CRM) platform, tool, implementation, customization, development of CRM Platform, computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/abroad and to provide annual maintenance contracts and subscriptions in relation to CRM Platform.

Note 1B: Material Accounting Policies

a) Basis of Preparation of Financial Statements:

i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements were approved by the Company's Board of Directors and authorised for issue on 7th May, 2026.

ii) Historical cost convention

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention.

b) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amounts of the assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting year. Differences between actual results and estimates are recognised in the year in which the results are known / materialized.

c) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting year. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

d) Provision, Contingent Liabilities and Contingent Assets

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

Contingent assets are neither recognised nor disclosed.

e) Earnings per share

In determining Earnings per Share, the Company considers the net profit attributable to company's owners. The number of shares used in computing basic Earnings per Share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted Earnings per Share comprises the weighted average shares considered for deriving basic Earnings per Share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

f) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

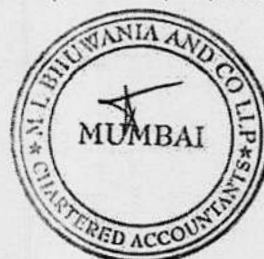
In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. These amendments are not applicable to the Company.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 - The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. These amendments are not applicable to the Company.

3. Ind AS 12, International Tax Reform - Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax. These amendments are not applicable to the Company.



Datamatics Cloud Solutions Private Limited
Financial statements as at and for the year ended March 31, 2026

Note 2 - Other financial assets		(Amount in Hundreds)	
Particulars	March 31, 2026	March 31, 2025	
Security deposits	100.00	-	
Total	100.00	-	

Note 3 - Deferred Tax Assets		(Amount in Hundreds)	
Particulars	March 31, 2026	March 31, 2025	
Deferred Tax Assets (Refer Note No 3.1)	191.53	89.10	
Total	191.53	89.10	

Note 3.1 - Taxation		(Amount in Hundreds)	
3.1(a) - Deferred Tax			
Particulars	March 31, 2026	March 31, 2025	
Decrease/(increase) in deferred tax assets	(102.43)	(29.70)	
Total deferred tax expense/(benefit)	(102.43)	(29.70)	
Income tax expense	(102.43)	(29.70)	

3.1(b) - Reconciliation of tax expense and accounting profit multiplied by statutory tax rates

		(Amount in Hundreds)	
Particulars	March 31, 2026	March 31, 2025	
Profit for the year	(457.00)	(68.00)	
Statutory tax rate applicable	25.17%	25.17%	
Tax expense at applicable tax rate	(115.02)	(17.11)	
Effects of:			
Temporary differences	12.59	(12.59)	
Income tax expense	(102.43)	(29.70)	

3.1(C) - Deferred Tax		(Amount in Hundreds)		
Particulars	March 31, 2025	Movement through P&L	Movement through OCI	March 31, 2026
Deferred Tax Assets				
Unutilised Losses	89.10	(102.43)	-	191.53
Total Deferred Tax Assets	89.10	(102.43)	-	191.53

Particulars	March 31, 2024	Movement through P&L	Movement through OCI	March 31, 2025
Deferred Tax Assets				
Unutilised Losses	59.40	(29.70)	-	89.10
Total Deferred Tax Assets	59.40	(29.70)	-	89.10

Note 4 - Cash and cash equivalents

		(Amount in Hundreds)	
Particulars	March 31, 2026	March 31, 2025	
Balances with bank:			
- in Current Account	207.00	764.00	
Total	207.00	764.00	



Datamatics Cloud Solutions Private Limited
Financial statements as at and for the year ended March 31, 2026

Note 5 - Share capital and other equity

5(a) - Equity share capital

(i) Authorised share capital

Particulars	Number of shares	Amount in Hundreds
As at March 31, 2024	10,000	1,000.00
Increase during the year	-	-
As at March 31, 2025	10,000	1,000.00
Increase during the year	-	-
As at March 31, 2026	10,000	1,000.00

Issued, Subscribed and Paid-up equity share capital of face value of Rs. 10/- each

Particulars	Number of shares	Amount in Hundreds
As at March 31, 2024	10,000	1,000.00
Increase during the year	-	-
As at March 31, 2025	10,000	1,000.00
Increase during the year	-	-
As at March 31, 2026	10,000	1,000.00

(ii) Movements in equity share capital

Particulars	Number of shares	Amount in Hundreds
As at March 31, 2024	10,000	1,000.00
Increase during the year	-	-
As at March 31, 2025	10,000	1,000.00
Issued during the year	-	-
As at March 31, 2026	10,000	1,000.00

(iii) Shares of the company held by holding company

Particulars	March 31, 2026	March 31, 2025
10,000 (Previous Year 10,000) Equity shares of Rs. 10/- held by Datamatics Global Services Limited	1,000.00	1,000.00

(iv) Details of shareholders holding more than 5% shares in the Company

Particulars	March 31, 2026		March 31, 2025	
	Number of shares	% Holding	Number of shares	% Holding
Datamatics Global Services Limited	10,000	100.00%	10,000	100.00%

(v) Share held by promoters

Particulars	March 31, 2026			March 31, 2025	
	Number of shares	% of total shares	% of change during the year	Number of shares	% of total shares
Datamatics Global Services Limited	10,000	100.00%	0.00%	10,000	100.00%

5(b) - Other equity*

Particulars	March 31, 2026	March 31, 2025
Retained earnings	(619.47)	(264.90)
Total	(619.47)	(264.90)

* For movement of reserves, refer statement of changes in equity.



Datamatics Cloud Solutions Private Limited
Financial statements as at and for the year ended March 31, 2026

Note 6 - *Trade payables		(Amount in Hundreds)	
Particulars	March 31, 2026	March 31, 2025	
Total outstanding dues of micro enterprises and small enterprises	-	-	
Total outstanding dues of creditors other than micro enterprises and small enterprises	118.00	118.00	
Total	118.00	118.00	
*Trade payable ageing schedule for the year ended:			
	March 31, 2026	March 31, 2025	
Accrued Expenses	118.00	118.00	
Total	118.00	118.00	

Micro, Small and Medium enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated year and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below :

Particulars	March 31, 2026	March 31, 2025
(a) Dues remaining unpaid		
- Principal	-	-
- Interest on above	-	-
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the year of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid	-	-



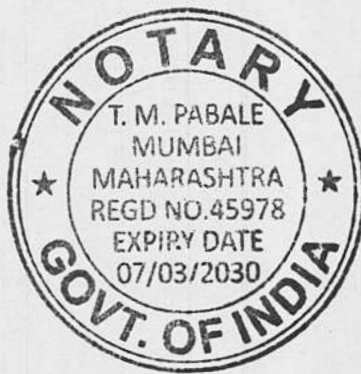
Datamatics Cloud Solutions Private Limited
Financial statements as at and for the year ended March 31, 2026

Note 7 - Other income

(Amount in Hundreds)		
Particulars	2025-2026	2024-2025
Sundry balances written back	-	50.00
Total	-	50.00

Note 8 - Other expenses

(Amount in Hundreds)		
Particulars	2025-2026	2024-2025
Legal & Professional expenses	339.00	-
Payment to statutory auditors (Refer Note No 10)	118.00	118.00
Total	457.00	118.00



Datamatics Cloud Solutions Private Limited
Notes Forming Part of the Financial Statements

9 In the opinion of the Board, the Current Assets and Loans and Advances are approximately of the value stated if realised in ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonable necessary.

10 Auditors' Remuneration includes :

	(Amount in Hundreds)	
	2025-2026	2024-2025
For Services as Auditors	100.00	100.00
Goods and Service Tax	18.00	18.00
	118.00	118.00

11 Earnings per share :

	2025-2026	2024-2025
a. Net loss after taxation (Amount in Hundreds)	(354.57)	(38.30)
b. Weighted average number of Equity shares	10,000	10,000
c. Nominal value of Equity shares (in Rs.)	10.00	10.00
d. Basic and diluted earnings per share (in Rs.)	(3.55)	(0.38)

12 Related Party Disclosures:

(i) As required under Ind AS 24 – “Related Party Disclosures”, following are details of transactions during the year with the related parties of the Company as defined in Ind AS- 24.

(A) Holding Company
Datamatics Global Services Limited

(ii) No transactions with related party, during the year ended 31st March, 2026.

13 Ratio:

The following are applicable analytical ratios for the year ended March 31, 2026 and March 31, 2025.

Particulars	Refer notes for variance	March 31, 2026	March 31, 2025	Variance (%)
(i) Current Ratio = (Current Assets/Current Liabilities) (Times)	1	1.75	6.47	-72.91%
(ii) Trade payables turnover ratio = (Purchases of services and other expenses/Average Trade Payables) (Times)	2	3.87	0.83	369.34%

- 1. Decrease in Cash and cash equivalents during the current year.
- 2. Increase in expenses during the current year.

14 No major events occurred after balance sheet date so as to have any impact on the business of the Company.

15 No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

16 The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

17 There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

18 The Company has not entered into any scheme of arrangement which has an accounting impact on current year.



Datamatics Cloud Solutions Private Limited
Notes Forming Part of the Financial Statements

19 The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

Ashish Kumar Belrago

Ashishkumar Belrago
Partner
Membership No. 109931

Place : Mumbai
Dated : 7th May, 2026

For and on Behalf of the Board

Priyadarshini Kanodia

Priyadarshini Kanodia
Director
DIN 02590775

Divya Kumari

Divya Kumari
Director
DIN 03592056

८

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Exhibit- E

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
DATAMATICS GLOBAL SERVICES LIMITED**



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L72200MH1919PLC045205

मैसर्स DATAMATICS TECHNOLOGIES LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
DATAMATICS TECHNOLOGIES LIMITED

जो मूल रूप में दिनांक सत्ताईस नवम्बर उन्नीस सौ उन्नीस को कम्पनी अधिनियम 1956 की धारा 3 के अंतर्गत एक विद्यमान कम्पनी है और
INTERFACE SOFTWARE RESOURCES PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 24 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अ (118) , कम्पनी 24.6.1985 956 की धारा A53876694 केत, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सं. का. नि 507 अ दिनांक एस्.आर.एन. दिनांक 17/01/2009 के द्वारा
Datamatics Global Services Limited

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक सत्राह जनवरी दो हजार नौ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L72200MH1919PLC045205

In the matter of M/s DATAMATICS TECHNOLOGIES LIMITED

I hereby certify that DATAMATICS TECHNOLOGIES LIMITED which was originally incorporated on Twenty Seventh day of November Nineteen Hundred Nineteen being an existing company as per Section 3 of the Companies Act, 1956 as INTERFACE SOFTWARE RESOURCES PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A53876694 dated 17/01/2009 the name of the said company is this day changed to Datamatics Global Services Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this Seventeenth day of January Two Thousand Nine.



(SHRIRAM MOTIRAM SAINDANE)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office

Datamatics Global Services Limited
117/120 SDF IVSEEPZ, ANDHERI EAST
MUMBAI - 400096,
Maharashtra, INDIA



Datamatics Global Services Limited

Knowledge Centre, Plot 58, Street No. 17, MIDC,
Andheri (East), Mumbai 400 093, INDIA
Tel : +91 (22) 6753 5555
Fax : +91 (22) 2834 3669



TO WHOSOEVER IT MAY CONCERN

This is to state that the attached 'Fresh Certificate of Incorporation' consequent upon change in name of the Company w.e.f. 17th January, 2009, should be read along with the attached Master Data certified by the Registrar of Companies, Maharashtra, Mumbai, ["ROC"] duly rectifying the identification number from CIN No. L72200MH1919PLC045205 to L72200MH1987PLC045205 and the date of incorporation of the Interface Software Resources Private Limited from 27th November, 1919 to 3rd November, 1987.

All certificates under the Companies Act, 1956 are generated through software and issue of certificate manually is not permitted under the MCA21 program implemented by Ministry of Corporate Affairs. Therefore ROC can not issue the said certificate manually with above correct information.

In lieu thereof, ROC has certified the Master Data of the Company with corrected inputs which is required to be enclosed with the said Certificate of Incorporation so that correct information about the Company is depicted. Therefore we have enclosed the said certified copy of master data along with the said certificate of incorporation.

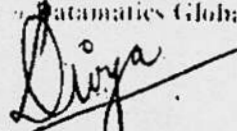
All those going through the said certificate of incorporation are requested to read the relevant extract of the said certificate as mentioned below as true and correct:

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number: L72200MH1987PLC045205

In the matter of M/s. Datamatics Technologies Limited which was originally incorporated on Third day of November, Nineteen Eighty Seven as INTERFACE SOFTWARE RESOURCES PRIVATE LIMITED having duly passed the necessary resolution in terms of section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under section 21 of the Companies Act, 1956 read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R. 507(E) dated 24/06/1985 vide SRN A53876694 dated 17/01/2009 the name of the said company is this day changed to Datamatics Global Services Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Datamatics Global Services Limited


Divya Kumbhat

Vice President- Legal & Company Secretary



Regd. Office: Unit No. 117-120, SDF IV, SEEPZ, Andheri (East), Mumbai - 400 096. Tel: +91 (22) 6697 5300 Fax: +91 (22) 2829 1673
www.datamatics.com



Please mark corrections, if any, alongside respective item and submit this document along with supporting documentary evidence for updation. In case we do not receive supporting documents, correction required will not be considered. The documents are to be sent at following address:

Registrar of Companies
RoC-Mumbai
Everest, 100, Marine Drive
Mumbai
Maharashtra-400002
INDIA

The envelope containing physical documents should be superscribed as "Application for Company Master Data Correction Request"

Company Master Details		
Subject	Company Details/Particulars	Verification/Corrections, if any
CIN	L72200MH1987PLC045205	
Company Name	Datamatics Global Services Limited	
ROC Code	RoC-Mumbai	
Registration Number	045205	
Company Category	Company limited by shares	
Company Subcategory	Indian Non-Government Company	
Class of Company	Public	
Authorised Capital (in Rs.)	390,000,000.00	
Paid up capital (in Rs.)	203,584,185.00	
Number of Members (Applicable only in case of company without Share Capital)	0	
Date of Incorporation	03-11-1987	
Address of registered office	117/120 SDF IVSEEPZ, ANDHERI EAST MUMBAI Maharashtra-400096 INDIA	
Email Id	mca1234@gmail.com	
Whether listed or not	Listed	
Date of Last AGM	30-09-2008	
Date of Balance sheet	31-03-2008	
Company Status (for filing)	Active	

son/daughter of
on behalf of the company

confirm that I have gone through the above details and correction suggested is true and correct to the best of my knowledge and belief.

Registrar of Companies,
Mumbai

www.mca.gov.in/DCAPortalWeb/dca/CompanyMaster.do?method=print&tar

7/11/2006



No. 11 : 45205

**CERTIFICATE OF CHANGE OF NAME
UNDER THE COMPANIES ACT, 1956.**

In the matter of DATAKATICS TECHNOLOGIES PRIVATE LIMITED

I do hereby certify that pursuant to the provisions of section 23 of Companies Act, 1956 and the Special Resolution passed under Sec. 31/44 of the Companies Act by the Company at its Annual/ Extra-Ordinary General Meeting held on 27/12/1999

the name of DATAKATICS TECHNOLOGIES PRIVATE LIMITED

has this day been changed to DATAKATICS TECHNOLOGIES LIMITED

and that the said company has been duly incorporated as a company under the provisions of the said Act.

Dated this 13th day of JANUARY
one thousand nine hundred and ninety TWO THOUSAND



(V.C. DAVEY)
DY. Asstt/ Addl/ Registrar of Companies
Maharashtra, Mumbai.



NO. 11-45205

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME.

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, BOMBAY.

In the matter of **INTERFACE SOFTWARE RESOURCES PRIVATE LIMITED**

I hereby approve and signify in writing under section 21 of the Companies Act, 1956. (Act I of 1956) read with the Govt. of India Dept. of Company Affairs; Notification No. GSR 507E dated the 24th June, 1985 the change of name of the company:-

FROM **INTERFACE SOFTWARE RESOURCES PRIVATE LIMITED**

TO **DATAMATICS TECHNOLOGIES PRIVATE LIMITED**

AND I hereby certify that **INTERFACE SOFTWARE RESOURCES PRIVATE LIMITED** which was originally incorporated on **THIRD** day of **NOVEMBER**,

under the **COMPANIES Act, 1956** and under the name: **INTERFACE SOFTWARE RESOURCES PRIVATE LIMITED**.

having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of the Companies Act, 1956 the name of the said company in this day changed to: **DATAMATICS TECHNOLOGIES PRIVATE LIMITED**

and this certificate is issued pursuant to sec. 23(1) of the said Act

GIVEN UNDER MY HAND AT BOMBAY: THIS **EIGHTEENTH** DAY OF **DECEMBER** 1992.
(One thousand and nine hundred & ninety-two.)

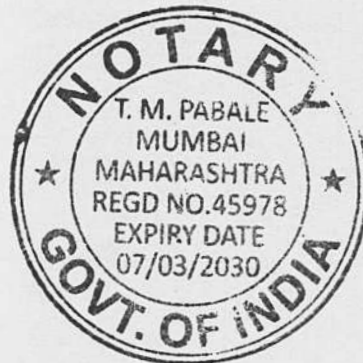


(**E. L. KANIGAR**)

ADDL. REGISTRAR OF COMPANIES,
MAHARASHTRA, BOMBAY

and give the name of the company existing prior to change.

and give the name of the Act(s) under which company was registered and incorporated.





प्रारूप-आई.आर.
Form I. R.

विनयन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

क्र. का नं.
No. 45205 of 19 57

मैं एवम्वाला कर्माधिकार करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अन्तर्गत विनयन की गई है और वह
कम्पनी सीमित है।

I hereby certify that INTERFACON SOFTWARE RESOURCES
PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is limited.

मेरे हस्ताक्षर के साथ आज को दिया गया।

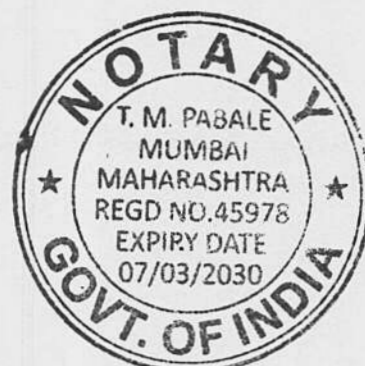
Given under my hand at BOMBAY.....this THIRD

day of, NOVEMBER... One thousand nine hundred and EIGHTYSEVEN

V. B. GARGI
(V.B. GARGI)

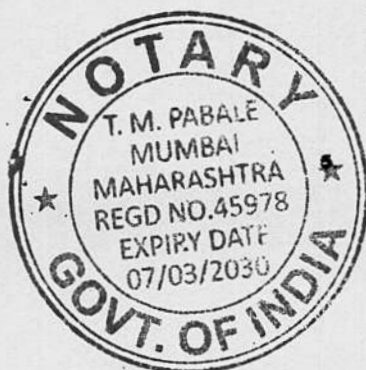
कम्पनी का रजिस्ट्रार

Registrar of Companies
Maharashtra



MEMORANDUM OF ASSOCIATION OF DATAMATICS GLOBAL SERVICES LIMITED

- I. Then name of the Company is **DATAMATICS GLOBAL SERVICES LIMITED**
 - II. The Registered Office of the Company will be situated in the **STATE OF MAHARASHTRA**.
 - III. The objects for which the Company is established are:
 - A. **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the trade or business of providing complete data centre, Data entry/ conversion, data processing services on block time or shared time, self service or operator assisted basis, technical and management consultancy services in all areas of computers, computer oriented systems, computer programming, facilities management, telecommunications, software publishing and information technology for business, industrial and general purpose requirement on turnkey basis or otherwise in domestic markets and fore exports.
 2. To carry on the business of conducting research on and developing, improving, designing, marketing, selling, licensing and maintenance of software and program products in packages and to orders, relating to accounting, statistical, scientific or mathematical information and reports in domestic markets and for exports.
 - B. **OBJECTS ANCILLIARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS:**
 3. To install hardware and software and to provide service thereon such as programming systems, design, analysis, documentation data preparation, program planning, computerization services, project planning, scheduling, production and commercial systems, and such other services to the above hardware and software whether such services be on closed or open shop basis, block time or shared time basis, self service or operator assisted basis or on a turnkey contract basis or otherwise.
 4. To design, produce, write, test debug, compile, record, print, document, software systems such as operations systems programs, or otherwise to meet individual business and industrial requirements or general purpose requirements, or as may be required by the machines dealt with by the Company, and to buy, sell, hire, exchange, let on hire, lease, import, export, use, operate, convert, alter and in any manner considered expedient to deal in such software systems in connection with any of the above trade, business, articles or things or as required by the workmen and other employed by the Company, and to carry on any business, transactions or operations currently carried out or conducted in connection with any of the above trades or business.
- To maintain, provide maintenance and related services of both hardware and software related to the operations of the Company, both in domestic markets and for exports, inclusive of repairs and

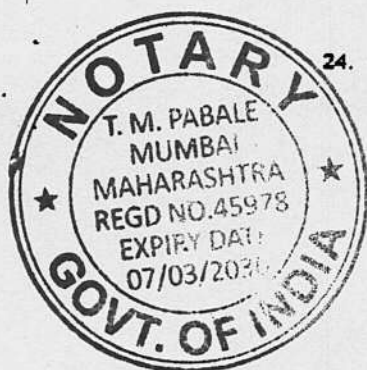


replacement of components, parts, sub-assemblies, operating instructions, carrying out modifications thereon or by the use of other techniques cause such hardware and software to remain in a satisfactory working order.

6. To carry on business to provide training in hardware, software and related systems such as those mentioned herein above and other data processing activities.
7. To engage in and conduct the business of research to carry on investigations and experiments of all kinds, to originate, develop and improve any discoveries, inventions, processes and formulate, particularly to manufacture, purchase or otherwise acquire, own, hold, operate, sell or otherwise transfer, lease, license the use of, distribute or otherwise dispose of and generally to deal in property of every kind and description, including without limitation to the generality of the foregoing, electronic, electrical and mechanical devices, apparatus, appliances and machines and parts thereof, especially for the creation, reproduction, amplification, reception, transmission and retention of sound, signals, communications and also all other processes, matters and things, and to carry out scientific and technical research in any field whatsoever, and to develop, exploit and turn to account the know-how and other fruits of such research developed in India or abroad.
8. To carry on the business of engineering consultants to administrations, organizations, undertakings, institutions, industry and business, and to undertake preliminary planning, site development studies, feasibility reports, design engineering, procurement, factory inspection, construction management, trial and acceptance testing, operator training, plant betterment services, including technical and specialized advice on projects.
9. To carry on the business of manufacturers, buyers, sellers, distributors, importers, agents, stockists and to market, lease, rent out, transport, supply, assemble, service, repair, refurnish, store, install, put to commercial use or otherwise deal in any manner in computers, mini-computers, duplicating machines, copying machines, printing machines, micro-processors, word processors, electric and electronic typewriters and office equipment and systems, raw materials, components and consumable durables including ribbons paper, floppy disks and allied products.
10. To acquire or undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of the Company or which can be carried on in conjunction therewith and to subsidize or assist any such person or company financially or otherwise and in particular by subscribing for shares, stock, debentures, debenture-stock or other securities of such company.
11. To sell exchange, mortgage, convey, assign, manage and otherwise in any other manner deal with, dispose off the property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, stocks, debentures, and other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
12. To apply for and purchase or otherwise acquire from nay Government, State or authority and licences, concessions, grants, decrees, rights, powers and privileges which may seem to the Company capable of being turned to account and to work, develop, carry out exercise and to turn to account the same.
13. To purchase or otherwise acquire, protect, prolong and renew any patents, rights brevets d'invention, licences, protection and concessions which may appear likely to be advantageous or useful to the Company and to use and to turn to account the same and to grant licences or privileges in respect of the same.
14. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labor problems or troubles, of the promotion of industry or trade.

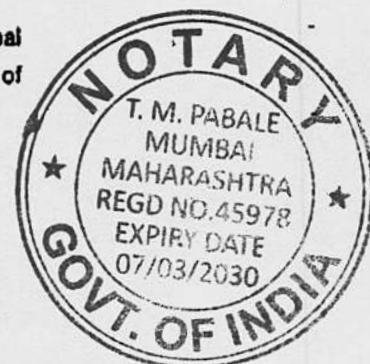


15. To provide for the welfare of Directors or employees or ex-employees of the Company and the wives, widows, families or dependants of such persons by building or contributing to the building of houses, dwelling or quarters or by grants of money pensions, allowances, gratuities, bonus or other payments or by creating from time to time, subscribing or contributing to Provident and other funds, institutions and trusts and by providing or subscribing or contributing towards places of instruction and recreation, educational, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.
16. In the course of business of the Company to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions, objects, or purposes or for any exhibitions.
17. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons, who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid and the wives, widows, families, and dependants of any such persons, and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other Company aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and do any matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
18. To subscribe, for take, or otherwise acquire, hold and otherwise deal with and in shares, stocks, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company.
19. To amalgamate, enter into partnership or into any agreement for sharing of profit, amalgamation, union or interest, co-operation, joint adventures reciprocal concession or otherwise with any person, firm or company having similar objects and carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted.
20. To guarantee the performance of any contract or obligation of and payment of money or of dividends and interest on any stock, shares or securities any company, corporation, firm or person in any case in which guarantee may be considered likely directly to further the objects of the company or the interests of its shareholders.
21. To guarantee the payment of money, unsecured or secured by or payable under or in respect of promissory notes, bonus, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or otherwise, or of any persons whomsoever, incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
22. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money or of any such persons or companies and generally to give guarantees and indemnities.
23. To undertake financial obligations and transactions by way of loans, investments in shares and stocks of other corporate bodies guarantee loans and such other obligations so as to utilize the surplus funds of the Company.
24. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishments of the Company and the issue of its capital including any underwriting or other commissions, broker's fees and other charges and to remunerate by cash



or allotment or fully or partly paid shares to any person firm or company for services rendered or to be rendered in introducing any property or business to the Company or in placing, assisting to place shares, debentures, debenture-stock or other securities of the company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business or for any other reason which the Company may think proper.

25. To borrow or raise or secure the payment of money, or to receive money or deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, including debentures or debenture stock convertible into shares of this Company or any other company or perpetual annuities and as securities for any such money borrowed, raised, or received, or of any such debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by special, assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of the sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company as the same may be provided that the company shall not carry on business of banking as defined by the Banking Regulation Act, 1949.
26. To invest surplus money of the company in and subscribe for, take, acquire and hold shares, stock, debentures, or securities of any other company or corporation whatsoever and wheresoever, and to invest moneys of the company on any other securities and in any other manner, including the purchase of any book or other debts.
27. To pay, or satisfy the consideration for any property rights, shares, securities or assets whatsoever which the Company is authorized to purchase, or otherwise acquire, either by payment in cash, or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree or partly in one mode and partly in another.
28. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorization of any government, state, or municipality, provisional order or licence of the Board of Trade or other authority for enabling the company to carry any of the objects into effect or for extending any of the powers of the company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings to applications which may seem calculated, directly or indirectly, to prejudice the interests of the Company.
29. To enter into any arrangements with any Government or authorities supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
30. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes whatsoever conducive to the interest of the Company.
31. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company and to place or guarantee the placing, or subscribe for or otherwise acquire all or any part of the shares, business capable of being conducted so as, directly or indirectly, to benefit the Company.
32. To draw, make, accept, discount, endorse, execute, issue, negotiate, assign and otherwise deal in cheques, drafts, bills of exchange, promissory notes, hundis, debentures, bonds, Bills of lading, railway receipts warrants and all other negotiable or transferable instruments.



- 33. To apply for, tender, purchase or otherwise acquire any contract, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- 34. To employ experts, to investigate and examine into the conditions, prospects, value, character and circumstance of any business, concerns and undertakings and generally of any assets, property or rights.
- 35. To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of, any subsidiary company or companies, and to enter into any agreement with such subsidiary company for taking the profits and sharing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
- 36. To distribute among the members in specie, any property of the Company or any proceeds of sale or disposal of any property of the Company, subject to the provisions of the Act, in the event of winding up.
- 37. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by broadcasting, publication of books and periodicals and by granting prizes, rewards and donations.
- 38. To procure the incorporation, registration or other recognition of the Company in any country or state or place in India and to establish any local registries and branch place of business and to do business at such places in any part of the world.
- 39. To establish and carry on in India or in any part of the world schools at or by means of which students may obtain education and instruction by post or otherwise and particularly in or with regard to book-keeping, shorthand, typewriting and other engineering and training in data processing techniques for systems and programming work and professions of accountancy and all other subjects whatsoever that they may be included in a commercial, technical, scientific, classical or domestic education or may be conducive to knowledge of skill in any trade, pursuit or calling.
- 40. To provide a school or schools, lecture class or examination room or rooms, office or offices, board, lodging and attendance and all other necessities and conveniences for or to students, teachers, lecturers, clerks, employees and officers instructed or employed, temporarily or otherwise by the company, and to afford them facilities for study, research, cultivation, teaching and performance of the tasks and duties allotted to them respectively.
- 41. To found scholarship and exhibitions and give prizes, certificates and diplomas to persons who are or have been students instructed or examined by or by the direction of the Company.
- 42. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made thereon and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.
- 43. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully and partially, and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.



- 44. To procure the Company to be registered or recognized in any part of the world.
- 45. To sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
- 46. To repair, alter, remodel, clean, renovate and prepare for resale and resell any goods from time to time belonging to the Company.
- 47. To promote companies having similar objects.

C. OTHER OBJECTS:

- 48. To act as registrars and transfer agents and liaison related activities and provide consultancy and systems designing and programming services and undertake portfolio management, issue house activity, management of fixed deposit schemes and related secretarial, accountancy, clerical or similar work and to subscribe for conditionally or unconditionally, to underwrite, issue on commission or otherwise take hold, deal in and convert stocks, shares and securities of all kinds.
- 49. To carry on the business of a leasing and hire purchase finance Company and to provide on lease or on hire purchase all types of industrial and office plant, equipment, machinery, vehicles, buildings, households appliances and equipment's.
- 50. To carry on the business of manufacturers, buyers, sellers, distributors, importers, exporters, agents, stockists and to market, lease, rent out, transport, supply, assemble, service, repair, refurnish, store, install, put to commercial use or otherwise deal in any manner in computers, minicomputers, duplicating machines, copying machines, printing machines, micro processors, word processors, electric and electronic typewriters and office equipment and systems, raw materials, components and consumable durables including ribbons,, paper, floppy disks and allied products.
- 51. To carry on business as importers, exporters, wholesale or retail dealers and to undertake sales and distribution agencies for the products of other concerns, firms, persons, companies and to buy, sell, refine, manipulate, import or deal in the said products or goods either as principals or as agents.
- 52. To carry on all or any of the business of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description and of and in radio, television and telecommunication requisites and suppliers, and electrical and electronic apparatus, data processing machines, equipment and accessories, appliances, equipment and stores of all kinds.
- 53. To carry on business as proprietors of flats, maisonettes, dwelling houses, shops, offices and clubs, and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands rights or interests therein or connected therewith; to prepare for building of any tenure on description wherever situate, or building sites, and to construct, reconstruct, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, dwelling houses, shops, offices, clubs, buildings, works and conveniences of all kinds, to lay out roads and pleasure gardens and recreation grounds, to plant drain or otherwise improve the land or any part thereof and to purchase for investment of resale and to traffic in land house and other property of any tenure and interest therein and to create, sell, and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house, other property, or any interest therein, and generally deal in, traffic by way of sale,, lease, exchange, or otherwise, with land and house property and any other property whether real or personal.
- 54. To erect and construct a factory for making, preparing and manufacturing such machinery as may be necessary for the aforesaid business and to prepare and manufacture parts of such machinery and to sell the same in India or elsewhere.



55. To undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
56. To engage in research into all problems relating to agricultural and horticultural, dairy and animal husbandry activities including problems relating to management and production, distribution, marketing and selling, and to develop technical know-how and provide consultancy thereon including Computer based applications and other services and to collect, prepare and distribute information and statistics and know-how in connection with use of modern technology by updating farming techniques by instituting research on (i) soil improvement and conservation and on methods of cultivation, (ii) distribution of selected and cultivated high grade seeds (iii) rotation of crops and other possible means (iv) organizing systematic marketing of crops and fruits co-operative and other agencies (v) instituting research on increasing production of fruits as well as improving the quality thereof and (vi) as well as introducing modern techniques for animal husbandry and dairy farming activities.
57. To carry on the business as farmers, cultivators, agriculturists, gardeners, dairy farmers and for that purpose purchase or take on lease or sell or deal in agricultural properties whether belonging to the Company or not, to develop the resources thereof, constructing farm houses, out houses, stock houses, godowns, sheds, install machineries for manufacturing and packaging all kinds of vegetables, food products and animal products.

IV. The liability of the members is limited.

- V. * The Authorized Share Capital of the Company is Rs. 98,27,50,000/- (Rupees Ninety Eight Crore Twenty Seven Lakhs Fifty Thousand only) divided into 10,53,20,000 (Ten Crores Fifty Three Lakhs Twenty Thousand only) Equity Shares of Rs.5/- (Rupees Five only) each and 4,56,15,000 (Four Crore Fifty Six Lakhs Fifteen Thousand only) Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attaching thereto as provided in the Articles of Association of the company for the time being. The Company shall have the power to increase or reduce the capital of the Company and to divide the shares in the capital into two classes and to attach to respectively such preferential, qualified or special rights, privileges or conditions as may be determine by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

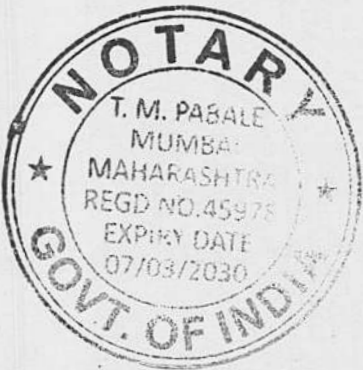


*The Clause was amended pursuant to scheme of Arrangement sanctioned by Hon'ble National Company Law Tribunal, Court - III, Mumbai Bench vide its order dated February 13, 2024.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Name, address, description & occupation of each subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness & his name, address, description & occupation
LALIT S. KANODIA Samudra Tarang Keluskar Road (N) Bombay 400 028. (S/o. Surajma Kanodia) Management Consultant	10 (Ten)	Sd/-	Sd/- REZWAN K. MOGRI 106, Embassy Centre, Nariman Point, Bombay 400 021. (W/o. Khozem Mogri) Executive
ASHA L. KANODIA Samudra Tarang Keluskar Road (N) Bombay 400 028 (W/o. Lalit Kanodia) Business	10 (Ten)	Sd/-	
	20 (Twenty)		

Place: Bombay
Dated : 17th October, 1987.



THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION*
OF
DATAMATICS GLOBAL SERVICES LIMITED

PRELIMINARY

1. The regulations contained in the Table F, in the Schedule I to the Companies Act, 2013 shall not apply to this Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act. The regulations for the management of this Company and for the observance of the members thereof and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Resolution, as prescribed by the Companies Act, 2013, be such as are contained in these Articles.

INTERPRETATION

Interpretation Clause

2. 1) In the interpretation of these Articles, the following expressions shall, unless repugnant to the context, have the following meanings.

"The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof, which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Beneficial owner" means the beneficial owner as defined in Clause (a) of sub-section (1) of section 2 of the Depositories Act, 1996. Depositories Act, 1996 shall include any statutory modification or re-enactment thereof and Depository shall mean a Depository as defined under Clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.

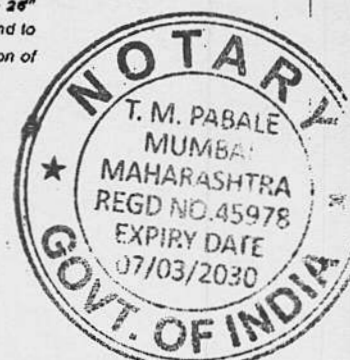
"Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.

"The Company" or "This Company" means Datamatics Global Services Limited.

"Gender" words imparting the masculine gender also include the feminine gender.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

* These Articles of Association were adopted pursuant to members' resolution passed at the 26th Annual General Meeting of the Company held on September 23, 2014 in substitution for, and to the entire exclusion of, the earlier regulations contained in the existing Articles of Association of the Company.



"Month" means calendar month.

"Office" means the Registered Office for the time being of the Company.

"Paid up" includes credited as paid-up.

"Persons" includes corporations as well as individuals.

"The Registrar" means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

"Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

"Seal" means the common seal of the Company.

Words importing the singular number include where the context admits or requires, the plural number and vice versa.

"Year" means the calendar year.

"These Presents" means these articles as modified from time to time.

- 2) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

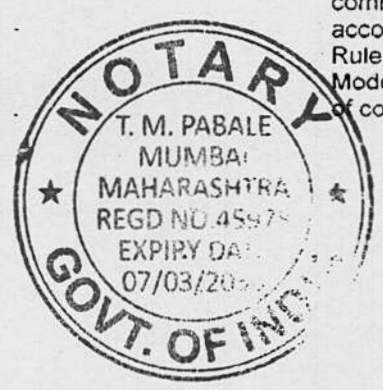
The marginal notes used in these Articles shall not affect the construction hereof. Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Share capital and variation of rights

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| Shares under control of Board | 3. | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. |
| Directors may allot shares otherwise than for cash | 4. | Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. |
| Kinds of Share Capital | 5. | <p>The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:</p> <p>(a) Equity share capital:</p> <p>(i) with voting rights; and / or</p> <p>(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</p> <p>(b) Preference share capital.</p> |



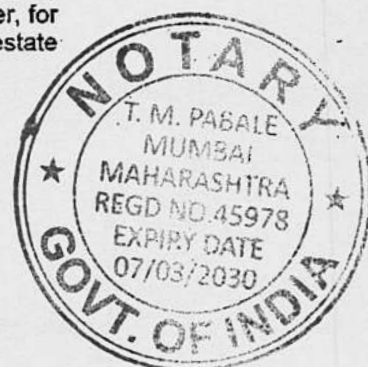
Issue of certificate	6. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide-
	a) one certificate for all his shares without payment of any charges;
	b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
Certificate to bear Seal	(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
One certificate for shares held jointly	(3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
Option to receive share certificate or hold shares with depository	7. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
Issue of new certificate in place of one defaced, lost or destroyed	8. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debentures, etc. Power to pay commission in connection with securities issued	9. The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
	10. (1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
	(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.
Rate of commission in accordance with Rules Mode of payment of commission	(3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.



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| Variation of members' rights | 11. | (1) | If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act. |
| Provisions as to general meetings to apply <i>mutatis mutandis</i> to each meeting | | (2) | To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply. |
| Issue of further shares not to affect rights of existing members | 12. | | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari-passu</i> therewith. |
| Power to issue redeemable preference shares | 13. | | Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act. |
| Further issue of share capital | 14. | (1) | The Board or the Company, as the case may be, may in accordance with the Act and the Rules, issue further shares to-
a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
b) employees under any scheme of employees' stock option; or
c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above. |
| Mode of further issue of shares | | (2) | A further issue of shares may be made in any manner; whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules. |

Lien

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| Company's lien on Shares | 15. | (1) | The Company shall have a first and paramount lien:
—
a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company; |
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provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

Lien to extend to dividends, etc. (2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.

Waiver of lien in case of registration (3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

As to enforcing lien by sale 16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

provided that no sale shall be made:

- a) unless a sum in respect of which the lien exists is presently payable; or
- b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

Validity of sale 17 (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

Purchaser to be registered holder (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

Validity of Company's receipt (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

Purchaser not affected (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

Application of proceeds of sale 18. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

Payment of residual money The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Outsider's lien not to affect Company's lien 19. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail



notwithstanding that it has received notice of any such claim.

- Provisions as to lien to apply *mutatis mutandis* to debentures, etc. 20. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Calls on shares

- Board may make Calls 21. (1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

- Notice of call (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

- Board may extend time for payment (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.

- Revocation or postponement of call (4) A call may be revoked or postponed at the discretion of the Board.

- Call to take effect from date of resolution 22. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

- Liability of joint holders of shares 23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

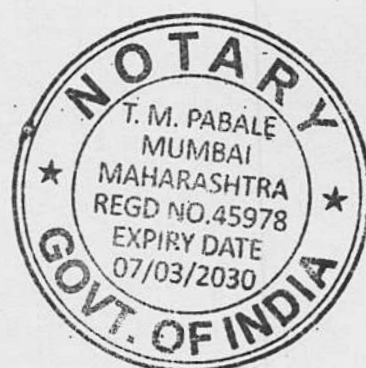
- When interest on call or instalment payable 24. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.

- Board may waive Interest (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

- Sums deemed to be calls 25. (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- Effect of non-payment of sums (2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

- Payment in anticipation of calls may carry interest 26. The Board –
a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
b) upon all or any of the monies so advanced, may (until the same would, but for such

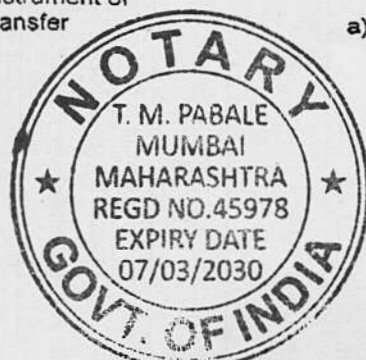


advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

- | | | |
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| Instalments on shares to be duly paid | 27. | If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder. |
| Calls on shares of same class to be on uniform basis | 28. | <p>All calls shall be made on a uniform basis on all shares falling under the same class.</p> <p><i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.</p> |
| Partial payment not to preclude forfeiture | 29. | Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. |
| Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc. | 30. | The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company. |

Transfer of shares

- | | | |
|--|-----|--|
| Instrument of transfer to be executed by transferor and transferee | 31. | <p>(1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.</p> <p>(2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p> |
| Board may refuse to register transfer | 32. | <p>The Board may, subject to the right of appeal conferred by the Act decline to register –</p> <p>a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>b) any transfer of shares on which the Company has a lien.</p> |
| Board may decline to recognise instrument of transfer | 33. | <p>In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless –</p> <p>a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;</p> |



- b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c) the instrument of transfer is in respect of only one class of shares.
- Transfer of shares when suspended 34. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.
- Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc 35. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Transmission of shares

- Title to shares on death of a member 36. (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
- Estate of deceased member liable (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- Transmission Clause 37. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- a) to be registered himself as holder of the share; or
- b) to make such transfer of the share as the deceased or insolvent member could have made.
- Board's right unaffected (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- Indemnity to the Company (3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
- Right to election of holder of share 38. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- Manner of testifying election (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.



Limitations
applicable to
notice

- (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

Claimant to be
entitled to same
advantage

39.

A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Provisions as to
transmission to
apply *mutatis*
mutandis to
debentures, etc.

40.

The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Forfeiture of shares

If call or
instalment not
paid notice must
be given

41.

If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

Form of notice

42.

The notice aforesaid shall:

- a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

In default of
payment of
shares
to be forfeited

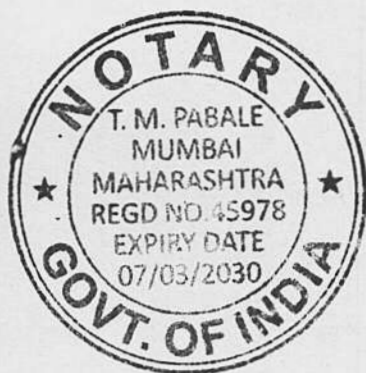
43.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Receipt of part
amount or grant
of
indulgence not to
affect forfeiture

44.

Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall



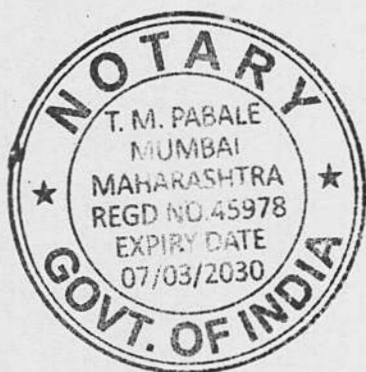
		preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
Entry of forfeiture in register of members	45.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
Effect of forfeiture	46.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
Forfeited shares may be sold, etc.	47. (1)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.
Cancellation of forfeiture	(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
Members still liable to pay money owing at the time of forfeiture	48. (1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
Cessation of liability	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
Certificate of forfeiture	49. (1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
Title of purchaser and transferee of forfeited shares	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;



Transferee to be registered as holder		(3)	The transferee shall thereupon be registered as the holder of the share; and
Transferee not affected		(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
Validity of sales	50.		Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
Cancellation of share certificate in respect of forfeited shares	51.		Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
Surrender of share certificates	52.		The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
Sums deemed to be calls	53.		The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures, etc.	54.		The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.

Alteration of capital

Power to alter share capital	55.		Subject to the provisions of the Act, the Company may, by ordinary resolution- - increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; - consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; - convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
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- d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Shares may be converted into stock

56.

Where shares are converted into stock:

- a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

- b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

- c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" / "member" shall include "stock" and "stockholder" respectively.

Reduction of capital

57.

The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —

- a) its share capital; and/or
- b) any capital redemption reserve account; and/or
- c) any securities premium account; and/or
- d) any other reserve in the nature of share capital.

Joint Holders

Joint-holders

58.

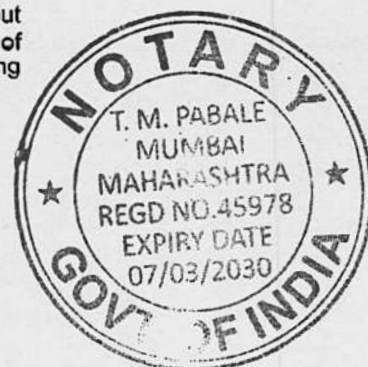
Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

Liability of Jointholders

- a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.

Death of one or more joint-holders

- b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing



herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Receipt of one
Sufficient

- c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

Delivery of
certificate and
giving of notice to
first named
holder

- d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

Vote of joint
holders

- e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.

Executors or
administrators as
joint holders

(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

Provisions as to
joint holders as
to shares to
apply
mutatis mutandis
to debentures,
etc.

- f) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

Capitalisation of profits

Capitalisation

59. (1) The Company in general meeting may, upon the recommendation of the Board, resolve –

- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

Sum how applied

- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards:

A. paying up any amounts for the time being unpaid on any shares held by such members respectively;



B. paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).

(3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

Powers of the Board for capitalisation

60. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall –

- a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
- b) generally do all acts and things required to give effect thereto.

Board's power to issue fractional certificate/coupon etc.

(2) The Board shall have power—

- a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
- b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

Agreement binding on members

(3) Any agreement made under such authority shall be effective and binding on such members

Buy-back of shares

Buy-back of shares

61. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

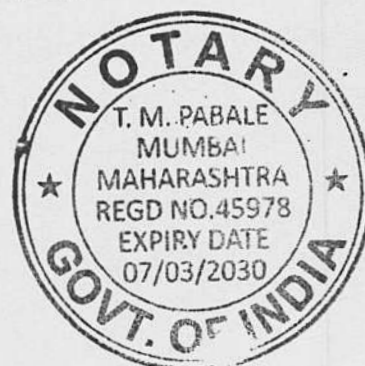
General meetings

Extraordinary general meeting

62. All general meetings other than annual general meeting shall be called extraordinary general meeting.

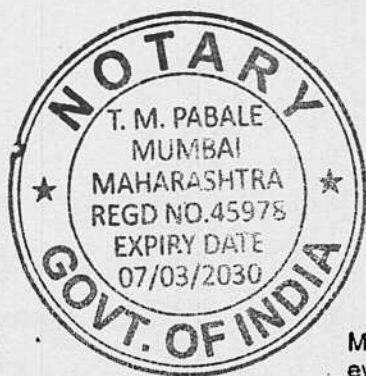
Powers of Board to call extraordinary general meeting

63. The Board may, whenever it thinks fit, call an extraordinary general meeting.



Proceedings at general meetings

Presence of Quorum	64.	(1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
Business confined to election of Chairperson whilst chair vacant Quorum for general meeting		(2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
		(3) The quorum for a general meeting shall be as provided in the Act.
Chairperson of the Meetings	65.	The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.
Directors to elect a Chairperson	66.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
Members to elect a Chairperson	67.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.
Casting vote of Chairperson at general meeting	68.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
Minutes of proceedings of meetings and resolutions passed by postal ballot	69.	(1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
Certain matters not to be included in Minutes	(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting- a) is, or could reasonably be regarded, as defamatory of any person; or b) is irrelevant or immaterial to the proceedings; or c) is detrimental to the interests of the Company.
Minutes to be evidence	(3)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
	(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
Inspection of minute books of	70.	(1) The books containing the minutes of the proceedings of any general meeting of the



general meeting

Company or a resolution passed by postal ballot shall:

(a) be kept at the registered office of the Company; and

(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

- (2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

Powers to arrange security at meetings

71.

The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

Adjournment of meeting

Chairperson may adjourn the meeting

72.

- (1) The Chairperson may, *suo motu*, adjourn the meeting from time to time and from place to place.

Business at adjourned meeting

- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned meeting

- (3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Notice of adjourned meeting not required

- (4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

Entitlement to vote on show of hands and on poll

73.

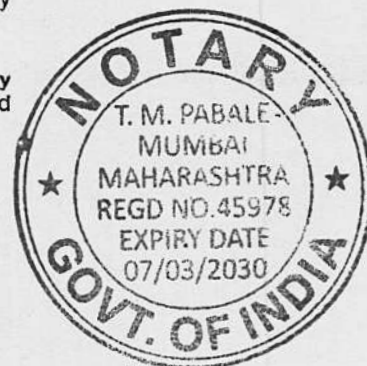
Subject to any rights or restrictions for the time being attached to any class or classes of shares -

- a) on a show of hands, every member present in person shall have one vote; and
- b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

Voting through electronic means

74.

A member may exercise his vote at a meeting by electronic means in accordance with the Act and

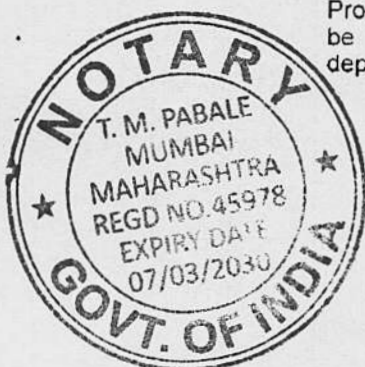


shall vote only once.

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| Vote of joint holders | 75. | <p>(1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p> |
| How members <i>non compos mentis</i> and minor may vote | 76. | <p>A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.</p> <p>If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.</p> |
| Votes in respect of shares of deceased or insolvent members, etc. | 77. | <p>Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p> |
| Business may proceed pending poll | 78. | <p>Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.</p> |
| Restriction on voting rights | 79. | <p>No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.</p> |
| Restriction on exercise of voting rights in other cases to be void | 80. | <p>A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.</p> |
| Equal rights of members | 81. | <p>Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.</p> |

Proxy

- | | | |
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| Member may vote in person or otherwise | 82. | <p>(1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.</p> <p>(2) he instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument</p> |
| Proxies when to be deposited | | |



proposes to vote, and in default the instrument of proxy shall not be treated as valid.

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| Form of proxy | 83. | An instrument appointing a proxy shall be in the form as prescribed in the Rules. |
| Proxy to be valid notwithstanding death of the principal | 84. | A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: |

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

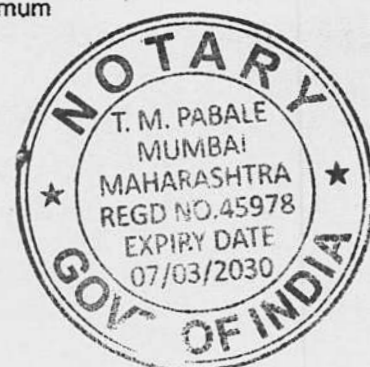
Board of Directors

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| Board of Directors | 85. | Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 14 (fourteen). |
| Directors not liable to retire by rotation | 86. | Dr. Lalit S. Kanodia shall be a director not liable to retire by rotation.

The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation. |
| Remuneration of directors | 87. | (1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. |
| Remuneration to require members' consent | | (2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting. |
| Travelling and other expenses | | (3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

b. in connection with the business of the Company. |
| Execution of negotiable instruments | 88. | All cheques, promissory notes, drafts, <i>hundis</i> , bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine. |
| Appointment of additional directors | 89. | (1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. |



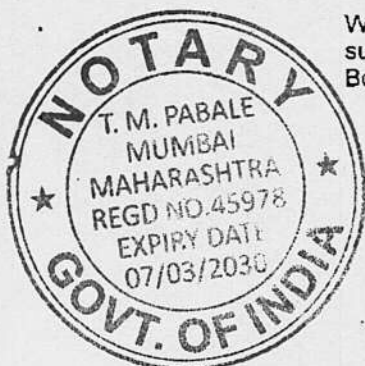
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| Duration of office of additional director | (2) | Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act. |
| Appointment of alternate director | 90. (1) | The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. |
| Duration of office of alternate director | (2) | An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. |
| Re-appointment provisions applicable to Original Director | (3) | If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director. |
| Appointment of director to fill a casual vacancy | 91. (1) | If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board. |
| Duration of office of Director appointed to fill casual vacancy | (2) | The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated. |

Powers of Board

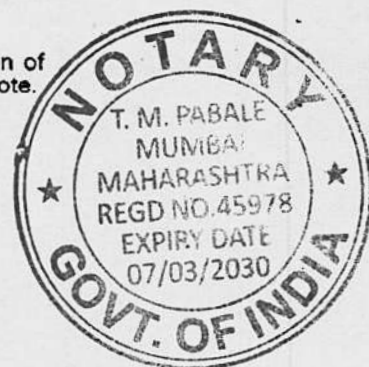
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| General powers of the Company vested in Board | 92. | The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. |
|---|-----|--|

Proceedings of the Board

- | | | |
|------------------------------|---------|---|
| When meeting to be convened | 93. (1) | The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. |
| Who may summon Board meeting | (2) | The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board. |



Quorum for Board meetings	(3)	The quorum for a Board meeting shall be as provided in the Act.
Participation at Board meetings	(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Questions at Board meeting how decided	94. (1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
Casting vote of Chairperson at Board meeting	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
Directors not to act when number falls below minimum	95.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
Who to preside at meetings of the Board	96. (1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
Directors to elect a Chairperson	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
Delegation of Powers	97. (1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
Committee to conform to Board regulations	(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
Participation at Committee meetings	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Chairperson of Committee	98. (1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
Who to preside at meetings of Committee	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
Committee to meet	99. (1)	A Committee may meet and adjourn as it thinks fit.
Questions at Committee meeting how decided	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
Casting vote of Chairperson	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.



at Committee
meeting
Acts of Board or
Committee valid
notwithstanding
defect of
appointment

100.

All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

Passing of
resolution by
circulation

101.

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

Chief Executive
Officer, etc.

102.

(a) Subject to the provisions of the Act,—

A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.

Director may be
chief executive
officer, etc.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

Registers

Statutory
registers

103.

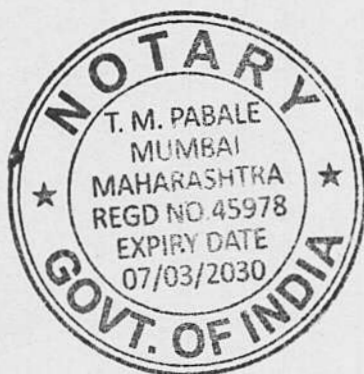
The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.

The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

The Seal

The seal, its

104. (1) The Board shall provide for the safe custody of the



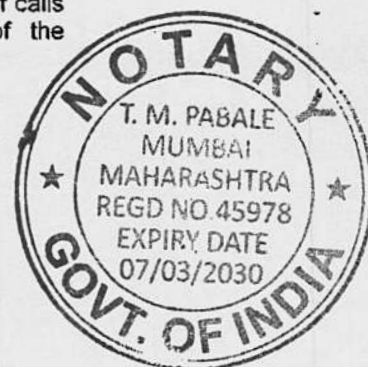
custody and use
Affixation of seal

seal.

- (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

- | | | |
|--|----------|---|
| Company in general meeting may declare dividends | 105. | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend. |
| Interim dividends | 106. | Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit. |
| Dividends only to be paid out of profits | 107. (1) | The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. |
| Carry forward of profits | (2) | The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. |
| Division of profits | 108. (1) | Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. |
| Payments in advance | (2) | No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. |
| Dividends to be apportioned | (3) | All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. |
| No member to receive dividend whilst indebted to the Company and Company's right | 109. (1) | The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. |



to reimbursement therefrom		
Retention of dividends		(2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
Dividend how remitted	110.	(1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
Instrument of payment		(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
Discharge to Company		(3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid.
		The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
Receipt of one holder sufficient	111.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
No interest on dividends	112.	No dividend shall bear interest against the Company.
Waiver of dividends	113.	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

Accounts

Inspection by Directors	114.	(1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
Restriction on inspection by members		(2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.

Winding up

Winding up of Company	115.	Subject to the applicable provisions of the Act and the Rules made thereunder –
		a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether



they shall consist of property of the same kind or not.

- b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity and Insurance

Directors and officers right to indemnity

116.

- a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Insurance

- c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

General Power

General power

117.

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.



Name, address, description & occupation of each subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness & his name, address, description & occupation.
LALIT S. KANODIA Samudra Tarang Keluskar Road (N) Bombay 400 028. (S/o. Surajmal Kanodia) Management Consultant	10 (Ten)	Sd/-	Sd/- REZWAN K. MOGRI 106, Embassy Centre, Nariman Point, Bombay - 400 021. (W/o. Khozem Mogri) Executive
ASHA L. KANODIA Samudra Tarang Keluskar Road (N) Bombay 400 028. (w/o. Lalit Kanodia) Business	10 (Ten)	S/d	
	20 (Twenty)		

Place: Bombay
Dated: 17th October 1987



HIGH COURT, BOMBAY

1072628

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY PETITION NO. 890 OF 2008
CONNECTED WITH
COMPANY APPLICATION NO. 1314 OF 2008

Bellona Infotech Private Limited
...Petitioner/Group A First Transferor Company

AND

COMPANY PETITION NO. 891 OF 2008
CONNECTED WITH
COMPANY APPLICATION NO. 1315 OF 2008



Amr Microtronics Private Limited
...Petitioner/Group A Second Transferor Company

AND

COMPANY PETITION NO. 892 OF 2008
CONNECTED WITH
COMPANY APPLICATION NO. 1316 OF 2008

Datamatics Intercon Limited
...Petitioner/Group A Third Transferor Company

AND

COMPANY PETITION NO. 893 OF 2008
CONNECTED WITH
COMPANY APPLICATION NO. 1317 OF 2008

Datamatics Limited
...Petitioner /Group A Fourth Transferor Company

AND

COMPANY PETITION NO. 894 OF 2008
CONNECTED WITH
COMPANY APPLICATION NO. 1318 OF 2008

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HIGH COURT, BOMBAY

1072629

Datamatics Technologies Limited

...Petitioner/Group A Transferee Company

AND

COMPANY PETITION NO. 895 OF 2008

CONNECTED WITH

COMPANY APPLICATION NO. 1319 OF 2008

Datamatics Software Services Limited

...Petitioner Company

AND

COMPANY PETITION NO. 896 OF 2008

CONNECTED WITH

COMPANY APPLICATION NO. 1320 OF 2008



Datamatics Softworld Limited

...Petitioner/Group B First Transferor Company

AND

COMPANY PETITION NO. 897 OF 2008

CONNECTED WITH

COMPANY APPLICATION NO. 1321 OF 2008

Datamatics Software Solutions Limited

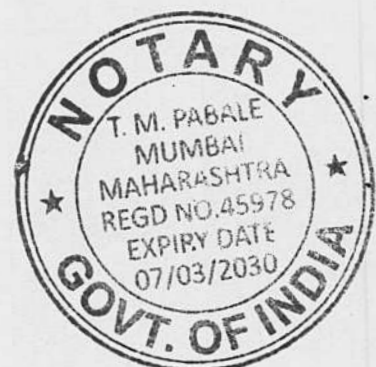
...Petitioner/Group B Second Transferor Company

In the matter of Sections 391 to 394
read with Sections 100 to 104 of the
Companies Act, 1956 (1 of 1956)

AND

In the matter of merger of Bellona
Infotech Private Limited, Sameer
Microtronics Private Limited,

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HIGH COURT, BOMBAY

1072630

Datamatics Interson Limited,
Datamatics Limited

WITH

Datamatics Technologies Limited
AND

In the matter of demerger of export
division of Datamatics Software
Services Limited into Datamatics
Technologies Limited
AND

In the matter of reduction of
preference share capital of
Datamatics Software Services
Limited post demerger
AND

In the matter of merger of
Datamatics Softworld Limited and
Datamatics Software Solutions
Limited

WITH

Datamatics Software Services
Limited post demerger



Ms. Mona Bhilde I/b Daye & Girish & Co., Advocates for the Petitioners

Shri. R. K. Tiwari Official Liquidator, In Company Petition Nos. 890
of 2008 to 893 of 2008, 896 of 2008 and 897 of 2008

Mrs. S. V. Bharucha with Mrs. N. V. Masurkar I/b Shri Mahapatra & Suhas
Sawant for Regional Director in all the Petitions.

CORAM : A.M. KHANWILKAR J.
DATE : 12th December 2008

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HIGH COURT, BOMBAY

1072631

P.C.:

1. Leave to amend the Petition No. 895 of 2008 to annex form of minutes for reduction is granted.
2. Amendment allowed to be carried out during the course of the day.
3. Heard learned counsel for the parties.
4. The sanction of the Court is sought under Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 to a Scheme of Arrangement consisting of, inter alia, merger of Bellona Infotech Private Limited, Sameer Microtronics Private Limited, Datamatics Intercon Limited and Datamatics Limited with Datamatics Technologies Limited, demerger of the export division of Datamatics Software Services Limited into Datamatics Technologies Limited, reduction of the preference share capital of Datamatics Software Services Limited post its demerger and merger of Datamatics Softworld Limited and Datamatics Software Solutions Limited into Datamatics Software Services Limited post its demerger.
5. Counsel appearing on behalf of the Petitioners has stated that the Petitioners have complied with all statutory requirements as per directions of this Hon'ble Court and have filed necessary affidavits of compliance in the Court. Moreover, the Petitioner Companies also undertake to comply with all the statutory requirements, if any, as required under the Companies Act, 1956 and the Rules made thereunder.

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HIGH COURT, BOMBAY

1072632

6. The Regional Director has stated in paragraph 6(a) of his Affidavit that M/s. Datamatics Limited and M/s. Datamatics Technologies Limited were inspected u/s 209 A of the Companies Act, 1956 during the financial years 2005-2006 and 2006-2007 respectively by the Ministry of Corporate Affairs, and that the proposed composite scheme of arrangement and amalgamation may be considered by this Hon'ble High Court without diluting the proposed legal action to be taken by the Registrar of Companies/Ministry of Corporate Affairs in this regard.

As regards the objections raised by the Regional Director in paragraph 6 (a) of his Affidavit, it is directed that the Registrar of Companies/ Ministry of Corporate Affairs is free to take legal action against Datamatics Technologies Limited being Group A Transferee Company and its officers in default in accordance with the relevant provisions of the Companies Act, 1956.



In paragraph 6 (b) of the said affidavit, the Regional Director has stated that as per clause 17.4 of the Scheme, upon the implementation of the Scheme, clause 3 of Memorandum of Association of Datamatics Software Services Limited relating to the main objects of the Company shall, without any further act, instrument or deed be and stand altered and modified and amended pursuant to section 17 and other applicable provisions of the Act, and in this connection Datamatics Software Services Limited may be directed to comply with the provisions of Section 17 of the Companies Act, 1956 in respect of filing necessary forms with the Registrar of Companies.

The Counsel appearing for the Petitioners undertakes on behalf of Petitioners that Datamatics Software Services Limited will comply with the provisions of Section 17 of the Companies Act, 1956 in



HIGH COURT, BOMBAY

1072633

respect of filing necessary forms with the Registrar of Companies.
The said undertaking is accepted.

8. In paragraph 6 (c) of the said affidavit, the Regional Director has stated that as per clause 17.5 of the Scheme, the name of Group A Transferee company being Datamatics Technologies Limited will be changed to "Datamatics Global Services Limited" as a part of the Scheme and as per clause 17.6 of the Scheme, upon demerger, the name of Datamatics Software Services Limited will be changed to "Datamatics Infosolutions Limited" or any other name as may be appropriate and available; and in this connection Group A Transferee Company i.e. Datamatics Technologies Limited, and Datamatics Software Services Limited post its demerger are directed to comply with the provisions of Section 21 of the Companies Act, 1956 with respect to filing of necessary forms with the Registrar of Companies.

The Counsel appearing for the Petitioners undertakes on behalf of Petitioners that Datamatics Technologies Limited and Datamatics Software Services Limited will comply with the provisions of Section 21 of the Companies Act, 1956 in respect of filing necessary forms with the Registrar of Companies. The said undertaking is accepted.

9. Save and except to the extent mentioned above the Regional Director has filed affidavit stating that the Scheme is not prejudicial to the interest of shareholders and creditors and public.
10. The Official Liquidator has filed report in Company Petition Nos. 890 of 2008 to 893 of 2008, 896 of 2008 and 897 of 2008 stating that the affairs of the Transferor Companies have been conducted

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HIGH COURT, BOMBAY

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In a proper manner and that the Transferor Companies may be dissolved.

11. An averment is made in paragraph 59 of Petition No. 895 of 2008 of Datamatics Software Services Limited stating that the reduction of preference capital of Datamatics Software Services Limited, does not involve diminution of liability in respect of unpaid capital nor does it involve payment to any shareholder of any unpaid capital, and that the position of the Creditors of the Petitioner Companies will not be adversely affected. The procedure under Sections 101(2) of the Companies Act, 1956 has been dispensed with vide order dated 29th August, 2008 in Company Application No. 1319 of 2008.



12. Upon perusal of the entire material placed on records, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to any public policy. None of the parties concerned has come forward to oppose the scheme. Moreover, the Regional Director has stated that the Scheme is not prejudicial to the interest of shareholders and creditors and public, and the Official Liquidator has stated that the affairs of the Transferor Companies have been conducted in a proper manner.
13. There is no objection to the Scheme and since all the requisite statutory compliances have been fulfilled, Company Petition Nos. 890 of 2008 to 893 of 2008, 896 of 2008 and 897 of 2008 filed by the Transferor Companies are made absolute in terms of prayer clauses (a) to (f). Company Petition Nos. 894 of 2008 and 895 of 2008 filed by the Transferee Companies are made absolute in terms of prayer clauses (a) to (f).
14. The Petitioner Company in Company Petition No. 894 of 2008 to lodge a copy of this order and the Scheme with the Registrar of

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HIGH COURT, BOMBAY

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Companies, Mumbai and also with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 30 days of obtaining the certified copy and/or an authenticated copy of this Order.

15. The Petitioners in all the Company Petitions to pay costs of Rs.7500/- each to the Regional Director and the Petitioners in Company Petition Nos. 890 of 2008 to 893 of 2008, 896 of 2008 and 897 of 2008 to pay costs of Rs.7500/- each to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from today.
16. Filing and issuance of the drawn up order is dispensed with.
17. All concerned authorities to act on a copy of this order and form of minutes along with Scheme duly authenticated by the Company Registrar, High Court, Bombay.
18. The Petitioner Company in Company Petition No.895 of 2008 to publish notices in the newspapers, i.e. "Free Press Journal" in English and "Maharashtra Times" in Marathi, both having circulation in Mumbai and also in the Maharashtra Government Gazette about registration of Order and minutes of reduction by the concerned Registrar of Companies, Mumbai.

(A.M. KHANWILKARJ.)

TRUE-COPY
M. D. NARVEKAR
M. D. NARVEKAR
COMPANY REGISTRAR
HIGH COURT (M.S.)
BOMBAY

TRUE COPY
ANIL 12/10/08
Section Officer
High Court, Appellate Side
Bombay.

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Datamatics Global Services Limited

Regd. Office :
Knowledge Centre, Plot No. 58, Street No.17, MIDC,
Andheri (East), Mumbai - 400 093. INDIA
Tel. : +91 (22) 6102 0000/1/2 • Fax : +91 (22) 2834 3669
CIN : L72200MH1987PLC045205
www.datamatics.com



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DATAMATICS GLOBAL SERVICES LIMITED HELD ON TUESDAY, SEPTEMBER 23, 2014 AT 11.30 A.M. AT INDIAN MERCHANT CHAMBER HALL, IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI 400 020.

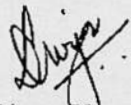
"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion and to settle any question, difficulty or doubt that may arise in this regard;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Certified true copy

For Datamatics Global Services Limited


\$ Divya Kumat

Corporate Head- Legal & Company Secretary



Continuation

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 14**

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act").

The Act is now largely in force with Rules thereon. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal ("Tribunal"). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in articles. Given this position, it is considered expedient to replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The Members attention is invited to certain salient provisions in the new draft AoA of the Company viz:

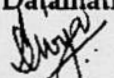
- a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to Manager and Company Secretary;
- e) existing articles have been streamlined and aligned with the Act;
- f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution except to the extent of their shareholding interest, if any, in the Company.

Certified true copy

For Datamatics Global Services Limited


 Divya Kumat

Corporate Head- Legal & Company Secretary



HIGH COURT, BOMBAY

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IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 104 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 3 OF 2016

DATAMATICS SOFTWARE SERVICES LIMITED

.... Petitioner / the Transferor Company 1

And

COMPANY SCHEME PETITION NO. 105 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 4 OF 2016

DATAMATICS VISTA INFO SYSTEMS LIMITED

.... Petitioner / the Transferor Company 2

In the matter of the Companies Act, 1956
(1 of 1956) (or any re-enactment thereof
upon effectiveness of Companies Act,
2013);

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 and other relevant
provisions of the Companies Act 2013;

AND

Datamatics Software Services Limited
("the Transferor Company 1")

AND

Datamatics Vista Info Systems Limited
("the Transferor Company 2")

WITH

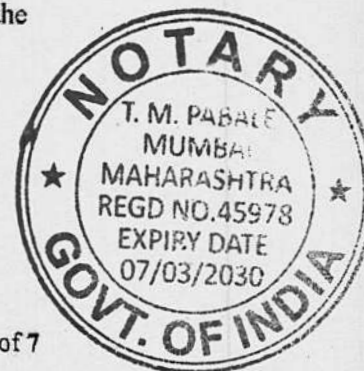
Datamatics Global Services Limited ("the
Transferee Company")

AND

their respective Shareholders



Called for Hearing



Page 1 of 7

HIGH COURT, BOMBAY

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Mr. Rajesh Shah i/b Rajesh Shah & Co., Advocates for Petitioners in both the Company Scheme Petitions.

Mr. Arun Kumar Roy i/b Mr. A. A. Ansari for Regional Director in both the Company Scheme Petitions.

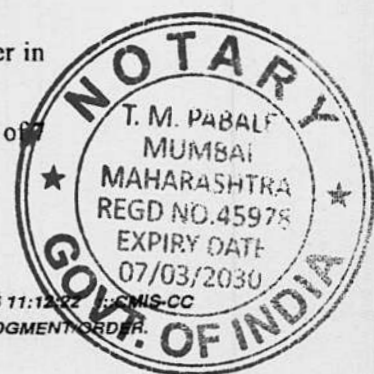
Mr. Vinod Sharma Official Liquidator, present in both the Company Scheme Petitions.

Coram: B. P. Colabawalla, J.

Date: 22nd April, 2016

1. Heard the learned advocate for the Petitioner Companies. No objector has come before the court to oppose the Scheme and nor any party has controverted any averments made in the Petition.
2. The sanction of the Court is sought under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 to the Scheme of Amalgamation of Datamatics Software Services Limited and Datamatics Vista Info Systems Limited with Datamatics Global Services Limited and their respective shareholders.
3. Learned Advocate for the Petitioners states that the Petitioner in Company Scheme Petition No. 104 of 2016 is presently engaged in the business of providing complete data centre, data entry/conversion, data processing services, management consultancy services, IT enabled services and development and maintenance of software and Petitioner in

Page 2 of 7



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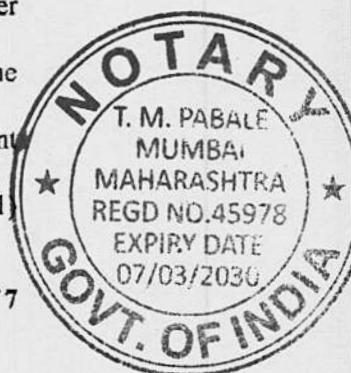
HIGH COURT, BOMBAY

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Company Scheme Petition No. 105 of 2016 is presently engaged in execution of software projects, maintenance contracts and manpower deployment contracts, IT enabled outsourcing services and deals in computer technology, information technology products.

4. The rationale for the merger is that the amalgamation of the Petitioner Companies with the Transferee Company will provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage assets, capabilities, experience and infrastructure of all the companies and further would reduce the managerial overlaps involved in operating multiple entities; ease and increase operational and management efficiency; integrate business functions; eliminate duplication and rationalization of administrative expenses and would also lead to synchronizing of efforts to achieve uniform corporate policy.
5. Learned Advocate for the Petitioner Companies states that both the Petitioner Companies are Directly or Indirectly wholly owned subsidiary of the Transferee Company and after the Scheme being sanctioned, no new shares are required to be issued to the members of the Petitioner Company by the Transferee Company and the entire share capital of the Petitioner Companies will stand cancelled and in view of the judgement of this Court in Mahaamba Investments Limited Vs IDI Limited (2001)

Page 3 of 7



HIGH COURT, BOMBAY

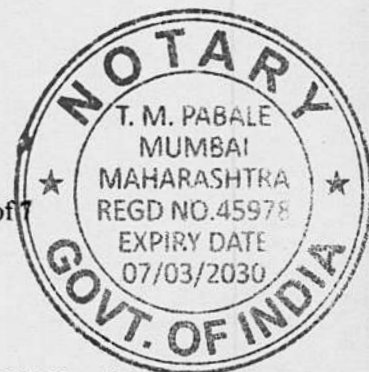
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Company Cases 105, filing of a separate Company Summons for Direction and Company Scheme Petition by Datamatics Global Services Limited, the Transferee Company was dispensed with, by order dated 8th January, 2016 passed in CSD NO. 3 and 4 of 2016.

6. The Petitioner Companies approved the said Scheme by passing Board Resolutions which are annexed to the respective Company Scheme Petitions.
7. The Counsel for the Petitioners state that Petitioner Companies have complied with all directions passed in Company Summons for Directions and that the Scheme has been filed in consonance with the orders passed in respective Company Summons for Directions.
8. The Counsel for the Petitioners further states that the Petitioner Companies have complied with all requirements as per directions of this Court and they have filed necessary affidavits of compliance in the Court. Moreover, Petitioner Companies undertake to comply with all statutory requirements if any, as required under the Companies Act, 1956 / 2013 and the Rules made there under. The said undertaking is accepted.
9. The Regional Director has filed its Affidavit dated 1st April, 2016 stating therein that save and except as stated in paragraph 6 of the said affidavit, it appears that the Scheme is not prejudicial to the interest of shareholders and public.

In paragraph 6, of the said affidavit it is stated that:

Page 4 of 7



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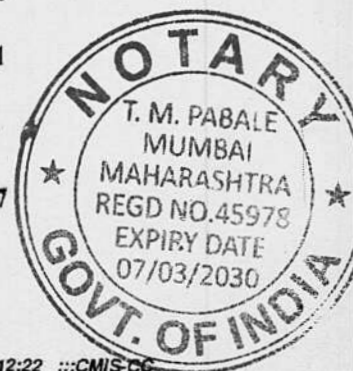
HIGH COURT, BOMBAY

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That the Deponent further submits that, the Tax issue if any arising out of this scheme shall be subject to final decision of Income Tax Authority and approval of the scheme by this Hon'ble High Court may not deter the Income Tax Authority to scrutinize the tax returns filed by the petitioner company after giving effect to the amalgamation. The decision of the Income Tax Authority is binding on the petitioner company.

10. As far as observations made in paragraph 6 of Affidavit of the Regional Director is concerned, the Petitioner Companies on behalf of Transferee Company submits that the Transferee Company is bound to comply with all applicable provisions of the Income Tax Act and all tax issues arising out of the Scheme of Amalgamation will be met and answered in accordance with law.
11. The Learned Counsel for the Regional Director on instructions of Mr. M Chandanamuthu, Joint Director (Legal) in the office of Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai, states that they are satisfied with the submission given by the Petitioner Companies. The said submissions given by the Petitioner Companies are accepted.
12. The Official Liquidator has filed his report on 21st April, 2016 in the Company Scheme Petition No. 104 and 105 of 2016 stating therein that the affairs of the Transferor Company 1 and Transferor Company 2 have been conducted in a proper manner and that the Transferor Company 1 and Transferor Company 2 may be ordered to be dissolved by this Court.

Page 5 of 7



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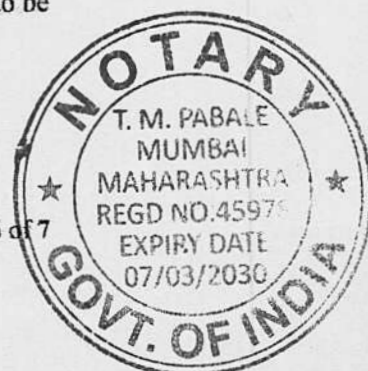
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HIGH COURT, BOMBAY**633031**

13. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.
14. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition No. 104 and 105 of 2016 filed by the Petitioner /Transferor Companies are made absolute in terms of prayer clauses (a) to (c).
15. The Petitioner Companies to lodge a copy of this order and the Scheme, duly authenticated by the Company Registrar, High Court (O.S.), Bombay with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of issuance of Order.
16. The Petitioner/Transferee Companies are directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form INC 28 in addition to physical copy as per the relevant provisions of the Companies Act 1956 / 2013.
17. The Petitioner Companies in both the Company Scheme Petitions to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai and to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from the date of the order.
18. Filing and issuance of the drawn up order is dispensed with.

Page 6 of 7



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HIGH COURT, BOMBAY

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19. All concerned regulatory authorities to act on a copy of this order along with Scheme duly authenticated by the Company Registrar, High Court (O. S.), Bombay.

(B. P. Colabawalla, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

Uploaded by: - Shankar Gawde, Stenographer

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(S. S. AGATE)
I/C. COMPANY REGISTRAR
HIGH COURT (O.S.)
BOMBAY

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M. P. Colabawalla
28/4/16
Section Officer
High Court, Appellate Side
Bombay



Exhibit - F

201

M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.

T : +91 22 3507 4949 E : info@mlbca.in W : www.mlbca.in

INDEPENDENT AUDITOR'S REPORT

To,
The Members of **DATAMATICS GLOBAL SERVICES LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **DATAMATICS GLOBAL SERVICES LIMITED** ("the Company"), which comprise of the Standalone Balance Sheet as at March 31, 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements including a summary of the material accounting policies and other explanatory information ("the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.



M L BHUWANIA AND CO LLP

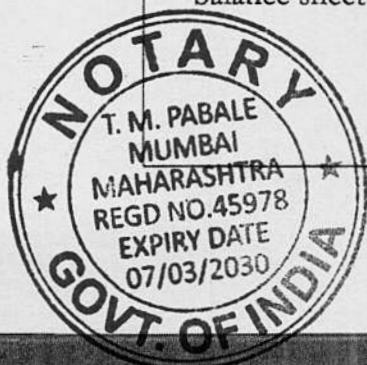
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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
A. Revenue recognition in respect of fixed price contract	
The Company inter alia engages in fixed price contracts, wherein revenue is recognized using the percentage completion method based on the Company's estimate of contract cost. We identified revenue recognition of fixed price contracts as a Key Audit Matter since: • accuracy and existence of revenues and onerous obligations, in respect of fixed price contracts, involve critical estimates. • These estimates have high inherent uncertainty as they require determination of the progress of the contract, costs incurred till date and future costs required to complete the remaining contract and performance obligations. • estimate of costs is a critical estimate to determine the revenues and liability for a contract and these contracts may involve onerous obligations which require critical assessment of future costs. • At the year-end, significant amount of unbilled revenue is recognized on the balance sheet date.	Our audit procedures included discussion with the management to obtain an understanding of the systems, processes and controls implemented by the Company for recording and computing the costs, revenue and other estimates associated with such contracts. Our audit approach was a combination of test of internal controls and substantive procedures which included the following: • We evaluated the design of internal controls relating to recording of costs incurred and estimate of costs required to complete the performance obligations. • We tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevent unauthorised changes to recording of costs incurred. • We selected a sample of contracts and tested the operating effectiveness of the internal controls relating to costs incurred and estimate of costs, through the inspection of performance of these controls. • We selected a sample of contracts and performed a retrospective review of costs incurred with estimate of costs to identify significant variations and verify whether those variations have been considered in estimating the future



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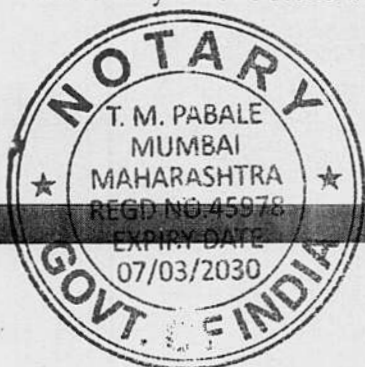
CHARTERED ACCOUNTANTS

	costs required to complete the contract. • We reviewed a sample of contracts with unbilled revenue to identify possible delays in achieving milestones, which require change in estimated costs to complete the remaining performance obligations. • We performed analytical procedures and test of details for reasonableness of incurred and estimated costs.
Key Audit Matter	Auditor's Response
B. Transactions with Related Parties	
The company has material related party transactions during the year. Related party transactions impose limitations on the auditor's ability to obtain audit evidence that all other aspects of related party transactions (other than price) are equivalent to those of a similar arm's length transaction. Further, the nature and complexity of such transactions and the involvement of management with respect to the roles and responsibilities of the entities involved in the transactions, makes it subjective. We identified transactions with related parties as key audit matters.	Our audit procedures on transactions with related parties included the following: • We obtained a comfort letter issued by an independent professional who is in charge of Transfer Pricing matters of the Company which states that the transactions are conducted at arm's length price. • We also reviewed the income tax assessments of earlier years to corroborate whether the methodology adopted by the Company has been accepted by the income tax authorities in previous years. • We also compared the pricing model and other terms of the current agreements with agreements of the previous years.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the standalone financial statements and our Auditors' Report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained



Continuation Sheet.....

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during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report on this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act ("Ind AS"). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

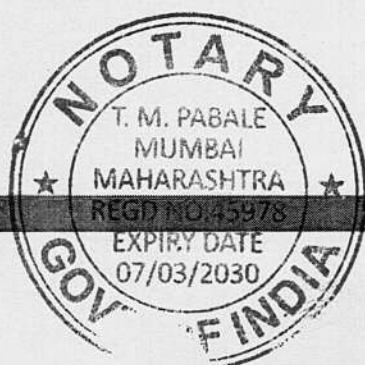
In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Management and Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



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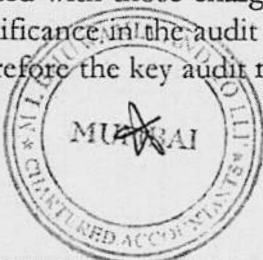
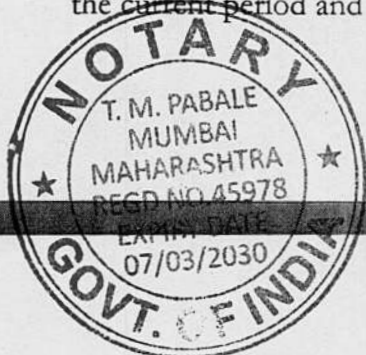
CHARTERED ACCOUNTANTS

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our



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CHARTERED ACCOUNTANTS

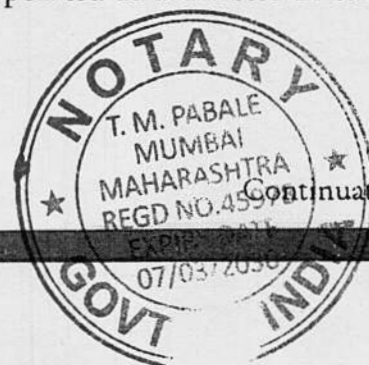
auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

Attention is invited to Note No. 5 of the Standalone Financial Statements for the year ended March 31, 2026 which states that the Company has investments in Preference Shares amounting to Rs 11.51 crore and investment in perpetual debentures amounting to Rs 36.14 crore in its step-down subsidiary as on March 31, 2026. The said subsidiary has a negative net worth of Rs. 26.47 crore as on March 31, 2026. As per the Management, the said step-down subsidiary is engaged in RPA business & is at growth stage and has started generating profit and keeping in mind the business prospect, Management is confident of turning around this step-down subsidiary in the near future and hence, no provision for investments has been considered necessary by the Management. Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid standalone financial statements have been kept by the Company so far as it appears from our examination of those books.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including (Other Comprehensive Income) the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015.
 - e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.



Continuation Sheet.....

M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, please refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

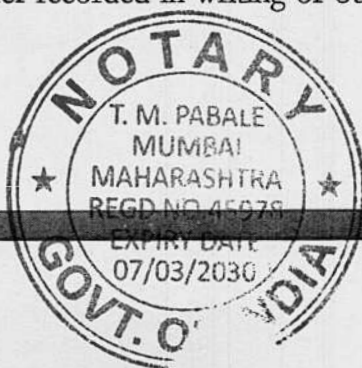
i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note No. 44 to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company



Continuation Sheet.....

M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. As stated in Note 39(b) and Note 55 to the financial statements
 - a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination which included test checks, the company, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W / W100197

Ashishkumar Bairagra

Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931ZFMCA5258

Place: Mumbai
Date: 21st May 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the standalone financial statements of **DATAMATICS GLOBAL SERVICES LIMITED** for the year ended March 31, 2026.

On the basis of the records produced before us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the Company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year, and no material discrepancies were noticed between the book records and the physical verification.
- (c) Based on our examination, we report that the title of all the immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company, other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) as amended and rules made thereunder.
- (ii) (a) During the year, physical verification of the inventory has been conducted at reasonable intervals and in our opinion the coverage and procedure of such verification is appropriate. No discrepancies were noticed during physical verification.

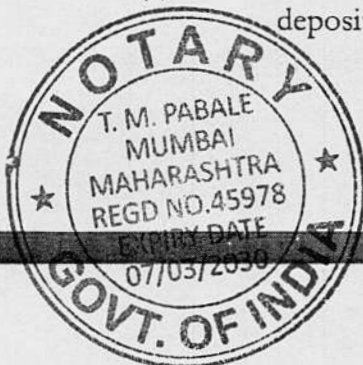


Continuation Sheet.....

M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets during the year and the quarterly returns or statements filed by the company with such banks are in agreement with the books of accounts of the company. There was no sanctioned working capital limit from financial institutions during the year.
- (iii) The Company has made investments but has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- (b) In our opinion, the investments made, during the year are, *prima facie*, not prejudicial to the Company's interest. The Company has not granted any loans or advances in the nature of loans and has not provided guarantee or security to any other entity.
- (c) There are no loans or advances in the nature of loans outstanding during the year, and hence reporting under clause 3(iii)(c) of the order is not applicable.
- (d) There are no amount of loans or advances in the nature of loans, which are overdue for more than ninety days, and hence reporting under clause 3(iii)(d) of the order is not applicable.
- (e) There are no loans or advances in the nature of loans granted which have fallen due during the year and have been renewed or extended or fresh loan granted to settle the overdue of the existing loans given to the same party, and hence reporting under clause 3(iii)(e) of the order is not applicable.
- (f) The Company has not provided any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year and hence reporting under clause 3(iii)(f) of the order is not applicable.
- (iv) The Company has complied with the provisions of Section 186 of the Act in respect of investments made and no loans given, guarantee or security given during the year covered by the provisions of Section 186. Section 185 of the Act is not applicable as there were no loans given, securities and guarantees provided during the year, covered by Section 185 of the Act.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits, and hence reporting under clause 3(v) of the Order is not applicable.



M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

(vi) The Central Government has not prescribed maintenance of cost records for the Company under sub section (1) of Section 148 of the Act, and hence reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom, Cess, and other statutory dues to the appropriate authorities. The Company does not have any liabilities in respect of statutory dues such as Sales Tax, Service Tax, duty of Excise and Value Added Tax, as these were subsumed under GST with effect from July 01, 2017

There were no undisputed amounts payable in respect to the above statutory dues in arrears as at March 31, 2026, for a period of more than six months from the date they became payable.

(b) There were no statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute except as mentioned below:

Sr. No.	Name of the Statute	Nature of the dues	Financial Year to which it relates	Forum where the dispute is pending	Rs. in crores
1	Income Tax Act, 1961	Income Tax	2022-23	Dispute Resolution Panel	1.56

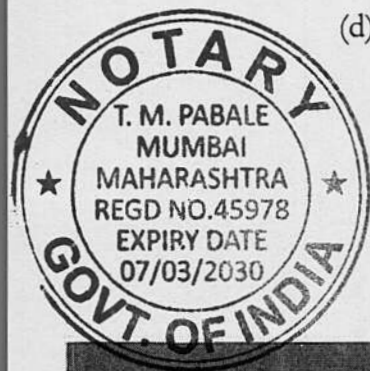
(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year, and hence reporting under clause 3(ix)(c) of the Order is not applicable.

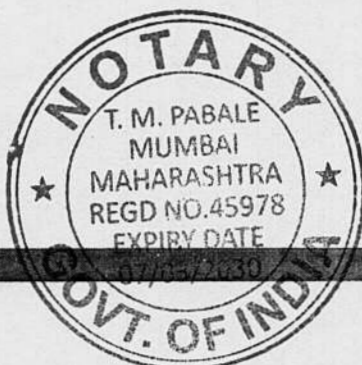
(d) On an overall examination of the financial statements of the Company, no funds have been raised on short-term basis and hence, reporting under clause 3 (ix) (d) of the order is not applicable.



Continuation Sheet.....

M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

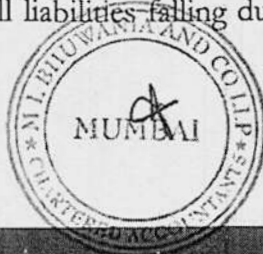
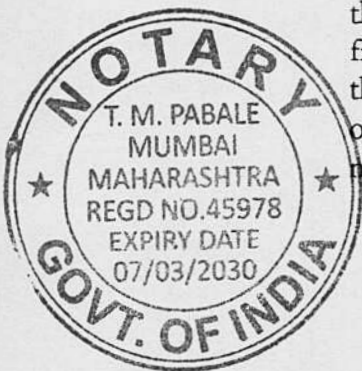
- (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not hold any investment in any associate or joint venture during the year ended March 31, 2026.
- (f) The Company has not raised any loans during the year on pledge of securities held in its subsidiaries during the year. The Company does not hold any investment in any associate or joint venture during the year ended March 31, 2026.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and through term loans during the year, and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally), and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rule, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As per the information provided to us, there are no whistle-blower complaints received by the Company during the year (and up to the date of this report), hence reporting under clause 3 (xi) (c) of the Order is not applicable to the Company
- (xii) The Company is not a Nidhi Company, and hence reporting under clause 3(xii) of the Order is not applicable
- (xiii) According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.



M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) (a) The Company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934, and hence reporting clause 3(xvi) (a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities, hence reporting under clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) In our opinion and as per the information provided to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and hence reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the current year and in immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from



M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act, and hence reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) The amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W / W100197

Ashishkumar Bairagra

Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931ZFMCAT5258

Place: Mumbai
Date: 21st May 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report on the standalone financial statements of the Company for the year ended March 31, 2026.

Opinion

We have audited the internal financial controls over financial reporting of **DATAMATICS GLOBAL SERVICES LIMITED** ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, to the best of our knowledge and according to the information and explanations provided to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.



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M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

Auditors' Responsibility

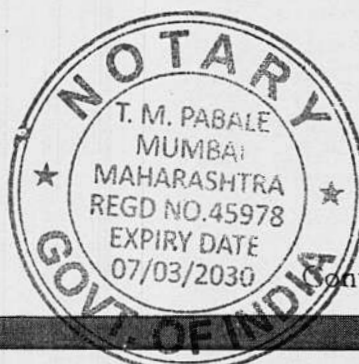
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



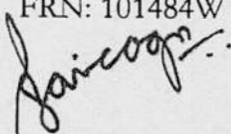
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M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W / W100197



Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931ZFMCAT5258

Place: Mumbai
Date: 21st May 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Datamatics Global Services Limited
 Standalone Financial statements as at and for the year ended March 31, 2026
 CIN L72200MH129877LC045205

Balance Sheet as at March 31, 2026

Particulars	Notes	March 31, 2026	March 31, 2025
(INR in Crores)			
ASSETS			
Non-current assets			
Property, plant and equipment	3	58.07	63.85
Capital work-in-progress	3	8.78	-
Goodwill	4	28.70	28.70
Other intangible assets	4	0.59	1.29
Right-to-use assets	4	20.05	0.43
Intangible assets under development	4	0.70	-
Financial assets			
i. Investments	5	532.09	513.13
ii. Other financial assets	6	78.58	72.24
Deferred tax assets (Net)	7	18.26	11.69
Non-current tax assets (Net)	8	12.92	10.72
Other non-current assets	9	7.35	0.77
Total non-current assets		766.09	702.82
Current assets			
Inventories	10	4.07	-
Financial assets			
i. Investments	11	89.65	68.70
ii. Trade receivables	12	103.95	108.54
iii. Cash and cash equivalents	13	21.65	42.06
iv. Bank balances other than (iii) above	14	11.82	10.05
v. Loans	15	0.03	0.06
vi. Other financial assets	16	101.17	98.85
Current tax assets (Net)	17	3.80	7.74
Other current assets	18	15.95	21.92
Total current assets		352.09	357.96
Total Assets		1,118.18	1,060.78
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19(a)	29.55	29.55
Other equity	19(b)	269.46	824.72
Total equity		899.01	854.27
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Lease liabilities	20	17.63	-
ii. Other financial liabilities	21	0.98	22.18
Provisions	22	60.32	40.78
Total non-current liabilities		78.93	62.96
Current liabilities			
Financial liabilities			
i. Lease liabilities	23	3.57	0.51
ii. Trade payables	24	-	-
Total outstanding dues of Micro enterprises and small enterprises		1.65	1.23
Total outstanding dues of creditors other than Micro enterprises and small enterprises		80.93	68.12
iii. Other financial liabilities	25	24.32	34.37
Other current liabilities	26	17.54	31.72
Provisions	27	11.11	7.60
Current tax liabilities	28	1.12	-
Total current liabilities		140.24	143.55
Total liabilities		219.17	206.51
Total Equity and Liabilities		1,118.18	1,060.78

The accompanying notes forming an integral part of the standalone financial statements

As per our attached report of even date
 for M L BHUWANIA AND CO LLP
 Chartered Accountants
 Firm Registration No. 101484W/W1C0157

Ashishkumar Bairagra
 Partner
 Membership No. 109951

Place : Mumbai
 Dated : May 21, 2026

For and on Behalf of the Board

Dr. Lalit S. Kanodia
 Chairman
 DIN 00008050
 Divya Kumar
 EVP, Chief Legal Officer
 & Company Secretary

Rahul L. Kanodia
 Vice Chairman & CEO
 DIN 00075801

Ankush Akar
 EVP, Chief Financial Officer



F-11, 3rd Floor, Manek Mahal,
 90, Veer Nariman Road, Churchgate,
 Mumbai - 400 020, India.

Datamatics Global Services Limited
Standalone Financial statements as at and for the year ended March 31, 2026
CIN L72200MH1987PLC045205

Statement of Profit and Loss for the year ended March 31, 2026

(INR in Crores)			
Particulars	Note	March 31, 2026	March 31, 2025
Revenue from Operations	29	672.14	710.52
Other Income	30	57.79	42.20
Total Income		729.93	752.72
Expenses			
Purchase of IT Products and Licenses	31	2.56	3.34
Employee Benefit Expenses	32	446.39	505.36
Finance Costs	33	1.92	2.94
Depreciation and Amortisation Expenses	34	9.76	8.92
Other Expenses	35	148.91	161.70
Total expenses		609.54	682.26
Profit before exceptional items and tax		120.39	70.46
Exceptional items	36	(11.37)	(3.12)
Profit before tax		109.02	67.34
Tax expense			
- Current tax	7(a)	22.78	12.51
- Deferred tax	7(a)	(3.19)	(0.53)
Total tax expense		19.59	11.98
Profit for the year		89.43	55.36

Statement of other comprehensive income (OCI) for the year ended March 31, 2026

(INR in Crores)			
Particulars	Note	March 31, 2026	March 31, 2025
Items that will not be reclassified to profit or loss			
Actuarial gains and losses		(6.27)	(8.40)
Changes in fair value of FVOCI instruments		0.41	1.98
Tax relating to above		1.58	2.11
		(4.28)	(4.31)
Items that will be reclassified to profit or loss			
Deferred gains/ losses on cash flow hedge		(7.16)	(0.51)
Tax relating to above		1.80	0.13
		(5.36)	(0.38)
OCI for the year		(9.64)	(4.69)
Total comprehensive income for the year		79.79	50.67
Earnings per Equity Share (of Rs. 5 each)	43	15.13	9.37
- Basic (In Rs.)			
- Diluted (In Rs.)			

The accompanying notes forming an integral part of the standalone financial statements

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No. 109931

Place : Mumbai
Dated : May 21, 2026

For and on behalf of the Board

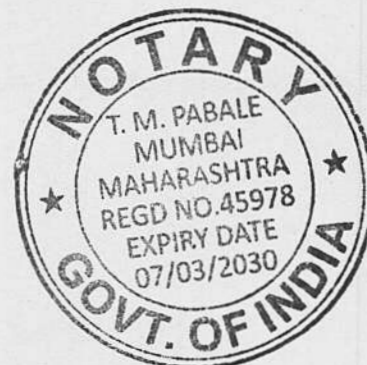
Dr. Lalit S. Kanodia
Chairman
DIN 00008050

Divya Kumst
EVP, Chief Legal Officer
and Company Secretary

Rahul L. Kanodia
Vice Chairman & CEO
DIN 00075801

Ankush Akar
EVP, Chief Financial Officer

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



Statement of changes in equity for the year ended March 31, 2026

A. Equity share capital	
Particulars	(INR in Crores)
As at March 31, 2024	29.50
Changes in equity share capital	0.05
As at March 31, 2025	29.55
Changes in equity share capital	-
As at March 31, 2026	29.55

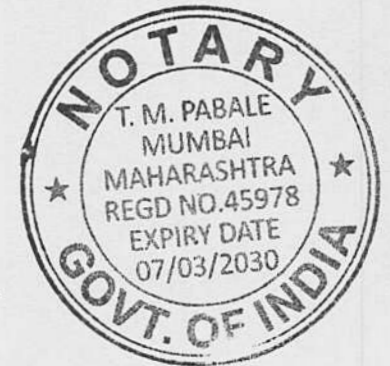
B. Other equity

	Reserves and surplus			Other comprehensive income			Total other equity
	Securities premium	PSOP Reserve	Retained earnings	General reserve	Equity investments	Actuarial gains and losses	Cash flow hedging reserve
As at March 31, 2024	91.53	5.30	553.80	139.75	18.20	(8.40)	0.21
Profit for the year	-	-	55.36	-	-	-	-
PSOP Provision	-	3.18	-	-	-	-	-
PSOP Paid	3.00	(3.00)	-	-	-	-	-
Other comprehensive income	-	-	-	-	1.98	(6.29)	(0.38)
Dividends paid by the Company	-	-	(29.51)	-	-	-	-
As at March 31, 2025	94.53	5.48	579.65	139.75	20.18	(14.69)	(0.17)
Profit for the year	-	-	89.43	-	-	-	-
PSOP Provision reversed	-	(5.48)	-	-	-	-	-
Other comprehensive income	-	-	-	-	0.41	(4.69)	(5.36)
Dividends paid by the Company	-	-	(29.55)	-	-	-	-
As at March 31, 2026	94.53	-	639.53	139.75	20.59	(19.38)	(5.53)

As per our attached report of even date
For M L BHUWANIA AND CO LLP

Chartered Accountants

Firm Registration No. 101484W/W100197



Ashishkumar Bairaga
Partner
Membership No. 109931



Place : Mumbai
Dated : May 21, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
DIN 00008050

Dr. Lalit S. Kanodia
Vice Chairman & CEO
DIN 00075801

Divya Kumal
EVP, Chief Legal Officer
and Company Secretary

Ankush Akar
EVP, Chief Financial Officer

DATAFATICS GLOBAL SERVICES LIMITED
CIN L72200MH1987PLC045205

Standalone Cash flow statement for the year ended March 31, 2026

	(INR in Crores)	
	March 31, 2026	March 31, 2025
A. Cash flow from operating activities		
Profit before tax	109.02	67.34
Adjustments for:		
Depreciation and amortisation expense	9.76	8.92
Allowance for doubtful debts & advances/(written back)	(2.67)	1.92
Provision no longer required, written back	(0.02)	(0.03)
Investment written off	-	0.03
Sundry balance written off / (back) (net)	(0.16)	(0.13)
Unrealised foreign exchange (gain) / loss	1.70	1.11
(Profit) / loss on sale Property, Plant and Equipment (net)	0.08	(0.09)
Employee stock option expenses	(4.13)	2.12
Property, Plant and Equipment written off	0.02	-
Interest expense	1.36	2.41
Fair value changes in financial liabilities	(5.95)	(0.14)
Unrealised gain on fair value of financial assets	(3.98)	(0.92)
Profit on sale of investments (net)	(5.95)	(7.79)
Dividend Income	(29.08)	(20.08)
Interest Income	(12.28)	(12.39)
Operating profit before working capital changes	57.69	42.28
Adjustments for:		
(Increase) / decrease in trade receivables	8.44	(4.76)
(Increase) / decrease in loans	0.03	0.10
(Increase) / decrease in other financial and non-financial assets	(6.14)	(25.65)
(Increase) / decrease in inventories	(4.07)	-
Increase / (decrease) in trade payables	11.73	15.29
Increase / (decrease) in other financial and non-financial liabilities	2.64	15.35
Cash generated from operations	70.32	42.61
Direct taxes paid (net)	(19.80)	(17.40)
Net cash flow from operating activities (A)	50.52	25.21
B. Cash flow from investing activities		
Purchase of fixed assets / capital work-in-progress/capital advances	(17.48)	(5.29)
Sale of fixed assets including assets held for disposal	0.45	3.06
Investment in subsidiaries/ acquisition of subsidiary	(33.93)	(111.18)
(Purchase) / Sale of investments (net)	(29.58)	92.41
Dividend received from others	0.20	0.19
Dividend received from subsidiaries companies	28.88	19.89
Interest received	11.37	11.01
Net cash flow used in investing activities (B)	(40.11)	20.09
C. Cash flow from financing activities		
Payment of Lease Liabilities	(1.28)	(0.70)
Issue of share capital (PSOP)	-	0.05
Dividend paid	(29.55)	(29.51)
Net cash flow used in financing activities (C)	(30.83)	(30.16)
Net cash flow during the year (A+B+C)	(20.41)	15.14
Cash and cash equivalents at the beginning of the year	42.06	26.92
Net cash and cash equivalents at the end of the year (Refer Note No 13)	21.65	42.06

1. Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

2. Cash and cash equivalents at the end of the year.

	(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025
Cash and cash equivalents		
Balances with bank:		
- In Current Account	21.64	24.78
- In Deposit Account	-	17.27
Cash on hand	0.01	0.01
Total Cash and cash equivalents	21.65	42.06

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W/W100197

Ashishkumar Baidra
Partner
Membership No. 109931

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
DIN 0008050

Divya Kumet
EVP, Chief Legal Officer
and Company Secretary

Rahul L. Kanodia
Vice Chairman & CEO
DIN 00075801

Ankush Akar
EVP, Chief Financial Officer

Place : Mumbai
Dated : May 21, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



DATAMATICS GLOBAL SERVICES LIMITED
Notes Forming part of the Standalone Financial Statements

Note 1: General Information

Datamatics Global Services Limited (DGSL) having CIN L72200MH1987PLC045205 was incorporated on November 3, 1987 as Interface Software Resources Private Limited. The name of the Company was changed to Datamatics Technologies Private Limited on December 18, 1992. On December 27, 1999, the Company converted itself from a Private Limited Company into a Public Limited Company and the name of the Company was changed to Datamatics Technologies Limited on January 13, 2000. The name of the Company was changed from "Datamatics Technologies Limited" to "Datamatics Global Services Limited" (DGSL) with effect from January 17, 2009. The Company is incorporated in Maharashtra, India and is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

Datamatics with its AI-first approach enables enterprises to go Deep in Digital to boost their productivity, customer experience, and competitive advantage. Datamatics' portfolio spans across three pillars of Digital Technologies, Digital Operations, and Digital Experiences. It has established products in Intelligent Document Processing, Robotic Process Automation, AI/ML models, Smart Workflows, Business Intelligence, and Automatic Fare Collection. Datamatics caters to a diverse global clientele across Banking, Financial Services, Insurance, Manufacturing and Logistics.

Note 2: Material Accounting Policies

a) Basis of Preparation of Financial Statements:

i) Compliance with Ind AS

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

The financial statements were approved by the Company's Board of Directors and authorised for issue on May 21, 2026.

ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- * certain financial assets and liabilities (including derivative instruments) which is measured at fair value;
- * defined benefit plans – plan assets measured at fair value

iii) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to measurement of fair values. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds and forward contracts that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration.

b) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amounts of the assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the year in which the results are known / materialized.

c) Foreign currency translation

i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

ii) Transactions and balances

Transactions in foreign currency are recorded at the rates of exchange prevailing at the date of the transactions.

Monetary items denominated in foreign currencies at the balance sheet date are translated at the exchange rates prevailing at the balance sheet date. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Any income or expense on account of exchange difference either on settlement or on translation at the balance sheet date is recognised in the Statement of Profit and Loss in the year in which it arises.

d) Revenue recognition

Revenue from services is recognised based on time and material and billed to the clients as per the terms of the contract.

Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.

In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ("POC method") of accounting with contract cost incurred determining the degrees of completion of the performance obligation.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer.

Revenue from subsidiaries is recognised based on transaction price of services which is at arm's length.

The billing schedules agreed with customers include periodic performance-based billing and / or milestone based progress billings. Revenues in excess of billing are classified as unbilled revenue while billing in excess of revenues are classified as contract liabilities (which we refer to as "unearned revenues").

e) Income tax

Tax expense comprise of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Current income taxes

The current tax expense include income tax expense payable by the company. Advance taxes and provision for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in same tax jurisdictions.

Deferred tax

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



DATAMATICS GLOBAL SERVICES LIMITED
Notes Forming part of the Standalone Financial Statements

f) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

g) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from date of purchase to be cash equivalents.

h) Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

i) Inventories

Inventories are valued at lower of cost and net realizable value. Cost is determined using first-in-first out (FIFO) method. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

j) Trade receivables

Trade receivables that do not contain a significant financing component are measured at transaction price and trade receivables that contain a significant financing component are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

k) Investments and other financial assets

i) Classification

The company classifies its financial assets in the following measurement categories:

- * those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- * those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The company reclassifies debt investments when and only when its business model for managing those assets changes.

ii) Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest

Debt Instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

* **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

* **Impairment of Investment in subsidiary:** The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently, when there is indication for impairment. If the recoverable amount is less than carrying amount, the impairment loss is accounted for.

* **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity Instruments

The company subsequently measures all equity investments at fair value (except investment in subsidiaries and joint venture which are at amortised cost). Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.



DATAMATICS GLOBAL SERVICES LIMITED
Notes Forming part of the Standalone Financial Statements

iii) **Impairment of financial assets**

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 38 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

iv) **Derecognition of financial assets**

A financial asset is derecognised only when

- * The company has transferred the rights to receive cash flows from the financial asset or
- * retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

v) **Income recognition**

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company, and the amount of the dividend can be measured reliably.

ij) **Derivatives and hedging activities**

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. Such forward contracts are utilised against the inflow of funds under firm commitments. The Company does not use the forward contract for speculative purposes. The Company designates these hedging instruments as cash flow hedge. The use of hedging instruments is governed by the Company's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

Hedging instruments are initially measured at fair value and are remeasured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised in other comprehensive income and the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the Statement of Profit and Loss as they arise.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in Other comprehensive income is retained until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in other comprehensive income is transferred to the Statement of Profit and Loss for the year.

m) **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

n) **Property, Plant and Equipment**

Property, Plant and Equipment are valued at cost, except for certain Property, Plant and Equipment which have been stated at revalued amounts as determined by approved independent valuer, after reducing accumulated depreciation until the date of the balance sheet. Direct costs are capitalised until the assets are ready to use and include financing costs relating to any specific borrowing attributable to the acquisition of fixed assets. Capital work-in-progress includes assets not put to use before the year end.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided on the Straight Line Method except for leasehold land, leasehold premises and freehold land as per the useful life and in the manner prescribed in Schedule II to Companies Act, 2013. Leasehold Premises is amortized on the Straight Line Method over the period of 30 years and Leasehold Land is amortized on the Straight Line Method over the period of 75 years.

o) **Intangible assets**

i) **Goodwill**

Goodwill on merger of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Company's of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Company's of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

ii) **Trademarks, copyrights and other rights**

Separately acquired Trademarks and copyrights are shown at historical cost. Trademarks, copyrights and non-compete acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.



DATAMATICS GLOBAL SERVICES LIMITED
Notes Forming part of the Standalone Financial Statements

iii) **Computer software**

The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

iv) **Other intangible assets**

Other intangible assets that do not meet the criteria in (i) to (iii) above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

v) **Amortisation methods and periods**

The company amortises intangible assets with a finite useful life using the straight-line method as following :

Particulars	Useful Life
Computer Software	3 years
Non-Compete Fees	5 years
Copy Rights	3 years
Trade Mark	3 years
Other Intangible assets	2 years

p) **Trade and other payables**

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

q) **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

r) **Borrowing costs**

Borrowing costs, which are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised as a part of the cost of the assets. Other borrowing costs are recognised as expenses in the year in which they are incurred.

s) **Provision, Contingent Liabilities and Contingent Assets**

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

Contingent assets are neither recognised nor disclosed.

t) **Employee benefits**

i) **Defined Contribution Plan**

Contribution to defined contribution plans are recognised as expense in the Statement of Profit and Loss, as they are incurred.

ii) **Defined Benefit Plan**

Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method with actuarial valuation being carried out as at Balance Sheet date. Actuarial gains / losses are recognised immediately in the Statement of Profit and Loss. Long-term compensated absences are provided for based on actuarial valuation.

iii) **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

iv) **Performance Based Employee Stock Option Plan**

The Company recognizes compensation expenses relating to share-based payments in net profit based on estimated fair value of the awards on the grant date. The estimated fair value of awards is recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in substance. The entitlement of award which depends on the various parameters will be reviewed on annual basis.

u) **Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.



DATAMATICS GLOBAL SERVICES LIMITED
Notes Forming part of the Standalone Financial Statements

v) **Earnings per share**

In determining Earnings per Share, the Company considers the net profit attributable to company's owners. The number of shares used in computing basic Earnings per Share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted Earnings per Share comprises the weighted average shares considered for deriving basic Earnings per Share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

w) **Recent Indian Accounting Standards (Ind AS)**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 - The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform - Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax. The Company has no impact of these amendments in its top-up taxes are recognized as current tax expenses.



Notes 3 - Property, plant and equipment

Particulars	(INR in Crores)											Capital work-in-progress
	Land	Leasehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Air Conditioners	Electrical Fittings	Leasehold Improvements	
Carrying cost As at March 31, 2024	8.71	27.02	17.59	1.38	7.65	5.82	2.25	34.74	3.57	3.83	9.36	121.93
Additions**	-	-	-	0.00	0.28	0.77	0.63	2.58	0.01	-	-	4.27
Transfer	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/other adjustments	-	-	-	-	-	(0.01)	-	(0.13)	(0.05)	-	-	(0.20)
Carrying cost As at March 31, 2025	8.71	27.03	17.59	1.38	7.93	6.58	2.88	37.19	3.53	3.83	9.36	126.01
Additions	-	-	-	-	0.03	0.85	0.12	0.25	0.04	-	-	1.29
Transfer	-	-	-	-	-	-	-	-	-	-	-	8.78
Disposals/other adjustments	-	-	-	-	(0.18)	(1.32)	(0.04)	(0.07)	-	-	-	(1.61)
Carrying cost As at March 31, 2026	8.71	27.03	17.59	1.38	7.78	6.11	2.96	37.37	3.57	3.83	9.36	125.70
												8.78

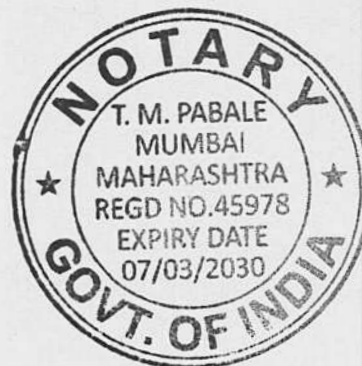
(INR in Crores)

Particulars	(INR in Crores)												
	Land	Leasehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Air Conditioners	Electrical Fittings	Leasehold Improvements	Total	Capital work-in-progress
Accumulated depreciation As at March 31, 2024	-	3.71	3.05	0.48	5.79	2.87	1.54	27.78	2.86	3.38	3.31	54.77	-
Depreciation charge during the year	-	0.46	0.36	0.07	0.52	0.65	0.20	4.30	0.22	0.22	0.57	7.56	-
Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/other adjustments	-	-	-	-	-	-	-	(0.13)	(0.05)	-	-	(0.17)	-
Accumulated depreciation As at March 31, 2025	-	4.17	3.40	0.55	6.31	3.52	1.74	31.95	3.03	3.59	3.87	62.15	-
Depreciation charge during the year	-	0.46	0.36	0.65	0.47	0.64	0.26	2.83	0.19	0.17	0.51	6.53	-
Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/other adjustments	-	-	-	-	(0.16)	(0.81)	(0.02)	(0.07)	-	-	-	(1.06)	-
Accumulated depreciation As at March 31, 2026	-	4.63	3.76	1.20	6.62	3.34	1.98	34.71	3.22	3.76	4.38	67.61	-
Net carrying amount as at March 31, 2026	8.71	22.40	13.83	0.18	1.16	2.78	0.98	2.66	0.35	0.07	4.97	58.07	8.78
Net carrying amount as at March 31, 2025	8.71	22.86	14.18	0.83	1.61	3.06	1.14	5.24	0.51	0.24	5.48	63.85	-

* Capital work-in-progress ageing schedule for the year ended March 31, 2026 and March 31, 2025 is as follows:

Particulars	(INR in Crores)			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress (31/03/2026)	8.78	-	-	-
Furniture & Fixtures	0.99	-	-	-
Leasehold Improvements	0.95	-	-	-
Electrical Fittings	0.54	-	-	-
Plant & Equipment	0.62	-	-	-
Office Equipments	1.30	-	-	-
Computers	1.99	-	-	-
Air Conditioners	2.40	-	-	-
Projects in progress (Previous Year 31/03/2025)	-	-	-	-

** Less than Rs. 1 Crores.



Datamatics Global Services Limited
Standalone Financial statements as at and for the year ended March 31, 2026

Note 4 - Intangible assets

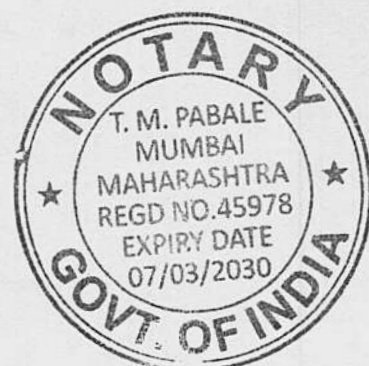
Particulars	(INR in Crores)							Intangible assets under development*
	Other Intangibles	Computer Softwares	Non-Compete Fees	Copy Rights	Trade Mark	Total	Right to Use Assets- Office Premises	
Carrying cost As at March 31, 2024	5.36	17.79	2.97	0.84	0.17	27.12	13.25	-
Additions	-	1.03	-	-	-	1.03	0.03	-
Disposals	-	-	-	-	(0.05)	(0.05)	-	-
Carrying cost As at March 31, 2025	5.36	18.82	2.97	0.84	0.12	28.11	13.28	-
Additions	-	-	-	-	-	-	22.15	0.70
Disposals	-	-	-	-	-	-	-	-
Carrying cost As at March 31, 2026	5.36	18.82	2.97	0.84	0.12	28.11	35.43	0.70

Particulars	(INR in Crores)							Capital work-in-progress
	Other Intangibles	Computer Softwares	Non-Compete Fees	Copy Rights	Trade Mark	Total	Right to Use Assets- Office Premises	
Accumulated amortisation and impairment As at March 31, 2024	5.34	16.81	2.97	0.84	0.17	26.12	12.25	-
Amortisation charge during the year	0.02	0.74	-	-	-	0.76	0.60	-
Disposals	-	-	-	-	(0.05)	(0.05)	-	-
Accumulated amortisation and impairment As at March 31, 2025	5.36	17.55	2.97	0.84	0.12	26.82	12.85	-
Amortisation charge during the year	-	0.70	-	-	-	0.70	2.53	-
Disposals	-	-	-	-	-	-	-	-
Accumulated amortisation and impairment As at March 31, 2026	5.36	18.25	2.97	0.84	0.12	27.52	15.38	-
Net carrying amount as at March 31, 2026	-	0.59	-	-	-	0.59	20.05	0.70
Net carrying amount as at March 31, 2025	-	1.29	-	-	-	1.29	0.43	-

*Intangible assets under development ageing schedule for the year ended March 31, 2026 and March 31, 2025 is as follows:

Particulars	Less than 1 year				2-3 years		More than 3 years		Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Intangible assets under development (31/03/2026)	0.70	-	-	-	-	-	-	-	0.70
Computer Softwares	0.70	-	-	-	-	-	-	-	0.70

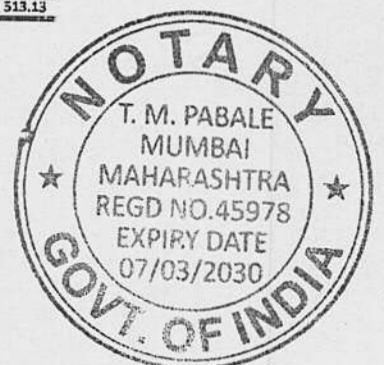
Intangible assets under development (31/03/2025)



Datamatics Global Services Limited
Standalone Financial statements as at and for the year ended March 31, 2026

Note 5 - investments (Non-current)

Particulars	(INR in Crores)	
	March 31, 2026	March 31, 2025
Quoted		
Investment in equity instruments (fully paid-up) (at FVOCI)		
27,468 (P.Y. 27,468) fully paid Equity Shares of Rs. 2 each of Wipro Limited*	0.52	0.72
800 (P.Y. 800) fully paid Equity Shares of Rs. 5 each of Mahindra and Mahindra Limited	0.24	0.21
8,998 (P.Y. 8,998) fully paid Equity Shares of Rs. 10 each of Coal India Limited	0.41	0.36
68,918 (P.Y. 68,918) fully paid Equity Shares of Rs. 10 each of Powergrid Corporation	2.04	2.00
5,000 (P.Y. 5,000) fully paid Equity Shares of Rs. 2 each of Axis Bank Limited	0.58	0.55
1,800 (P.Y. 1,800) fully paid Equity Shares of Rs. 2 each of Larsen and Toubro Limited	0.63	0.63
35,200 (P.Y. 35,200) fully paid Equity Shares of Rs. 10 each of Global Offshore Services Limited	0.12	0.33
11,000 (P.Y. 11,000) fully paid Equity Shares of Rs. 10 each of Indian Bank Limited	0.93	0.60
3,000 (P.Y. 3,000) fully paid Equity Shares of Rs. 1 each of SBI Bank	0.29	0.23
5,560 (P.Y. 2,760) fully paid Equity Shares of Rs. 1 each of HDFC Bank Limited	0.41	0.51
7,620 (P.Y. 762) fully paid Equity Shares of Rs. 2 each of Bajaj Finance Limited	0.61	0.68
Investment in equity instruments (fully paid-up)		
In subsidiaries - Wholly Owned - Unquoted (at amortized cost)		
1,000 (P.Y. 1,000) no par value common stock in Datamatics Global Services Inc.	64.43	64.43
20,000 (P.Y. 20,000) equity shares of Datamatics Infotech Limited of GBP 1 each	0.17	0.17
50,000 (P.Y. 50,000) equity shares of Datamatics Global Technologies AG of CHF 1 each	0.23	0.23
50,000 (P.Y. 50,000) equity shares of Datamatics Global Services Pty Limited of AUD 1 each	0.15	0.16
50 (P.Y. 50) equity shares of Datamatics Technologies FZ LLC of AED 1000 each	-	0.11
2,15,57,310 (2,15,57,310) equity shares of Lumina Datamatics Limited of Rs. 5 each	107.86	107.86
50 (P.Y. 50) equity shares of Datamatics Global Services FZ - LLC of AED 1,000 each	0.09	0.09
1,000 (P.Y. 1000) equity shares Datamatics Foundation of Rs. 10 each**	0.60	0.00
1,900,000 (P.Y. 1,900,000) equity shares of Datamatics Professional Services Limited (formerly known as Datamatics Staffing Services Limited) of Rs. 10 each	9.52	9.52
50 (P.Y. 50) equity shares of Datamatics Global Services FZ - LLC Meydan of AED 1,000 each	0.12	0.11
848,400 (P.Y. 848,400) equity shares of Datamatics Information Solutions Limited of Rs. 10 each	3.80	3.80
10,000 (P.Y. 10,000) equity shares of Datamatics Cloud Solutions Private Limited of Rs. 10 each	1.34	1.34
45,69,575 equity shares of Dextara Digital India Private Limited of Rs. 10 each (Refer Note No. 51)	149.92	-
In subsidiary - Unquoted (at amortized cost)		
36,55,660 equity shares of Dextara Digital India Private Limited of Rs. 10 each (Refer Note No. 51)	-	149.92
In Other - Unquoted (at FVOCI)		
18,070 (P.Y. 18,070) equity shares of NSE Shares	3.48	2.98
Investment in preference shares		
Unquoted (at FVTPL)		
In subsidiary		
13,470,000 (P.Y. 13,470,000) fully paid 10% Non-cumulative Redeemable Preference Shares of Datamatics Robotics Software Limited of Rs. 10 each***	11.51	10.63
Investment in perpetual non-cumulative non-convertible debentures		
In subsidiary - Unquoted (at amortized cost)		
3,61,40,000 (P.Y. 3,61,40,000) fully paid 10% Unsecured Perpetual Non-Cumulative Non-Convertible Debentures of Datamatics Robotics Software Limited of Rs. 10 each***	36.14	36.14
Investment in Debentures & Bonds - Quoted (at amortized cost)		
20,000 (P.Y. 20,000) units of Investment in Cholamandalam Inv & Fin Co. Ltd	2.01	2.01
40,00,000 (P.Y. 30,00,000) units of Investment in GSEC	40.04	30.33
55 (P.Y. 55) units of Investment in MAS Financial Services Ltd	5.50	5.51
850 (P.Y. Nil) units of Investment of ZCB 360 AAM Bond	8.71	-
100 (P.Y. Nil) units of Investment of 9% 360 One Prime Limited	1.01	-
10,000 (P.Y. Nil) units of Investment of 9.66% 360 One Prime Limited	1.02	-
200 (P.Y. Nil) units of Investment of 9.50% Hinduja Leyland Finance Ltd.	2.02	-
200 (P.Y. Nil) units of Investment of 9.25% Motilal Oswal Financial Services Ltd	2.04	-
200 (P.Y. Nil) units of Investment of 8.03% Aditya Birla Capital Ltd	2.01	-
200 (P.Y. Nil) units of Investment of 9.10% Hinduja Leyland Finance Ltd	1.99	-
400 (P.Y. Nil) units of Investment of 9.40% Muthoot Fincorp Ltd -Bond	3.99	-
200 (P.Y. Nil) units of Investment of 10.75% Mas Financial Services Ltd	2.05	-
300 (P.Y. Nil) units of ZCB 360 ONE Prime Ltd	3.08	-
200 (P.Y. Nil) units of Investment of 10.65% Krazybee Services Pvt Ltd	2.00	-
Nil (P.Y. 250) units of Investment of Spandana Sphoorty Fin Ltd	-	2.46
Investment in Mutual Funds - Quoted (at FVTPL)		
Nil (P.Y. 7,664,655) units of ABSL Nifty SDL Plus PSU Bond SEP 2026 60:40 Index Fund-Regular Growth	-	3.26
5,770,274 (P.Y. 5,770,274) units of ICICI Prudential Nifty F&S Bond Plus SDL Sep 2027 40:60 Index Fund-Regular - Growth	7.45	6.97
5,817,205 (P.Y. 5,817,205) units of Kotak Nifty SDL Apr 2027 Top 12 Equal Weight Index Fund-Regular - Growth	7.47	6.97
Investment in Others - Quoted (at FVOCI)		
9,300 (P.Y. 9,300) Investment in Nippon Ind ETF Nifty 50 Bees	0.24	0.25
Investment in Others - Unquoted (at FVTPL)		
15,41,676 (P.Y. 15,41,676) Investment in Alphamir Absolute Return Fund CAT II	38.86	37.08
Nil (P.Y. 1,26,094) Investment in ASK Absolute Return Fund CAT III	-	12.71
25,04,329 (P.Y. 25,04,329) Investment in Carnelian Bha,at Amritkal Fund CatIII AIF	2.61	2.54
18,25,954 (P.Y. 18,93,343) Investment in Nuvama Enhanced Dynamic Grw Eq CatIII AIF	2.48	2.72
Total	532.09	513.13



Datamatics Global Services Limited

Standalone Financial statements as at and for the year ended March 31, 2026

Aggregate amount of quoted investments	99.41	70.58
Aggregate amount of unquoted investments	432.68	442.55
Aggregate market value of quoted investments	99.41	70.58

* 9,266 shares valued at Rs. 0.34 Crore was wrongly transferred to Investor's Education and Protection Fund (IPF) by the RTA. Further, the application to claim from IPF is under process.

** Less than Rs. 1 Crores.

*** The Company has investments in Preference Shares amounting to Rs 11.51 crores and investment in perpetual debentures amounting to Rs 36.14 crores in its step-down subsidiary as on March 31, 2026. The said subsidiary has a negative net worth of Rs. 26.47 crores as on March 31, 2026. As per the Management, the said step-down subsidiary is engaged in RPA business & is at growth stage and has started generating profit and keeping in mind the business prospect, Management is confident of turning around this step-down subsidiary in the near future and hence, no provision for investments has been considered necessary by the Management.

Note 6 - Other financial assets (non-current)

(INR in Crores)

Particulars	March 31, 2026	March 31, 2025
Security deposits	3.12	1.76
Less: Allowance for doubtful deposits	0.01	0.03
Net security deposits	3.11	1.73
Unbilled Revenue	75.47	70.43
Fair value of outstanding forward contracts (FVOCI)	-	0.08
Total	78.58	72.24

Note 7 - Deferred Tax Assets (Net)

(INR in Crores)

Particulars	March 31, 2026	March 31, 2025
Deferred Tax Assets (Refer Note No 7(c))	18.26	11.69
Total	18.26	11.69

Note 8 - Non-current tax assets (Net)

(INR in Crores)

Particulars	March 31, 2026	March 31, 2025
Advance Tax & TDS (net of provision)	12.92	10.72
Total	12.92	10.72

Note 9 - Other non-current assets

(INR in Crores)

Particulars	March 31, 2026	March 31, 2025
Capital Advance	6.71	-
Prepaid expenses	0.64	0.77
Total	7.35	0.77

Note 10 - Inventories

(INR in Crores)

Particulars	March 31, 2026	March 31, 2025
Inventories		
Spare Parts	4.07	-
Total	4.07	-

Note 11 - Investments (Current)

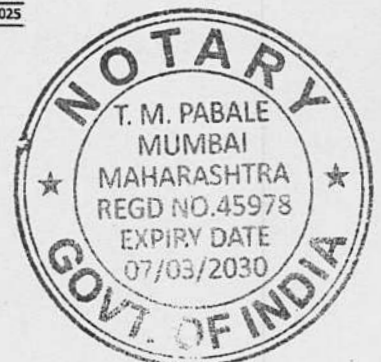
(INR in Crores)

Particulars	March 31, 2026	March 31, 2025
Quoted		
Investment in mutual funds (at FVTPL)		
1,21,64,404 (P.Y. 73,52,820) units of Kotak Equity Arbitrage Fund - Direct Growth	51.13	28.94
Nil (P.Y. 35,79,653) units of Invesco India Arbitrage Fund Regular - Growth	-	11.24
Nil (P.Y. 3,599) units of Nippon India ETF Nifty Mutual Fund	-	0.36
2,38,688 (P.Y. 1,16,845) ABSL Money Manager Fund - Direct Pluh - Growth	9.36	4.30
Investment in Debentures & Bonds - Quoted (at amortized cost)		
Nil (P.Y. 14,334) units of Investment in 360 Prime Limited SR II	-	1.43
Nil (P.Y. 6) units of Investment in SBI Perpetual	-	0.60
7,564,655 (P.Y. Nil) units of ABSL Nifty SDL Plus PSU Bond SEP 2026 60:40 Index Fund-Regular Growth	9.87	-
200 (P.Y. 200) units of Investment in Muthoot Microfin Ltd	0.40	1.21
500 (P.Y. Nil) units of Investment of ZCB 360 ONE Portfolio Managers Ltd	5.80	-
250 (P.Y. Nil) units of Investment of Spandana Sphoorty Fin Ltd	2.49	-
Nil (P.Y. 50) units of Investment in HDFC Ltd	-	4.99
Nil (P.Y. 150) units of Investment in Muthoot Microfin Ltd	-	0.60
Unquoted		
Investment in fixed deposits (at amortized cost)		
Corporate Fixed Deposits	-	5.00
Investment in Others (at FVTPL)		
9,34,265 (P.Y. 9,34,265) units of Northern Arc Money Market Alpha Fund - AIF Category III	10.60	10.03
Total	85.65	66.70
Aggregate amount of quoted investments	79.05	53.67
Aggregate amount of unquoted investments	10.60	15.03
Aggregate market value of quoted investments	79.05	53.67

Note 12 - Trade receivables

(INR in Crores)

Particulars	March 31, 2026	March 31, 2025
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Datamatics Global Services Limited
Standalone Financial statements as at and for the year ended March 31, 2026

Unsecured		
Considered Good	105.14	110.53
Less :- Allowance for expected credit loss (Refer Note No 37)	1.19	1.99
	103.95	108.54
Credit impaired	2.04	4.00
Less :- Allowance for expected credit loss (Refer Note No 37)	2.04	4.00
	-	-
Total	103.95	108.54

*Trade receivable includes receivable from related parties (Refer Note No. 40).

*Trade receivable ageing schedule for the year ended as on March 31, 2026						
Particulars	Less than 6 Months	6 Months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable - Considered Goods	104.43	0.71	-	-	-	105.14
Undisputed Trade Receivable - credit impaired	-	-	0.23	0.54	1.27	2.04
*Trade receivable ageing schedule for the year ended as on March 31, 2025						
Particulars	Less than 6 Months	6 Months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable - Considered Goods	108.68	1.85	-	-	-	110.53
Undisputed Trade Receivable - credit impaired	-	-	2.22	0.55	1.23	4.00

Note 13 - Cash and cash equivalents			(INR in Crores)
Particulars	March 31, 2026	March 31, 2025	
Balances with bank:			
- In Current Account	21.64	24.78	
- In Deposit Account	-	17.27	
Cash on hand	0.01	0.01	
Total	21.65	42.06	

Note 14 - Other bank balances			(INR in Crores)
Particulars	March 31, 2026	March 31, 2025	
Margin money deposits*	11.53	9.81	
Unpaid dividend account**	0.29	0.28	
Total	11.82	10.09	

* Of the above Rs. 11.53 Crores (As at March 31, 2025: Rs. 9.81 Crores) are marked as lien for guarantees issued by banks on behalf of the Company.

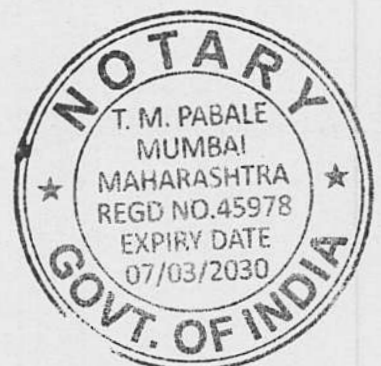
** The Company can utilise balances only towards settlement of the unpaid dividend.

Note 15 - Loans (Current)			(INR in Crores)
Particulars	March 31, 2026	March 31, 2025	
(Unsecured, Considered Good, unless specified otherwise)			
Others-			
Loan to employees	0.03	0.06	
Total	0.03	0.06	

Note 16 - Other financial assets (current)			(INR in Crores)
Particulars	March 31, 2026	March 31, 2025	
Security deposits	2.14	1.47	
Less: Allowance for doubtful deposit	0.42	0.42	
	1.72	1.05	
Recoverable from related parties (Refer Note No. 40)	0.35	2.68	
Others-			
Interest accrued	5.64	5.04	
Fair Value of Outstanding Forward Contracts (FVOCI)	0.01	0.28	
Unbilled Revenue	92.98	89.80	
Other receivable	0.47	-	
Total	101.17	98.85	

Note 17 - Current tax assets (Net)			(INR in Crores)
Particulars	March 31, 2026	March 31, 2025	
Advance Tax & TDS (net of provision)	3.80	7.74	
Total	3.80	7.74	

Note 18 - Other current assets			(INR in Crores)
Particulars	March 31, 2026	March 31, 2025	
Advance to Vendors	3.02	7.84	
Advance to staff	0.36	0.48	
Balance with govt authorities	2.03	4.57	
Prepaid expenses	10.54	9.03	
Total	15.95	21.92	



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Note 7 - Taxation

7(a) - Income tax expense

Particulars	(INR in Crores)	
	March 31, 2026	March 31, 2025
Current tax		
Current tax on profits for the year	21.28	13.04
Adjustments for current tax of prior periods	1.50	(0.53)
Total current tax expense	22.78	12.52
Deferred tax		
Decrease/(increase) in deferred tax assets	(3.19)	(1.30)
Adjustments for deferred tax of prior periods	-	0.77
Total deferred tax expense/(benefit)	(3.19)	(0.53)
Income tax expense	19.59	11.98

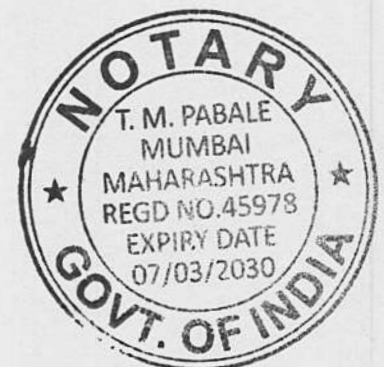
7(b) - Reconciliation of tax expense and accounting profit multiplied by statutory tax rates

Particulars	(INR in Crores)	
	March 31, 2026	March 31, 2025
Profit for the year	109.02	67.34
Statutory tax rate applicable	25.17%	25.17%
Tax expense at applicable tax rate	27.43	16.95
Effects of:		
Income taxed at higher/ (lower) rates	(0.00)	(0.44)
Amounts which are not deductible/taxable	(8.73)	(4.81)
Adjustments for tax of prior periods	1.50	0.24
Recognition of unutilized tax benefits / Unrecognized losses	(0.59)	(0.19)
Other	(0.02)	(0.02)
Income tax expense	19.59	11.98

7(c) - Deferred tax (Net)

Particulars	(INR in Crores)			
	March 31, 2025	Recognized in P&L	Recognized in OCI	March 31, 2026
Deferred Tax Assets				
Employee benefits	11.57	4.11	1.58	17.26
Provision for doubtful debts	1.65	(0.72)	-	0.93
Investment in subsidiaries	0.98	(0.20)	-	0.78
Others	0.39	0.60	-	0.99
Total Deferred Tax Assets	14.59	3.79	1.58	19.96
Deferred Tax Liabilities				
Depreciation	1.55	(0.18)	-	1.38
Unrealised gain on securities carried at fair value through profit or loss / other comprehensive income	1.40	0.78	-	2.18
Cash flow hedging	(0.06)	-	(1.80)	(1.86)
Total Deferred Tax Liabilities	2.90	0.60	(1.80)	1.70
Net Deferred Tax	11.69	3.19	3.38	18.26

Particulars	(INR in Crores)			
	March 31, 2024	Recognized in P&L	Recognized in OCI	March 31, 2025
Deferred Tax Assets				
Employee benefits	8.92	0.53	2.11	11.57
Provision for doubtful debts	1.80	(0.15)	-	1.65
Investment in subsidiaries	0.83	0.15	-	0.98
Others	0.34	0.04	-	0.39
Total Deferred Tax Assets	11.89	0.58	2.11	14.59
Deferred Tax Liabilities				
Depreciation	1.56	(0.01)	-	1.55
Unrealised gain on securities carried at fair value through profit or loss / other comprehensive income	1.35	0.05	-	1.40
Cash flow hedging	0.07	-	(0.13)	(0.06)
Total Deferred Tax Liabilities	2.98	0.05	(0.13)	2.90
Net Deferred Tax	8.91	0.53	2.24	11.69



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Note 19 - Share capital and other equity

19(a) - Equity share capital

(i) Authorised share capital of face value of Rs. 5/- each

Particulars	Number of shares	(INR In Crores)
As at March 31, 2024	10,53,20,000	52.66
Increase during the year	-	-
As at March 31, 2025	10,53,20,000	52.66
Increase during the year	-	-
As at March 31, 2026	10,53,20,000	52.66

Authorised redeemable preference share capital of face value of Rs. 10/- each

Particulars	Number of shares	(INR In Crores)
As at March 31, 2024	4,56,15,000	45.62
Increase during the year	-	-
As at March 31, 2025	4,56,15,000	45.62
Increase during the year	-	-
As at March 31, 2026	4,56,15,000	45.62

Issued, Subscribed and Paid-up equity share capital of face value of Rs. 5/- each

Particulars	Number of shares	(INR In Crores)
As at March 31, 2024	5,90,04,030	29.50
Increase during the year	1,02,359	0.05
As at March 31, 2025	5,91,06,389	29.55
Increase during the year	-	-
As at March 31, 2026	5,91,06,389	29.55

(ii) Movements in equity share capital

Particulars	Number of shares	(INR In Crores)
As at March 31, 2024	5,90,04,030	29.50
Other movements	1,02,359	0.05
As at March 31, 2025	5,91,06,389	29.55
Shares issued on exercise of employee stock options	-	-
As at March 31, 2026	5,91,06,389	29.55

(iii) Details of shareholders holding more than 5% shares in the Company

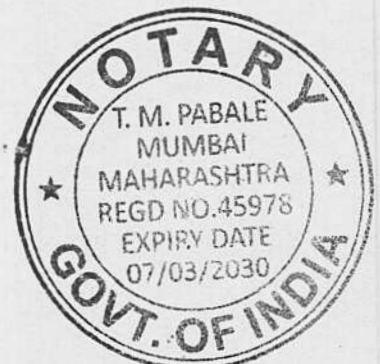
Particulars	March 31, 2026		March 31, 2025	
	Number of shares	% Holding	Number of shares	% Holding
Lalit Surajmal Kanodia*	1,23,38,276	20.87%	1,23,38,276	20.87%
Sameer Lalit Kanodia*	1,27,43,386	21.56%	1,27,43,386	21.56%
Vikrant Trust (Lalit Surajmal Kanodia and Priyadarshni Rahul Kanodia - Trustees)*	1,07,01,720	18.11%	1,07,01,720	18.11%

(iv) Share held by promoters

Particulars	March 31, 2026			March 31, 2025		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Promoter						
Lalit Surajmal Kanodia*	1,23,38,276	20.87%	0.00%	1,23,38,276	20.87%	-0.04%
Asha Lalit Kanodia	13,79,522	2.33%	0.00%	13,79,522	2.33%	0.00%
Promoter Group						
Priyadarshini Kanodia	2,49,852	0.42%	0.00%	2,49,852	0.42%	0.00%
Sameer Lalit Kanodia	1,27,43,386	21.56%	0.00%	1,27,43,386	21.56%	-0.34%
Rahul Lalit Kanodia	209	0.00%	0.00%	209	0.00%	0.00%
Chandravati S Kanodia	36	0.00%	0.00%	36	0.00%	0.00%
Subhikshmi Dani	17,80,000	3.01%	0.00%	17,80,000	3.01%	-0.01%
Rashmi Yogendra Kanodia	10,075	0.02%	0.00%	10,075	0.02%	0.00%
Vikrant Trust (Lalit Surajmal Kanodia and Priyadarshni Rahul Kanodia - Trustees)	1,07,01,720	18.11%	0.00%	1,07,01,720	18.11%	-0.03%

(v) Terms / rights attached to equity shares

The Company, at present, has one class of equity shares having a par value of Rs. 5 per share. Each shareholder is eligible for one vote per share held. The voting rights on Unclaimed Suspense Account shares are frozen till the rightful owner of such shares claims the shares. The Company declares and pays dividend in Indian Rupees. The remittance of dividends outside India is governed by Indian law on foreign exchange and is subject to applicable distribution taxes. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



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19(b) - Other equity*		(INR In Crores)	
Particulars		March 31, 2026	March 31, 2025
Securities premium reserve	Refer Note (i) below	94.53	94.53
Retained earnings		639.53	579.65
General reserve	Refer Note (ii) below	139.75	139.75
PSOP reserve	Refer Note (iii) below	-	5.48
OCI -			
Equity investments	Refer Note (iv) below	20.59	20.18
Actuarial gains and losses		(19.38)	(14.69)
Cash flow hedging reserve	Refer Note (v) below	(5.53)	(0.17)
Total		869.46	824.72

* For movement of reserves, refer statement of changes in equity.

Nature and Purpose of reserves

(i) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

(ii) General Reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to statement of profit and loss. These amounts are available for distribution as dividends.

(iii) PSOP Reserve

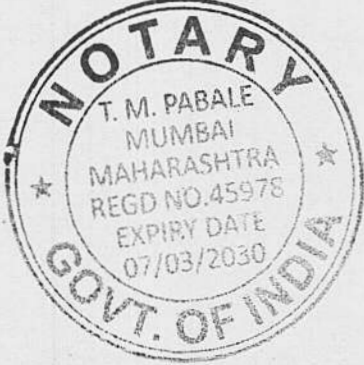
PSOP reserve is created for issue of share capital under Performance Based Employee Stock Option Plan ('PSOP') 2022. The reserve is utilised for issue of PSOP.

(iv) OCI - Equity Investments

The company recognises unrealised and realised gain on equity shares in FVOCI - Equity investments. The reserves accumulated will be reclassified to retained earnings, when such instruments are disposed.

(v) OCI - Cash Flow Hedging Reserve

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve. Such gains or losses will be reclassified to statement of profit and loss in the period in which the hedged transaction occurs.



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Note 20 - Lease liabilities (non- current)		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Lease Liabilities	17.63	-	
Total	17.63	-	

Note 21 - Other financial liabilities (non-current)		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Fair value of outstanding forward contracts (FVOCI)	0.98	-	
Fair Value of contingent consideration (Refer Note No 51)	-	6.37	
Fair Value of consideration for Acquisition of investment (Refer Note No 51)	-	15.81	
Total	0.98	22.18	

Note 22 - Provisions (non-current)		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Unfunded			
Provisions for employee benefits (Refer Note No 41)			
Gratuity	45.36	30.49	
Leave Encashment	14.96	10.29	
Total	60.32	40.78	

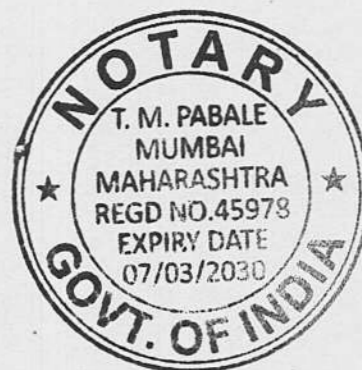
Note 23 - Lease liabilities (current)		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Lease Liabilities	3.57	0.51	
Total	3.57	0.51	

Note 24 - Trade payables*		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Total outstanding dues of Micro enterprises and small enterprises	1.65	1.23	
Total outstanding dues of creditors other than Micro enterprise and small enterprises	80.93	68.12	
Total	82.58	69.35	

*Trade payable includes receivable from related parties (Refer Note No. 40).

*Trade payable ageing schedule for the year ended as on March 31, 2026					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	1.65	-	-	-	1.65
Others	35.42	2.25	-	0.14	37.82
Add: Accrued Expenses (including employee liabilities)					43.11
Total					82.58

*Trade payable ageing schedule for the year ended as on March 31, 2025					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	1.23	-	-	-	1.23
Others	35.10	0.01	0.55	0.11	35.76
Add: Accrued Expenses (including employee liabilities)					32.36
Total					69.35



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Micro, Small and Medium enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below :

Particulars	March 31, 2026	March 31, 2025
(a) Dues remaining unpaid		
- Principal	1.65	1.23
- Interest on above	0.09	0.07
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid	0.09	0.07

Note 25 - Other financial liabilities (current)		(INR in Crores)
Particulars	March 31, 2026	March 31, 2025
Interest accrued but not due	0.09	0.07
Payable to related parties (Refer Note No 40)	14.57	13.28
Fair Value of contingent consideration (Refer Note No 51)	2.89	1.22
Fair Value of consideration for Acquisition of investment (Refer Note No 51)	-	18.87
Fair value of outstanding forward contracts (FVOCI)	6.42	0.59
Deposits received	0.06	0.06
Unclaimed Dividend*	0.29	0.28
Total	24.32	34.37

* Dividend Rs. 0.04 Crores (Rs. 0.02 Crores) unclaimed for a period of more than seven years has been transferred to Investor's Education and Protection Fund during the year. Further, there are no amounts due and outstanding to be credited to Investor's Education and Protection Fund as at March 31, 2026.

Note 26 - Other current liabilities		(INR in Crores)
Particulars	March 31, 2026	March 31, 2025
Statutory dues (net)	9.16	13.21
Advance from customers	4.73	10.67
Unearned Revenue	3.36	7.84
Other liabilities	0.29	-
Total	17.54	31.72

Note 27 - Provisions (current)		(INR in Crores)
Particulars	March 31, 2026	March 31, 2025
Unfunded		
<u>Provisions for employee benefits (Refer Note No. 41)</u>		
-Gratuity	8.02	4.42
-Leave Encashment	2.35	3.18
<u>Other Provisions</u>		
Unspent Corporate Social Responsibility (CSR) amount provision	0.74	-
Total	11.11	7.60

Note 28 - Current tax liabilities		(INR in Crores)
Particulars	March 31, 2026	March 31, 2025
Net of Provision (Advance Tax & TDS)	1.12	-
Total	1.12	-



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Note 29 - Revenue from operations		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Sale of Product	3.76	5.26	
Sale of Services	668.38	705.26	
Total	672.14	710.52	

Note 30 - Other income		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Interest from Bank	0.95	1.50	
Interest on Income tax refund	0.12	1.30	
Interest Others	11.22	9.59	
Dividend on share investment	0.20	0.19	
Dividend from subsidiaries company	28.88	19.89	
Profit on sale of investments other than carried at FVOCI	5.95	7.79	
Profit on sale of Property, Plant and Equipment (Net)	-	0.09	
Unrealised gain on fair value of financial assets	3.98	0.92	
Exchange gain (Net)	-	0.23	
Fair value changes in financial liabilities	5.95	0.14	
Provision no longer required, written back	0.02	0.03	
Miscellaneous receipts	0.53	0.53	
Total	57.79	42.20	

Note 31 - Purchase of IT Products and Licenses		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Purchase of IT Products and Licenses	2.56	3.34	
Total	2.56	3.34	

Note 32 - Employee benefit expenses		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Salary, Wages & Allowances	421.71	471.88	
EMPL Stock Compensation expenses (Refer Note No. 41)	(4.13)	2.12	
Contribution towards Provident & Other funds	21.94	24.40	
Staff Welfare expenses	6.87	6.96	
Total	446.39	505.36	

Note 33 - Finance costs		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Interest on lease liabilities	0.86	0.07	
Interest expense on fair value consideration of acquisition	0.50	2.34	
Other finance charges	0.56	0.53	
Total	1.92	2.94	



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Standalone Financial statements as at and for the year ended March 31, 2026

Note 34 - Depreciation and Amortisation Expenses		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Depreciation on property plant and equipment	6.53	7.56	
Depreciation on Leased Assets	2.53	0.60	
Amortisation on intangible assets	0.70	0.76	
Total	9.76	8.92	

Note 35 - Other expenses		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
IT Infrastructure & Development Cost	52.14	56.79	
Technical fees	24.22	22.70	
Outsourcing cost	1.17	0.69	
Travelling expenses	8.30	8.86	
Recruitment charges	6.33	6.09	
Rent (Refer Note No. 42)	3.17	3.12	
Electricity expenses	6.07	6.86	
Communication charges	1.15	1.34	
Rates & Taxes	1.25	1.12	
Water charges	0.27	0.24	
Legal & Professional expenses	4.98	5.36	
Payment to statutory auditors (Refer Note No 47)	0.41	0.38	
Link Charges	1.74	1.75	
Insurance	1.91	2.21	
Vehicle expenses	1.69	1.51	
Repairs & Maintenance expenses	3.16	4.81	
Software Maintenance expenses	14.09	11.17	
Hire charges	0.26	0.32	
Printing & Stationery	0.26	0.34	
Subscription expenses	4.20	3.05	
Entertainment Expenses	0.40	0.44	
Bank Charges	0.25	0.37	
Board Sitting Fees	0.22	0.16	
Commission to Independent directors	0.52	0.22	
Sales Promotion	1.91	4.01	
Security Charges	2.67	2.37	
Exchange loss (Net)	1.10	-	
Computer Peripherals	0.72	0.53	
Loss on sale of Property, Plant and Equipment (Net)	0.08	-	
Property, Plant and Equipment written off	0.02	-	
Bad Debts Written off	0.09	2.48	
Less: Impairment loss reversed under expected credit loss model	(0.09)	(2.48)	
Impairment loss recognized under expected credit loss model	(2.67)	1.82	
Allowance for doubtful deposit/Advances	0.06	0.10	
Less: Allowance for doubtful//Advances deposits written back	(0.06)	-	
Investment written off	-	0.03	
CSR Expenditure (Refer Note No 48)	1.76	2.05	
Miscellaneous expenses	5.16	10.89	
Total	148.91	161.70	

Note 36 - Exceptional items		(INR in Crores)	
Particulars	March 31, 2026	March 31, 2025	
Expenses incurred for acquisition of subsidiary (Refer Note No 51)	-	(3.12)	
One time effect of New Labour Codes (Refer Note No 41)	(11.37)	-	
Total	(11.37)	(3.12)	



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

Note 37: Fair value measurements

Financial Instruments by category

(INR in Crores)

	March 31, 2026				March 31, 2025			
	FVTPL	FVOCI	Amortised cost	Total	FVTPL	FVOCI	Amortised cost	Total
Financial assets								
Investments								
- Mutual funds	75.37	-	-	75.37	68.04	-	-	68.04
- Corporate Fixed Deposits	-	-	-	-	-	-	5.00	5.00
- Equity Instruments	-	10.26	-	10.26	-	9.80	-	9.80
- Preference shares	11.51	-	-	11.51	10.63	-	-	10.63
- Debentures & Bonds	-	-	96.03	96.03	-	-	49.14	49.14
- Others	54.55	0.24	-	54.79	65.09	0.25	-	65.34
Trade receivables	-	-	103.95	103.95	-	-	108.54	108.54
Cash and cash equivalents	-	-	21.65	21.65	-	-	42.06	42.06
Bank balances other than Cash and cash equivalents	-	-	11.82	11.82	-	-	10.09	10.09
Security deposit	-	-	4.83	4.83	-	-	2.78	2.78
Fair value of outstanding forward contracts	-	0.01	-	0.01	-	0.36	-	0.36
Loan to Employees & Subsidiaries	-	-	0.03	0.03	-	-	0.06	0.06
Unbilled Revenue	-	-	168.45	168.45	-	-	160.23	160.23
Other receivables	-	-	6.46	6.46	-	-	7.72	7.72
Total financial assets	141.43	10.51	413.22	565.16	143.76	10.41	385.62	539.79
Financial liabilities								
Trade payables	-	-	82.58	82.58	-	-	69.35	69.35
Fair Value of Outstanding Forward Contracts	-	7.40	-	7.40	-	0.59	-	0.59
Fair value of consideration for Acquisition of Investment	-	-	-	-	34.68	-	-	34.68
Fair Value of contingent consideration	2.89	-	-	2.89	7.59	-	-	7.59
Lease liabilities	-	-	21.20	21.20	-	-	0.51	0.51
Other payables	-	-	15.01	15.01	-	-	13.69	13.69
Total financial liabilities	2.89	7.40	118.79	129.08	42.27	0.59	83.55	126.41

i) **Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(INR in Crores)

Financial assets and liabilities measured at fair value At 31 March 2026	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Mutual funds	75.37	-	-	75.37
Preference shares	-	-	11.51	11.51
Others	54.55	-	-	54.55
Financial Investments at FVOCI				
Fair value of outstanding forward contracts	0.01	-	-	0.01
Equity instruments	6.78	-	3.48	10.26
Others	0.24	-	-	0.24
Total financial assets	136.95	-	14.99	151.94
Financial Liabilities				
Fair Value of Outstanding Forward Contracts	7.40	-	-	7.40
Fair Value of contingent consideration	-	-	2.89	2.89
Total financial liabilities	7.40	-	2.89	10.29

(INR in Crores)

Financial assets and liabilities measured at fair value At 31 March 2025	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Mutual funds	68.04	-	-	68.04
Preference shares	-	-	10.63	10.63
Others	65.09	-	-	65.09
Financial Investments at FVOCI				
Fair value of outstanding forward contracts	0.36	-	-	0.36
Equity instruments	6.82	-	2.98	9.80
Others	0.25	-	-	0.25
Total financial assets	140.56	-	13.61	154.17
Financial Liabilities				
Fair Value of consideration for Acquisition of investment	-	-	34.68	34.68
Fair Value of Outstanding Forward Contracts	0.59	-	-	0.59
Fair Value of contingent consideration	-	-	7.59	7.59
Total financial liabilities	0.59	-	42.27	42.86

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds and forward contracts that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration.



Datamatics Global Services Limited
Notes forming part of the standalone financial statements
There are no transfers between levels 1 and 2 during the year.
Reconciliation of Level 3 fair value measurement is as follows:

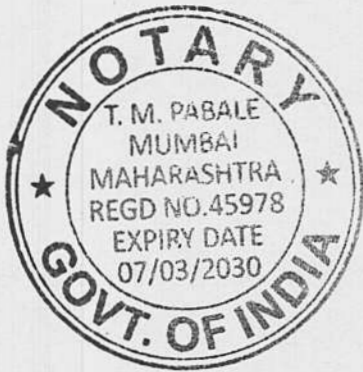
Particulars	(INR in Crores)
	Amount
Balance as on March 31, 2024	9.83
Change in the value	3.78
Balance as on March 31, 2025	13.61
Change in the value	1.38
Balance as on March 31, 2026	14.99

- ii) Valuation technique used to determine fair value
Specific valuation techniques used to value financial instruments include:
* the use of quoted market prices or dealer quotes for similar instruments
All of the resulting fair value estimates are included in level 3 except for unlisted equity securities, contingent consideration and indemnification asset, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.
- iii) Valuation processes
The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.
For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Note 38: Financial risk management
The company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.
This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, receivables and financial assets	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Borrowings and Trade payable	Maturity analysis, cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – foreign exchange	Import Payables and Receivables on indenting services	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts
Market risk – security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, and Foreign Exchange Risk effecting business operations. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

Credit risk management

The company's credit risk mainly from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The company has provisioning policy for expected credit losses. There is no credit risk in bank deposits which are demand deposits. The credit risk is minimum in case of entity / person to whom loan has been given.

The maximum exposure to credit risk as at March 31, 2026 and March 31, 2025 is the carrying value of such trade receivables as shown in note 12 of the financials.
Reconciliation of loss allowance provision – Trade receivables

Particulars	INR in Crores
Loss allowance on 31 March 2024	6.66
Changes in loss allowance	(0.67)
Loss allowance on 31 March 2025	5.99
Changes in loss allowance	(2.76)
Loss allowance on 31 March 2026	3.23

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The tables below provide details regarding the contractual maturities of significant financial liabilities as at:

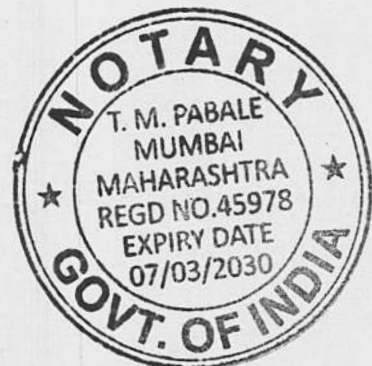
	(INR in Crores)				
March 31, 2026	Due in 1st Year	Due in 2nd Year	Due in 3rd to 5th Year	Due after 5th Year	Total
Non-derivative financial liabilities					
Trade payables	82.58	-	-	-	82.58
Lease liabilities	3.57	4.16	13.47	-	21.20
Fair Value of contingent consideration	2.89	-	-	-	2.89
Other financial liabilities	15.01	-	-	-	15.01
Total Non-derivative financial liabilities	104.05	4.16	13.47	-	121.68
Fair Value of Outstanding Forward Contracts	6.42	0.98	-	-	7.40
Total Derivative financial liabilities	6.42	0.98	-	-	7.40
Total	110.47	5.14	13.47	-	129.08
March 31, 2025	Due in 1st Year	Due in 2nd Year	Due in 3rd to 5th Year	Due after 5th Year	Total
Non-derivative financial liabilities					
Trade payables	69.35	-	-	-	69.35
Lease liabilities	0.51	-	-	-	0.51
Fair Value of contingent consideration	1.22	6.37	-	-	7.59
Fair value of consideration for Acquisition of investment	18.87	15.81	-	-	34.68
Other financial liabilities	13.69	-	-	-	13.69
Total Non-derivative financial liabilities	103.64	22.18	-	-	125.82
Fair Value of Outstanding Forward Contracts	0.59	-	-	-	0.59
Total Derivative financial liabilities	0.59	-	-	-	0.59
Total	104.23	22.18	-	-	126.41

C) Market risk

i) Foreign currency risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The company's risk management policy is to hedge around 50% to 70% of forecasted receivables for the subsequent 18 months. As per the risk management policy, foreign exchange forward contracts are taken to hedge round 50% to 70% of the forecasted receivables.



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

- a) Foreign currency risk exposure:
Details of foreign currency exposures not covered by derivative instruments as at March 31, 2026 and March 31, 2025 are given below :

Particulars	Currency	March 31, 2026		March 31, 2025	
		Foreign Currency in Crores	Rs. in Crores	Foreign Currency in Crores	Rs. in Crores
Receivables	USD	0.71	67.53	1.00	85.37
	GBP	0.24	30.30	0.20	22.18
	EUR	0.05	5.32	0.03	2.75
	CHF	0.03	3.06	0.02	1.80
	AUD	0.02	1.12	0.03	1.39
	AED	0.17	4.27	0.07	1.66
	CAD	0.00	0.04	0.00	0.09
	PHP	-	-	0.04	0.06
Payables	USD	0.41	39.23	0.42	35.54
	EUR	0.05	5.01	0.01	0.88
	CHF	0.01	0.84	0.01	0.72
	GBP	0.01	0.81	0.01	0.56
	AED	-	-	0.00	0.07

- b) Sensitivity

The Company is mainly exposed to changes in USD, GBP, CHF, AUD and EURO. The sensitivity analysis demonstrate a reasonably possible change in USD, GBP, CHF, AUD and EURO exchange rates, with all other variables held constant. 5% appreciation/depreciation of USD, GBP, CHF, AUD and EURO with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa as at March 31, 2026.

Particulars	(INR in Crores)	
	March 31, 2026	March 31, 2025
USD	1.42	2.49
GBP	1.47	1.08
EUR	0.02	0.09
CHF	0.11	0.05
AUD	0.06	0.07

* Holding all other variables constant

- ii) Cash flow and fair value interest rate risk

The company's main interest rate risk arises from long-term borrowings with variable rates, which expose the company to cash flow interest rate risk. company policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary.

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

- iii) Price risk

- a) Exposure

The company's exposure to equity securities price risk arises from investments held by the company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the company.

All of the company's equity investments are publicly traded.



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

Note 39: Capital management

a) Risk management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company capital management is to maximise the shareholder value.

b) Dividends

Particulars	(INR In Crores)	
	March 31, 2026	March 31, 2025
Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of Rs. 5.00 per fully paid equity share (March 31, 2025 Rs. 5.00). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	29.55	29.55

Note 40: Related party transactions

A As required under Ind AS 24 – "Related Party Disclosures", following are details of transactions during the year with the related parties of the Company as defined in Ind AS- 24.

(i) The Company has entered into transactions in ordinary course of business with related parties at arms length as per details given below:

(A) Subsidiary Companies

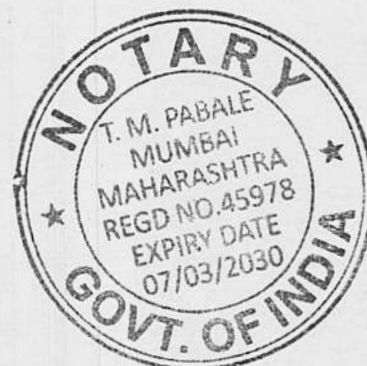
Datamatics Global Services Inc
 Datamatics Global Technologies Limited (Dissolved w.e.f 02nd December, 2024)
 Datamatics Global Technologies AG
 Datamatics Infotech Limited
 Datamatics Global Services FZ LLC
 Datamatics Global Services Pty Limited
 Datamatics Robotics Software Limited (Stepdown Subsidiary)
 Datamatics Robotics Software Inc (Stepdown Subsidiary)
 RJ Globus Inc (Dissolved w.e.f 14th November, 2024) (Stepdown subsidiary)
 Lumina Datamatics Limited
 Datamatics Global Services Corp. (Stepdown Subsidiary)
 Lumina Datamatics Inc. (Stepdown Subsidiary)
 Lumina Datamatics GmbH (Stepdown Subsidiary)
 Luminad. AI Limited (formerly known as LDR eRetail Limited) (Stepdown Subsidiary)
 Datamatics Global Services B.V. (Stepdown Subsidiary)
 Datamatics Foundation (Subsidiary)
 Datamatics Information Solutions Limited (Subsidiary)
 Datamatics Professional Services Limited (formerly known as Datamatics Staffing Services Limited) (Subsidiary)
 Lumina Datamatics UK Limited (Stepdown Subsidiary)
 Sunrise Setting Limited (Stepdown Subsidiary)
 Datamatics Cloud Solutions Private Ltd (Subsidiary)
 Lumina Datamatics Corp (Stepdown Subsidiary)
 Datamatics Technologies FZ-LLC (UAE) (Subsidiary)
 Diacritech Inc. (From 30th April, 2023) (Stepdown Subsidiary)
 Datamatics Global Services LLC FZ (From 15th November, 2024) (Subsidiary)
 Dextara Digital Private Limited (From 01st April, 2024) (Subsidiary)
 Dextara Digital (USA) Inc (From 01st April, 2024) (Stepdown Subsidiary)
 Dextara Digital (UK) Private Limited (From 01st April, 2024 and struck off w.e.f. 10th September, 2024) (Stepdown Subsidiary)
 TNQ Tech Private Limited (From 31st December, 2024) (Stepdown Subsidiary)

(B) Key Managerial Personnel

Dr. Lalit S. Kanodia, Chairman
 Mr. Rahul L. Kanodia, Vice chairman & CEO
 Ms. Divya Kumat, Company Secretary
 Mr. Sandeep Mantri, Chief Financial Officer (upto 09th August, 2024)
 Mr. Ankush Akar, Chief Financial Officer (w.e.f. 05th November, 2024)

(C) Relatives of Key Managerial Personnel and Enterprise owned by Key Managerial Personnel

Mrs. Aneesha Dalmia
 Mrs. Priyadarshini Kanodia



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

(ii) Details of transactions with the related parties stated in (i) above :

(INR in Crores)

Sr. No.	Particulars	(i) A		(i) B		(i) C	
		2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
[A]	Transactions during the year ended						
i	Revenue from operations	220.23	165.05	-	-	-	-
	Datamatics Global Services Inc.	128.00	101.49	-	-	-	-
	Datamatics Global Services FZ-LLC	4.61	4.41	-	-	-	-
	Datamatics Global Services Pty. Limited	11.77	13.45	-	-	-	-
	Datamatics Infotech Limited	73.36	44.61	-	-	-	-
	Datamatics Global Services L.L.C-FZ	2.49	-	-	-	-	-
	Datamatics Technologies FZ-LLC	-	1.08	-	-	-	-
ii	Technical fees	15.40	11.10	-	-	-	-
	Datamatics Global Services Inc.	1.83	1.70	-	-	-	-
	Datamatics Global Technologies AG	4.00	3.18	-	-	-	-
	Datamatics Infotech Limited	0.93	1.03	-	-	-	-
	Datamatics Global Services Corp	6.86	3.44	-	-	-	-
	Dextara Digital Private Limited	0.67	0.07	-	-	-	-
	Datamatics Robotics Software Limited	1.12	1.68	-	-	-	-
iii	Recruitment charges	0.01	0.03	-	-	-	-
	Datamatics Professional Services Limited	0.01	0.03	-	-	-	-
iv	Reimbursements/ Expenses incurred by related parties	9.19	14.22	-	-	0.27	0.15
	Datamatics Global Services Inc.	8.41	12.85	-	-	-	-
	Datamatics Robotics Software Limited**	0.00	0.42	-	-	-	-
	Datamatics Information Solutions Limited	0.77	0.95	-	-	-	-
	Mrs. Aneesha Dalmia	-	-	-	-	0.27	0.15
v	Reimbursements/Expenses incurred for related parties	3.74	2.37	-	-	-	-
	Datamatics Robotics Services Inc.	-	0.34	-	-	-	-
	Datamatics Global Services Inc.	0.03	0.65	-	-	-	-
	Datamatics Global Services Corp	-	0.12	-	-	-	-
	Datamatics Global Services FZ-LLC	-	0.04	-	-	-	-
	Datamatics Global Services Pty. Limited	0.06	-	-	-	-	-
	Datamatics Information Solutions Limited	0.16	-	-	-	-	-
	Datamatics Infotech Limited	0.03	0.19	-	-	-	-
	Datamatics Global Services L.L.C-FZ	-	0.05	-	-	-	-
	Datamatics Professional Services Limited	0.05	0.04	-	-	-	-
	Lumina Datamatics Limited	3.02	0.45	-	-	-	-
	Datamatics Robotics Software Limited	0.35	0.49	-	-	-	-
	Dextara Digital Private Limited	0.02	-	-	-	-	-
vi	Managerial remuneration*	-	-	7.61	6.95	-	-
	Dr. Lalit S. Kanodia	-	-	2.18	2.21	-	-
	Mr. Rahul L. Kanodia	-	-	5.43	4.74	-	-
vii	Salaries and allowances*	-	-	2.87	3.05	1.14	1.14
	Ms. Divya Kumat	-	-	1.50	1.63	-	-
	Mr. Ankush Akar	-	-	1.37	0.54	-	-
	Mr. Sandeep Mantri	-	-	-	0.89	-	-
	Mrs. Priyadarshini Kanodia	-	-	-	-	1.14	1.14
viii	Commission	-	-	4.86	3.24	-	-
	Dr. Lalit S. Kanodia	-	-	2.16	1.44	-	-
	Mr. Rahul L. Kanodia	-	-	2.70	1.80	-	-



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

(INR in Crores)

Sr. No.	Particulars	(i) A		(i) B		(i) C	
		2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
ix	Dividend income	28.88	19.89	-	-	-	-
	Lumina Datamatics Limited	10.78	10.78	-	-	-	-
	Datamatics Infotech Limited	18.10	-	-	-	-	-
	Datamatics Global Services FZ LLC	-	9.11	-	-	-	-
x	Investment in capital of subsidiaries	33.55	111.18	-	-	-	-
	Datamatics Cloud Solutions Private Limited	-	1.33	-	-	-	-
	Dextara Digital Private Limited	33.55	109.85	-	-	-	-

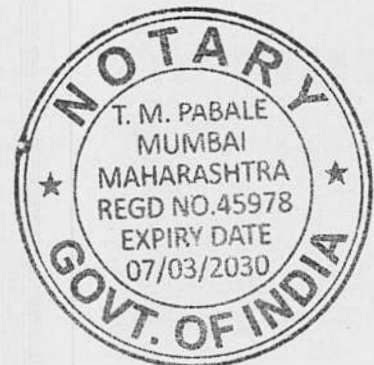
(INR in Crores)

Sr. No.	Particulars	(i) A		(i) B		(i) C	
		31-03-2026	31-03-2025	31-03-2026	31-03-2025	31-03-2026	31-03-2025
[B]	Balance as at March 31						
i	Payables	19.37	18.55	4.86	4.50	-	-
	Datamatics Global Services Inc.	15.83	14.29	-	-	-	-
	Datamatics Global Technologies AG	0.80	0.72	-	-	-	-
	Datamatics Robotics Software Limited	-	1.82	-	-	-	-
	Datamatics Professional Services Limited	-	0.01	-	-	-	-
	Datamatics Information Solutions Limited	0.32	0.06	-	-	-	-
	Datamatics Robotics Software Inc	0.16	0.14	-	-	-	-
	Datamatics Infotech Limited	0.48	0.27	-	-	-	-
	Datamatics Global Services Corp	1.52	1.10	-	-	-	-
	Datamatics Technologies FZ-LLC (UAE)	-	0.07	-	-	-	-
	Dextara Digital Private Limited	0.27	0.07	-	-	-	-
	Dr. Lalit S. Kanodia	-	-	2.16	1.44	-	-
	Mr. Rahul L. Kanodia	-	-	2.70	3.06	-	-
ii	Receivables	61.42	52.04	-	-	-	-
	Datamatics Global Services FZ-LLC	2.22	0.54	-	-	-	-
	Datamatics Global Services Inc.	34.74	33.08	-	-	-	-
	Datamatics Global Services Pty. Limited	1.12	1.32	-	-	-	-
	Datamatics Global Technologies AG	-	-	-	-	-	-
	Datamatics Global Technologies Limited	-	-	-	-	-	-
	Datamatics Infotech Limited	19.51	14.49	-	-	-	-
	Datamatics Robotics Software Limited	1.29	0.36	-	-	-	-
	Datamatics Professional Services Limited**	0.00	0.00	-	-	-	-
	Dextara Digital Private Limited	0.01	-	-	-	-	-
	Datamatics Technologies FZ-LLC	-	1.10	-	-	-	-
	Datamatics Global Services L.L.C-FZ	1.99	-	-	-	-	-
	Lumina Datamatics Limited	0.21	-	-	-	-	-
	Datamatics Global Services Corp	-	0.36	-	-	-	-
	Datamatics Robotics Software Inc	0.33	0.79	-	-	-	-

* Above figures does not include gratuity, leave encashment, Mediclaim and term life insurance as separate actuarial valuation / premium figures are not available and also the above figure does not include company's contribution to provident fund.

** Less than Rs. 1 Crores.

*** Dividend paid to related parties has not been disclosed as a related party transaction, as such dividend was paid in their capacity as shareholders and on terms identical to those applicable to all equity shareholders of the Company.



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

Note 41: Employee benefits

The disclosure as required by Ind AS 19 on "Employee Benefits" are given below:

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

		(INR in Crores)	
		March 31, 2026	March 31, 2025
I.	Defined Contribution Plan		
	Charge to the Statement of Profit and Loss based on contributions:		
	Employers contribution to provident fund	19.42	21.60

II. Defined Benefit Plan- Gratuity

i) Movement in Present Value of Obligation

		(INR in Crores)	
		March 31, 2026	March 31, 2025
Particulars			
Present Value of Obligation as at the beginning		34.91	25.93
Present Value of Obligation transfer In		-	-
Current Service Cost		5.35	3.60
Interest Expense or Cost		2.62	1.85
Re-measurement (or Actuarial) (gain) / loss arising from:			
- change in demographic assumptions		0.79	-
- change in financial assumptions		5.02	5.07
- experience variance (i.e. actual experience vs assumptions)		0.47	3.33
- Others		-	-
Past Service Cost (Refer Note No IV)		9.32	-
Benefits Paid		(4.85)	(4.88)
Transfer In / (Out)		(0.25)	0.02
Present Value of Obligation as at the end		53.38	34.91
Present Value of Obligation as at the end - Current		8.02	4.42
Present Value of Obligation as at the end - Non - Current		45.36	30.49

ii) Expenses recognised in the Income statement and other comprehensive income

		(INR in Crores)	
		March 31, 2026	March 31, 2025
Particulars			
Current service cost		5.35	3.60
Past Service Cost (Refer Note No IV)		9.32	-
Loss / (Gain) on settlement		-	-
Net interest cost on the net defined benefit liability		2.62	1.85
Expenses recognised in Profit & Loss Account		17.29	5.45
Other Comprehensive Income			
Actuarial (gains) / losses			
- Change in demographic assumptions		0.79	-
- Change in financial assumptions		5.02	5.07
- Experience variance		0.47	3.33
Expenses recognised in OCI		6.27	8.40

iii) Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below

		March 31, 2026	March 31, 2025
Particulars			
Discount Rate (per annum)		7.30%	6.75%
Salary growth rate (per annum)		7.00%	5.50%
Normal retirement age		60 Years	60 Years
Mortality Rate		100% of IALM 12-14	100% of IALM 12-14
Attrition / Withdrawal rates, based on Completed Years of Service: (per annum)			
Less than 5 years		25.00%	35.00%
Equal and above 5 years		2.00%	2.00%

iv) Sensitivity Analysis

		(INR in Crores)			
		March 31, 2026		March 31, 2025	
Particulars		Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)		60.44	47.54	39.37	31.22
(% change compared to base due to sensitivity)		13.2%	(-) 10.9%	12.8%	(-) 10.6%
Salary growth rate (- / + 1%)		47.48	60.39	31.15	39.38
(% change compared to base due to sensitivity)		(-) 11.1%	13.1%	(-) 10.8%	12.8%
Attrition rate (- / + 50%)		54.35	52.53	35.77	34.19
(% change compared to base due to sensitivity)		1.8%	(-) 1.6%	2.5%	(-) 2.1%
Mortality rate (- / + 10%)		53.37	53.39	34.90	34.93
(% change compared to base due to sensitivity)		0.0%	0.0%	0.0%	0.0%

v) Maturity profile of Defined Benefit obligation

		(INR in Crores)	
		March 31, 2026	March 31, 2025
Expected Cash flow over the next (valued on undiscounted basis)			
1 Year		8.02	4.42
2 to 5 years		8.92	7.50
6 to 10 years		15.94	10.94
More than 10 years		131.35	71.65



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

III. Leave Encashment

The Company has a policy on compensated absences which is accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date. This is done using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expenses relating to the same are recognised in the statement of profit and loss.

The Company expensed Rs. 6.96 crore (Previous year Rs. 7.15 crore) for the years ended March 31, 2026, towards Employees' Leave Encashment.

IV. On November 21, 2025, the Government of India notified four Labour Codes, replacing the existing 29 labour laws. The Company has assessed the financial implications of these changes considering the restructuring being undertaken in alignment with the provisions of the Labour Codes which has resulted in increase in gratuity and leave encashment liability by Rs. 9.32 crore and Rs. 2.05 crore respectively, for year ended March 31, 2026. As the impact arising out of an enactment of the new legislation and non-recurring nature, the Company has presented this incremental amount as "Impact of Labour Codes" under "Exceptional Item". The Company continues to monitor the finalisation of Central/State Rules, clarification from the Government on other aspects of the Labour Code & other developments pertaining to Labour Codes and will evaluate impact and would provide appropriate accounting effect.

V. Performance Based Employee Stock Option Plan ('PSOP') 2022

The Company has granted Stock Options under Performance Based Employee Stock Option Plan 2022 ("PSOP 2022"). The plan shall extend to present and future eligible employees of the Company or its Subsidiary/ies or its Group Company(ies) working exclusively for such company whether within or outside India and/or such other persons, as may be permitted from time to time, under Applicable Laws, rules and regulations and/or amendments thereto as eligible to participate in this PSOP 2022 who meet the eligibility criteria set out in the Grantee's Option Agreement in accordance with this PSOP 2022 as determined by the Compensation Committee from time to time. Stock Options shall vest based upon satisfaction of the performance criteria and the continuation of employee in the services of the Company shall be the primary requirement of the vesting.

Grant date	30-04-2022	10-08-2023	20-11-2024
Number of options Granted to Employees under PSOP	5,97,679	50,000	40,500
Exercise Price	Rs. 5 per share	Rs. 5 per share	Rs. 5 per share
Vesting Period	3 years/36 Months	3 years/36 Months	3 years/36 Months
Time to Maturity (days)	2 years one month	2 years one month	2 years one month
Method of settlement	Cash & Equity	Cash & Equity	Cash & Equity
Particulars	First Lot	Second Lot	Third Lot
Number of options Granted to Employees under PSOP	5,97,679	50,000	40,500
Less: Number of options Granted to Employees who left as on 31.03.2025	(1,25,563)	(50,000)	-
Number of options Granted to Employees under PSOP as on 31.03.2025	4,72,116	-	40,500
Less: Options exercised and lapsed till date	(4,72,116)	-	(40,500)
Number of options Granted to Employees under PSOP as on 31.03.2026	Nil	Nil	Nil

The Performance Based Employee Stock Option Plan ('PSOP') -Granted by Datamatics Global Services Limited to its Eligible Employees has been determined by using the Black-Scholes-Merton Formula.

The fair value has been estimated on the date of grant using the following assumptions:

Particulars	First Lot	Second Lot	Third Lot
Current Stock Price (Closing price of the share as on the date of Grant)	304.70	504.70	531.55
Risk Free Rate of Return (India 3-Year Bond Yield)	6.99%	7.17%	6.43%
Dividend Yield	1.24	0.82	0.78
Expected Volatility of the underlying shares	54.70	54.10	43.02
Fair Value Measurement per share using Black-Scholes-Merton Formula	Rs. 292.61 per share	Rs. 490.91 per share	Rs. 527.37 per share

The inputs to the model include the share price at date of grant, exercise price, expected volatility, expected dividends, expected term and the risk-free rate of interest. Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the options.

None of the grantees achieved the prescribed performance criteria during the year and hence, none of the PSOPs vested. Consequently, the scheme was closed, and the provision created in respect of the PSOPs was reversed.

The break up of employees stock compensation expenses is as follow:

Particulars	March 31, 2026	March 31, 2025
Key Managerial Personnel (KMP)	(0.27)	0.06
Employees other than KMP	(3.86)	2.06
Total	(4.13)	2.12

In accordance with above, the amount of provision made as at March 31, 2026 is Rs. Nil Crores (Previous year Rs. 2.12 Crores).



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

Note 42: Leases

Operating leases:

The Company's significant lease arrangements relate mainly to residential and office premises and are cancellable leases. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other expenses" in Note 35. These leasing arrangements are for a period not exceeding five years and are in most cases renewable by mutual consent, on mutually agreeable terms.

(INR in Crores)		
Rental expense relating to operating leases	March 31, 2026	March 31, 2025
Total rental expense relating to operating leases	3.17	1.76

The Company has applied the practical expedient in for accounting of short-term leases, i.e., it has recognised lease payments as expense as per Para 6 of Ind AS 116 instead of recognising the lease transaction as right of use asset with corresponding lease liability as required under Para 22 of Ind AS 116.

Note 43: Earnings per share

Particulars	March 31, 2026	March 31, 2025
(a) Net Profit after taxation attributable to equity shareholders (Rs. in Crores)	89.43	55.36
(b) Weighted average number of outstanding equity shares considered for Basic and Diluted EPS (Nos.)	5,91,06,389	5,90,58,323
(c) Earnings per share (Nominal value per share Rs. 5 each)		
Basic and Diluted earnings per share (in Rs.) (a/b)	15.13	9.37

Note 44: Contingent Liability and Commitments

Provision is made in the financial statements if it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

(INR in Crores)		
Contingent Liabilities to the extent not provided for:	March 31, 2026	March 31, 2025
(a) Claims against the Company not acknowledged as debt:		
(i) Income Tax matters	4.31	2.75
(b) Details of guarantees outstanding as at:		
(i) Guarantees given by banks	53.98	59.72
(c) Capital and other commitments:	13.62	-

Note 45: Forward contracts in foreign currencies

The Company in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rates. The counter party is generally a bank. The foreign exchange forward contracts mature within a period of one month and two years.

The Company uses forward exchange contracts to hedge its exposure in foreign currency on highly probable forecast transactions. The information on derivative instruments is given below. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date:

(INR in Crores)		
Particulars	March 31, 2026	March 31, 2025
Not later than one month	14.38	9.21
Later than one month and not later than three months	21.53	17.09
Later than three months and not later than one year	67.09	44.86
Later than one year	15.22	3.58
Total	118.21	74.74

The following are outstanding foreign exchange forward contracts, which have been designated as Cash Flow Hedges, as at:

(INR in Crores)						
Foreign Currency	March 31, 2026			March 31, 2025		
	No. of Contracts	Notional amount of Currency Forward contract (Amount in Crores)	Fair Value gain / (loss)	No. of Contracts	Notional amount of Currency Forward contract (Amount in Crores)	Fair Value gain / (loss)
U.S. Dollar	145	1.13	(6.72)	52	0.61	(0.17)
Sterling Pound	21	0.14	(0.68)	35	0.20	(0.07)
Total			(7.40)			(0.24)

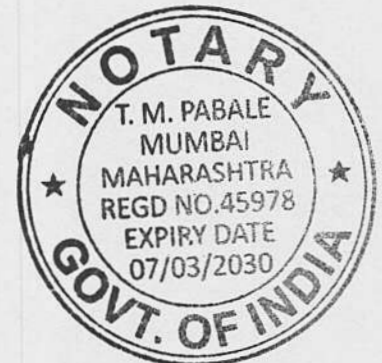
Net gain / (loss) on derivative Instruments of Rs. (-) 7.40 crores (FY 2022-23 (-) Rs. 1.48 crores) recognised in Hedging Reserve as of March 31, 2024, is expected to be reclassified to the Statement of Profit and Loss by August 30, 2027.

Note 46: Segment Information

The company publishes standalone financial statements of the company along with the consolidated financial statements. In accordance with Ind AS 108 - Operating segments, the company has disclosed the segment information in the consolidated financial statements.

Note 47: Auditor's Remuneration

(INR in Crores)		
Particulars	March 31, 2026	March 31, 2025
For services as auditors, including quarterly limited review	0.38	0.33
For certifications	0.03	0.05
Total	0.41	0.38



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

Note 48: Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	(INR in Crores)	
	March 31, 2026	March 31, 2025
(i) Amount required to be spent by the company during the year	1.83	2.22
(ii) Amount of expenditure incurred	1.01	2.05
(iii) Shortfall at the end of the year*	0.82	0.17
(iv) Total of previous years shortfall	Refer Note below*	Refer Note below*
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Promoting education and training	Promoting education and training
(vii) Details of related party transactions, e.g. Contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

*The excess CSR expenditure amounting to Rs. 0.08 Crores (Previous year: 0.17 Crores) from the previous financial years has been carried forward and utilized against the shortfall during the current financial year. The remaining shortfall of Rs. 0.74 crore has been recognized in the financial statements towards an ongoing project, and the corresponding amount was transferred to a separate bank account before the prescribed due date.

Note 49: Ratios

The following are applicable analytical ratios for the year ended March 31, 2026 and March 31, 2025:

Particulars	Refer notes for variance	March 31, 2026	March 31, 2025	Variance (%)
(i) Current Ratio = (Current Assets/Current Liabilities) (Times)		2.53	2.49	0.68%
(ii) Debt – Equity Ratio = (Total Debt (a) /Shareholder's Equity) (Times)	1	0.02	0.00	3849.99%
(iii) Debt Service Coverage Ratio = (Earnings available for debt service(b)/ Debt Service(c)) (Times)	1	33.86	22.97	47.40%
(iv) Return on Equity (ROE) = (Net Profits after taxes/Average Shareholder's Equity) (%)	2	10.20%	6.57%	55.18%
(v) Trade receivables turnover ratio = (Revenue/Average Trade Receivable) (Times)		6.33	6.62	-4.46%
(vi) Trade payables turnover ratio = (Purchases of services and other expenses/Average Trade Payables) (Times)		2.01	2.64	-23.79%
(vii) Net capital turnover ratio = (Revenue/Working Capital) (Times)		3.17	3.31	-4.26%
(viii) Net profit ratio = (Net Profit/Total Income) (%)	2	12.25%	7.35%	66.59%
(ix) Return on capital employed (ROCE) = (Earning before interest and taxes/Effective Capital Employed (d)) (%)	2	11.94%	7.89%	51.41%
(x) Return on Investment (ROI) = (Income generated from investments/Time weighted average investments) (%)		6.93%	6.61%	4.84%

(a) Reduction in current liabilities majorly due to Debt Includes lease liabilities

(b) Net Profit after taxes + Non-Cash operating expenses+Interest+ other adjustments like loss on sale of fixed assets etc.

(c) Lease payments for the current year

(d) Total Debts+ Share Holder's Fund

Note:

1. Increase in lease payment ind as 116 during the current year.

2. Increase in profit during the current year.

Note 50: Revenue from contract with major customers

No single customer represents 10% or more of the Company's total revenue during the year ended March 31, 2026 and March 31, 2025.

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognise corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts. Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revaluations of estimates, economic factors (changes in currency rates, tax laws etc). This excludes transactions with subsidiaries of the Company.

Changes in contract assets of major customers are as follows:

Particulars	(INR in Crores)	
	March 31, 2026	March 31, 2025
Balance at beginning of the year	118.33	79.35
Revenue recognised during the year	178.85	191.48
Invoices raised during the year	177.36	152.50
Balance at the end of the year	119.82	118.33

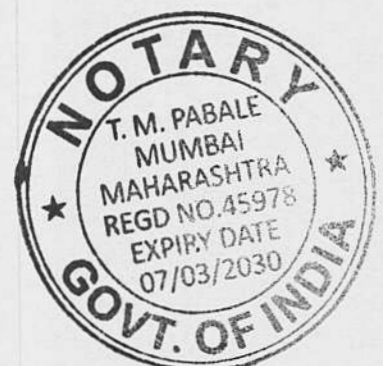
Note 51: Acquisition of a Subsidiary

During the previous year, the Company acquired Dextara Digital Private Limited ("Dextara"), a private limited company incorporated in Hyderabad, Telangana, India. The acquisition also included the indirect acquisition of Dextara's wholly owned subsidiaries, Dextara Digital (UK) Private Limited and Dextara Digital (USA) Inc., through the purchase of shares from the existing shareholders in one or more tranches over a period of two years, in accordance with the terms of the Definitive Agreements.

Pursuant to these agreements, the Company acquired an initial 80% equity stake in Dextara on April 1, 2024, for a consideration of Rs. 109.85 Crores. Subsequently, on June 20, 2025, the Company acquired the remaining 20% equity stake in Dextara for a fixed consideration of Rs. 33.55 Crores, resulting in Dextara becoming a wholly owned subsidiary of the Company.

The contingent consideration payable has been recognized under current financial liabilities and is expected to be settled based on the agreed performance criteria.

In addition, during the previous year, the Company incurred acquisition-related expenses of Rs. 3.12 Crores, which have been recognized as an exceptional item in the financial statements.



Datamatics Global Services Limited
Notes forming part of the standalone financial statements

Note 52: Amalgamation

The Board of Directors have, at their meeting held on May 21, 2026, subject to obtaining the requisite approvals/consents, approved the Scheme of Amalgamation under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder ("Scheme") of Dextara Digital Private Limited and Datamatics Cloud Solutions Private Limited with Datamatics Global Services Limited.

Note 53: Impairment

As per Companies (Accounting Standards) Rules, 2013 issued by the Central Government, in consultation with National Advisory Committee on Accounting Standards ("NACAS") and the relevant provisions of the Companies Act, 2013, to the extent applicable, the carrying value of the asset has been reviewed for impairment of assets.

Note 54: Transfer pricing

The Management is of the opinion that its international transactions are at arm's length as per the independent accountants certificate for the year ended March 31, 2026. The Management continues to believe that its international transactions during the current financial year are at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

Note 55: Events occurring after Balance Sheet date

Dividend

Dividends declared by the Company are based on the profit available for distribution. On May 21, 2026, the Board of Directors of the Company have proposed final dividend of Rs. 5 per equity share (i.e 100%) in respect of the year ended March 31, 2026 subject to the approval of shareholders at the Annual General Meeting.

Note 56:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

Note 57:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

Note 58:

The Company has not revalued its property, plant and equipment (including right to use assets) or intangible assets or both during the current or previous year.

Note 59:

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

Note 60: Benami Property

No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 61: Relationship with struck off Companies

The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Note 62: Borrowings from Banks

The Company has borrowings from banks on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of account.

As per our attached report of even date
For M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W/W100197

Ashishkumar Balraja
Partner
Membership No. 109931

Place : Mumbai
Dated : May 21, 2026

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
DIN 00008050

Divya Kumar
EVP, Chief Legal Officer
& Company Secretary

Rahul L. Kanodia
Vice Chairman & CEO
DIN 00075801

Ankush Akar
EVP, Chief Financial Officer

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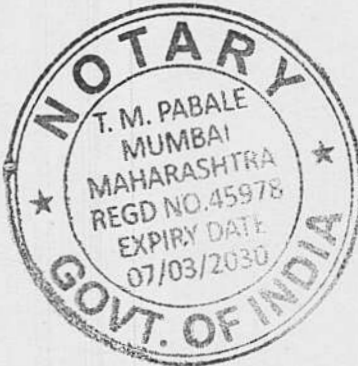


Exhibit- G

SCHEME OF AMALGAMATION
UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

BETWEEN

DEXTARA DIGITAL PRIVATE LIMITED: AMALGAMATING COMPANY NO. 1

AND

DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED: AMALGAMATING COMPANY NO.
2

WITH

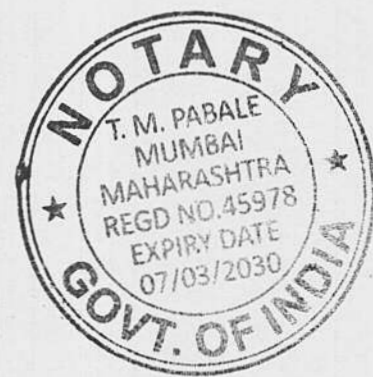
DATAMATICS GLOBAL SERVICES LIMITED: AMALGAMATED COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS

AND

THEIR RESPECTIVE CREDITORS



PREAMBLE

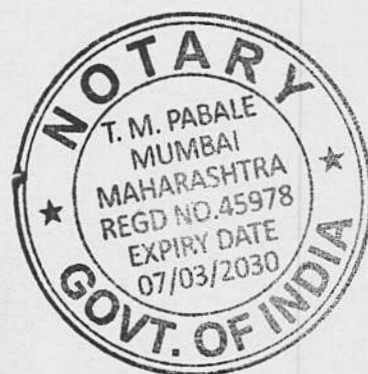
This Scheme of Amalgamation is presented under Sections 230 to 232 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act for amalgamation of Dextara Digital Private Limited and Datamatics Cloud Solutions Private Limited into and with Datamatics Global Services Limited.

The Scheme is in the best interest of the Amalgamating Companies, Amalgamated Company, their shareholders, their creditors and all other stakeholders.

PARTS OF THE SCHEME:

The Scheme is divided into five parts:

- i. **Part I** sets forth the Introduction, Definitions and Interpretation;
- ii. **Part II** sets forth the share capital structure of the Amalgamated Company and Amalgamating Companies;
- iii. **Part III** deals with the amalgamation of the Amalgamating Companies into and with the Amalgamated Company;
- iv. **Part IV** deals with consideration, accounting and tax treatments of the Amalgamated Company; and
- v. **Part V** deals with general/residuary terms and conditions.



PART I INTRODUCTION, DEFINITIONS AND INTERPRETATION

1 INTRODUCTION

1.1 DATAMATICS GLOBAL SERVICES LIMITED

Datamatics Global Services Limited (hereinafter referred to as “**DGSL**” or “**Amalgamated Company**”) having CIN - L72200MH1987PLC045205, is a listed public company incorporated under the Companies Act, 1956 and has its Registered Office situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai, Maharashtra, India, 400093. The details about the capital structure of Amalgamated Company are set out in Part II.

DGSL enables enterprises to go Deep in Digital to boost their productivity, customer experience, and competitive advantage. Datamatics’ portfolio spans across three pillars including Digital Technologies, Digital Operations, and Digital Experiences. It has established products in Intelligent Document Processing, Robotic Process Automation, AI/ML models, Smart Workflows, Business Intelligence, and Automatic Fare Collection. Datamatics caters to a diverse global clientele across Banking, Financial Services, Insurance, Healthcare, Manufacturing, International Organizations, and Media & Publishing. The Company has a presence across four continents with significant delivery centers in the USA, India, and Philippines.

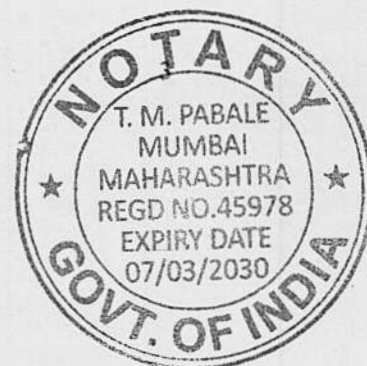
1.2 DEXTARA DIGITAL PRIVATE LIMITED

Dextara Digital Private Limited (hereinafter referred to as “**DDPL**” or “**Amalgamating Company No. 1**”) having CIN - U72501TG2019PTC136112, is a company incorporated under the Companies Act, 2013 and has its Registered Office situated at 2nd Floor, D.No.1-18/HIE/NR-3, Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032. The details about the capital structure of Amalgamating Company No. 1 are set out in Part II.

Amalgamating Company No. 1 is a wholly owned subsidiary of Amalgamated Company and is primarily engaged in the business of providing integrated salesforce and allied product related system integration services. Dextara Datamatics is a Salesforce only company and is a Salesforce Platinum (Summit) Consulting and ISV Partner.

1.3 DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED

Datamatics Cloud Solutions Private Limited (hereinafter referred to as “**DCSPL**” or “**Amalgamating Company No. 2**”) having CIN - U72900MH2022PTC395343, is a company incorporated under the Companies Act, 2013 and has its Registered



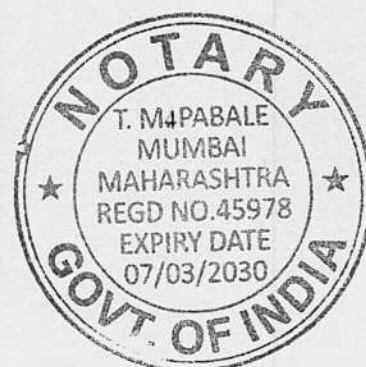
Office situated at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai, Maharashtra, India, 400093. The details about the capital structure of Amalgamating Company No. 2 are set out in Part II.

Amalgamating Company No. 2 is a wholly owned subsidiary of Amalgamated Company and is primarily engaged in the business of designing, developing, implementing, and providing consultancy services in relation to Customer Relationship Management (CRM) platforms, including customization, integration, and maintenance thereof. It is also engaged in the business of development, licensing, installation, marketing, and support of computer software and hardware systems, as well as management of data processing, information systems, and data communication systems, including provision of annual maintenance contracts and subscription-based services in India and abroad.

2 RATIONALE OF THE SCHEME

2.1 The merger of the companies would inter alia have the following benefits:

- 2.1.1 The merger will enable integration of complementary capabilities across artificial intelligence, cloud-based CRM platforms, Salesforce solutions, and product lifecycle management services, thereby creating a comprehensive, end-to-end digital transformation offering.
- 2.1.2 The merger will strengthen the market position of the Amalgamated Company as a unified digital solutions provider with enhanced scale, broader service portfolio, and improved ability to compete in domestic and global markets.
- 2.1.3 The merger will facilitate cross-selling of services across the combined customer base, enhance client engagement, and provide opportunities for increased revenue generation through bundled and integrated service offerings.
- 2.1.4 The merger will result in achieving greater integration and greater financial strength and flexibility and to maximize overall shareholders' value.
- 2.1.5 The merger will result in achieving cost savings from more focused operational efforts, rationalization, standardization and simplification of business processes and productivity improvements.
- 2.1.6 The merger will result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund growth opportunities, to maximize shareholders' value.



- 2.1.7 The merger will enable better utilization of technological resources, foster innovation, and accelerate development of advanced solutions by leveraging shared expertise across AI, automation, cloud, and enterprise platforms.
- 2.1.8 The merger will help in consolidating and improving the internal control systems and procedures which will bring greater management and operational efficiency due to integration of various similar functions being carried out by the entities such as human resources, finance, legal, management etc.
- 2.1.9 The merger will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Amalgamating Companies and the Amalgamated Company.
- 2.1.10 The merger will also enable unified accounting and auditing resulting in reduction of costs and time and efforts involved.
- 2.1.11 The merger will result in simplification of group structure.
- 2.2 The proposed corporate restructuring mechanism by way of a Scheme of Merger by absorption under the provisions of the Companies Act, 2013 is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of all the companies involved.

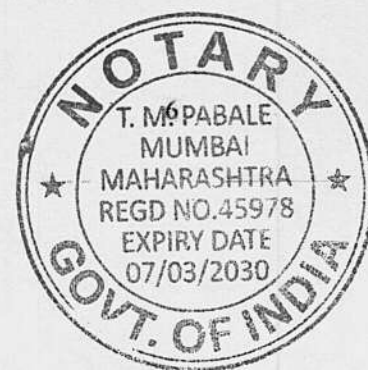
3 DEFINITIONS

In this Scheme, the following words and expressions shall, unless the context requires otherwise, have the following meanings ascribed to them:

- 3.1 "Act" or "the Act" means the Companies Act, 2013 and the rules made thereunder, and includes any alterations, modifications and amendments made thereto and/or any re-enactment thereof;
- 3.2 "Amalgamating Company No. 1" or "DDPL" shall mean Dextara Digital Private Limited, as defined in Clause 1.2 of Part I;
- 3.3 "Amalgamating Company No. 2" or "DCSPL" shall mean Datamatics Cloud Solutions Private Limited, as defined in Clause 1.3 of Part I;
- 3.4 "Amalgamating Companies" shall mean collectively, Amalgamating Company No. 1 and Amalgamating Company No. 2.
- 3.5 "Amalgamated Company" or "DGSL" means Datamatics Global Services Limited, as defined in Clause 1.1 of Part I;



- 3.6 **"Applicable Law(s)"** means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, approval from the concerned authority, Governmental Authority resolution, order, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any concerned authority having jurisdiction over the matter in question;
- 3.7 **"Appointed Date"** means April 1, 2026 or such other date as may be approved by NCLT;
- 3.8 **"Board of Directors"/ "Board"** in relation to the Amalgamating Companies and/or the Amalgamated Company, as the case may be, shall, unless it be repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee as may be constituted by the board of directors;
- 3.9 **"Clause"** and **"sub-Clause"** means the relevant clauses and sub-clauses set out in this Scheme;
- 3.10 **"Companies"** means Amalgamating Companies and Amalgamated Company collectively;
- 3.11 **"Effective Date"** means the date on which the Scheme shall become effective pursuant to Clause 15 of Part V of this Scheme. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" or "after this Scheme becomes effective" means and refers to the Effective Date;
- 3.12 **"Governmental Authority"** means any government authority, statutory authority, government department, agency, commission, board, tribunal or court or other law, rule or regulation making entity having or purporting to have jurisdiction on behalf of the Republic of India or any state or other subdivision thereof or any municipality, district or other subdivision thereof;
- 3.13 **"Listing Regulations"** shall mean Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modifications or any enactment thereof;
- 3.14 **"NCLT"** means the National Company Law Tribunal, Mumbai Bench and National Company Law Tribunal, Hyderabad Bench to which this Scheme in its present form is submitted for its sanctioning under sections 230 to 232 of the Act;
- 3.15 **"RoC"** means the Registrar of Companies having respective jurisdiction over the Companies;
- 3.16 **"Scheme"** or **"the Scheme"** or **"this Scheme"** means this Scheme of Amalgamation in its present form (along with any annexures, schedules, etc., annexed/attached hereto), with such modifications and amendments as may be made from time to time, and with



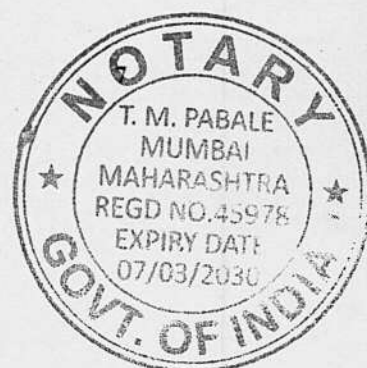
appropriate approvals and sanctions of the NCLT and other relevant regulatory authorities, as may be required under the Act, as applicable, and under all other applicable laws;

3.17 "**Securities**" means securities as defined under Section 2(h) of the Securities Contracts (Regulation) Act, 1956, as amended from time to time.

4 INTERPRETATION

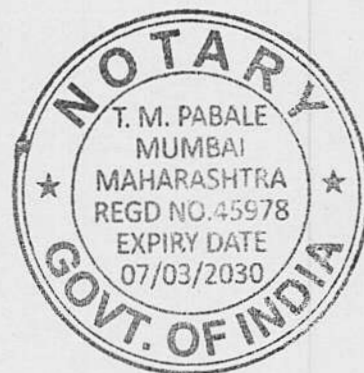
In this Scheme, unless the context otherwise requires:

- 4.1 words denoting singular shall include plural and vice versa and references to any gender includes the other gender;
- 4.2 headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;
- 4.3 References to the word "include" or "including" shall be construed without limitation;
- 4.4 References to Clauses are to the Clauses to this Scheme;
- 4.5 References to the words "hereof", "herein" and "hereunder" and words of similar import shall refer to this Scheme as a whole and not to any particular provision of this Scheme;
- 4.6 Reference to any law or legislation or regulation shall include amendment(s), circular(s), notification(s), clarification(s) or supplement(s) to, or replacement or amendment of, that law or legislation or regulation;
- 4.7 Reference to a document includes an amendment or supplement to, or replacement or novation of, that document;
- 4.8 Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them;
- 4.9 References to a person include any individual, firm, body corporate (whether incorporated or not), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives' body (whether or not having separate legal personality); and
- 4.10 Where a wider construction is possible, the words "other" and "otherwise" shall not be construed ejusdem generis with any foregoing words.



5 DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT shall be deemed to be effective from the Appointed Date and shall be operative from the Effective Date.



PART II
SHARE CAPITAL STRUCTURE

6 CAPITAL STRUCTURE

6.1 The share capital of Amalgamating Company No. 1 as on March 31, 2026 was as under:

Particulars	Amount (INR)
<u>Authorized Capital:</u>	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
54,00,000 Compulsory Convertible Preference Shares of Rs. 10/- each	5,40,00,000
Total	10,40,00,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
45,69,575 Equity Shares of Rs. 10/- each	4,56,95,750
Total	4,56,95,750

Subsequent to the above date and till the date of filing of this Scheme as approved by the Board of Directors of Amalgamating Company No. 1, there is no change in authorized, issued, subscribed and paid-up equity capital of Amalgamating Company No. 1. The Shares of the Amalgamating Company No. 1 are held by the Amalgamated Company along with its nominees.

6.2 The share capital of Amalgamating Company No. 2 as on March 31, 2026 was as under:

Particulars	Amount (INR)
<u>Authorized Capital:</u>	
10,000 Equity Shares of Rs. 10/- each	1,00,000
Total	1,00,000



Issued, Subscribed and Paid-up Capital:	
10,000 Equity Shares of Rs. 10/- each.	1,00,000
Total	1,00,000

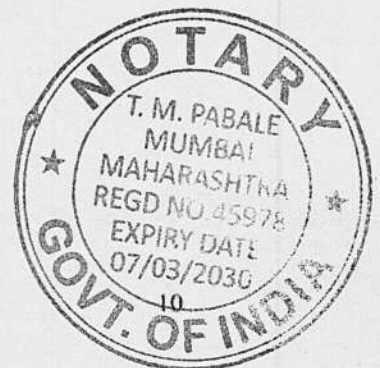
Subsequent to the above date and till the date of filing of this Scheme as approved by the Board of Directors of Amalgamating Company No. 2, there is no change in authorized, issued, subscribed and paid-up equity capital of Amalgamating Company No. 2. The Shares of the Amalgamating Company No. 2 are held by the Amalgamated Company along with its nominees.

6.3 The share capital of Amalgamated Company as on March 31, 2026 was as under:

Particulars	Amount (INR)
<u>Authorized Capital:</u>	
10,53,20,000 Equity Shares of Rs.5/- each	52,66,00,000
4,56,15,000 Redeemable Preference Shares of Rs. 10/- each	45,61,50,000
Total	98,27,50,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
5,91,06,389 Equity Shares of Rs. 5/- each.	29,55,31,945
Total	29,55,31,945

Subsequent to the above date and till the date of filing of this Scheme as approved by the Board of Directors of Amalgamated Company, there is no change in authorized, issued, subscribed and paid-up equity capital of Amalgamated Company.

The Equity Shares of the Amalgamated Company are listed on BSE Limited and National Stock Exchange of India Limited.



PART-III
AMALGAMATION OF THE AMALGAMATING COMPANIES INTO AND
WITH THE AMALGAMATED COMPANY

7 TRANSFER AND VESTING

- 7.1 With effect from the Appointed Date and upon the Scheme becoming effective, all the undertakings, businesses, assets and properties of the Amalgamating Companies, shall, pursuant to the provisions of section 230 to 232 of the Act and all other applicable provisions, if any, of the Act, and without any further act, instrument, deed, matter or thing, stand transferred to and vested into or be deemed to be transferred to and vested, as a going concern, into the Amalgamated Company, so as to vest in the Amalgamated Company all the rights, title, estate and interest pertaining to or belonging to or in possession of or granted in favour of the Amalgamating Companies.
- 7.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the Effective Date, the whole of the business, personnel, property, assets, liabilities, investments, rights, benefits and interest therein of the Amalgamating Companies shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the order passed by the NCLT. Without prejudice to the generality of the above, and in particular, the Amalgamating Companies shall stand transferred to and be vested in the Amalgamated Company in the manner described in sub-clauses (7.2.1) to (Error! Reference source not found.) below:
- 7.2.1 all assets of the Amalgamating Companies as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.
- 7.2.2 all movable properties of the Amalgamating Companies, other than those specified in sub-clause (7.2.1) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, shall without any further act, instrument or deed, become the property of the Amalgamated Company:
- 7.2.3 all immovable properties (including rights relating to immovable properties) of the Amalgamating Companies, if any, whether freehold or leasehold, and all documents of title, rights and easements in relation thereto, shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Companies and/or



the Amalgamated Company;

- 7.2.4 all investments including the investments made by Amalgamating Companies in the capital of other companies whether as securities, shares, scrips, stocks, bonds, debentures, debenture stocks, inter-corporate deposits, units, mutual funds or pass through certificates and including depository receipts and certificates and other accrued benefits thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Companies and/or the Amalgamated Company;
- 7.2.5 all the intellectual property rights of any nature whatsoever, including but not limited to intangible assets, including trademarks, logos, service marks, copyrights, domain names, trade names and applications relating thereto, goodwill, knowhow and trade secrets, pertaining to the Amalgamating Companies, whether or not registered and whether or not recorded in books of accounts of the Amalgamating Companies, without any cost, further act, instrument or deed, shall be and shall stand transferred to and vested in the Amalgamated Company as a part of the transfer as a going concern, so as to become, as and from the Appointed Date, the intellectual property of the Amalgamated Company.
- 7.2.6 all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of account or disclosed in the balance sheets of the Amalgamating Companies, shall, be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause;
- 7.2.7 all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, registrations, licenses including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Companies or to the benefit of which, the Amalgamating Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Companies, the Amalgamated Company had been a party or beneficiary or obligee thereto;
- 7.2.8 any pending suit/appeal or other proceedings of whatsoever nature relating to the Amalgamating Companies, whether by or against the Amalgamating Companies, shall stand abated and shall not be continued in any way prejudicially



affected by reason of the amalgamation of the Amalgamating Companies or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Companies. The Amalgamated Company shall file necessary application for transfer of all pending suit/appeal or other proceedings of whatsoever nature relating to Amalgamating Companies:

- 7.2.9 all employees of the Amalgamating Companies, who are on their pay roll shall be engaged by the Amalgamated Company, on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Companies, without any interruption of service as a result of this amalgamation and transfer. With regard to provident fund, gratuity, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Companies (if any), upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Companies for all purposes whatsoever, in accordance with the provisions of applicable laws and in terms of this Scheme. It is hereby clarified that upon this Scheme becoming effective, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of the Amalgamating Companies for such purposes shall be treated as having been continuous;
- 7.2.10 all statutory licenses, permissions or approvals or consents held by the Amalgamating Companies required to carry on its operations shall stand transferred to and be vested in the Amalgamated Company without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory authorities concerned therewith in favor of the Amalgamated Company. The benefit of all statutory and regulatory permissions, approvals and consents of the Amalgamating Companies shall vest in and become available to the Amalgamated Company pursuant to the Scheme;

7.3 Procedural Formalities Post Sanction of the Scheme

- 7.3.1 The Amalgamated Company shall, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or novation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Companies have been a party, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Companies.
- 7.3.2 Upon the Scheme becoming effective, for statistical purposes only and without any separate deed, instrument or writing, the Amalgamating Companies and/or



the Amalgamated Company shall, if required, simultaneously with the amendment in the register of charge file particulars of the modified charge with the concerned RoC. Any documentation subsequently entered into with the term lenders or the working capital lenders of the Amalgamating Companies and the Amalgamated Company, shall be for the sake of convenience and record only and to reflect the changes in the security pursuant to the Scheme and there shall be no break in the continuity of such charge and the same shall relate back to the date of its creation thereof in the Amalgamating Companies.

7.3.3 Upon the Scheme becoming effective, all statutory permissions, licenses, approvals, consents, privileges, benefits and benefits of filings and all other incorporeal rights emanating from such licenses (together the "Licenses", for the purpose of this Clause 7.3.3) relating to the Amalgamating Companies, shall stand transferred to and vested in the Amalgamated Company without any further act, instrument or deed, as more particularly provided hereinabove. Notwithstanding such transfer/ vesting of the Licenses, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the Licenses, as provided hereinabove, the Amalgamated Company shall facilitate the statutory authorities by filing such applications, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the NCLT.

7.3.4 From the Effective Date, all bank accounts of the Amalgamating Companies shall be permitted to be continued with the same balances as of the Effective Date in the name of the Amalgamated Company and for record the Amalgamated Company shall be permitted to file names and particulars of the new authorized signatories for withdrawals and/ or deposits/ credits in such bank accounts and the relevant bank accounts shall be reconstituted accordingly.

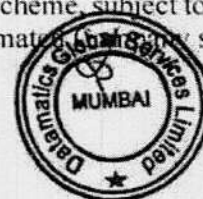
7.4 Conduct of Business

7.4.1 With effect from the Appointed Date and until occurrence of the Effective Date:

7.4.1.1 the Amalgamating Companies undertake to carry on and shall be deemed to have carried on all their business activities and stand possessed of their properties and assets, for and on account of and in trust for the Amalgamated Company; and

7.4.1.2 all profits accruing to the Amalgamating Companies and all taxes thereon or losses accumulated or otherwise arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be, of the Amalgamated Company; and

7.4.2 Notwithstanding anything contained in this Scheme, subject to the Applicable Laws, the Directors of the Amalgamated Company shall be entitled



to consider, pursue, manage, undertake and conduct business of Amalgamating Companies inter-alia including, any corporate actions, issue of securities and bonus shares, buy back of securities, reorganization, restructuring of its businesses, strategic acquisition or sale of any business, joint ventures, business combinations etc., as it may deem prudent and necessary in the interest of the Amalgamated Company.

- 7.4.3 With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Amalgamating Companies as on the Appointed Date, whether or not provided in their books, and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Amalgamated Company.
- 7.4.4 With effect from the Appointed Date, the Amalgamated Company shall be deemed to have commenced and shall carry on and shall be authorized to carry on the business of the Amalgamating Companies.
- 7.4.5 For the purpose of giving effect to the amalgamation order passed under sections 230 to 232 and other applicable provisions of the Act in respect of the Scheme by NCLT, the Amalgamated Company shall, at any time pursuant to the order on the Scheme, be entitled to get the recordal of the change in the legal right(s).



PART-IV
CONSIDERATION, ACCOUNTING TREATMENT AND TAX TREATMENT
OF AMALGAMATED COMPANY

8 CONSIDERATION / CANCELLATION OF SHARES OF THE AMALGAMATING COMPANIES

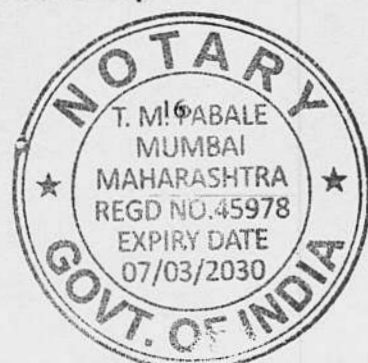
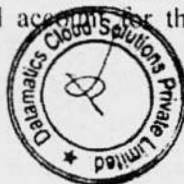
- 8.1 As stated in Clause 1.2 and 1.3 above, Amalgamating Companies are the wholly owned subsidiaries of Amalgamated Company. Since Amalgamated Company cannot issue shares to itself, upon the scheme become effective, no shares of the Amalgamated Company shall be allotted to the shareholder of the Amalgamating Companies (i.e., Amalgamated Company) in lieu or exchange of its holding in the Amalgamating Companies and the entire issued, subscribed and paid-up capital of the Amalgamating Companies shall stand cancelled without any further act or deed.

9 CHANGE IN AUTHORISED SHARE CAPITAL

- 9.1 Upon this Scheme becoming effective and upon the vesting and transfer of the Amalgamating Companies in the Amalgamated Company pursuant to the terms of this Scheme, the entire authorized share capital of the Amalgamating Companies shall stand transferred from the authorized share capital of the Amalgamating Companies to the authorized share capital of the Amalgamated Company.
- 9.2 By virtue of Clause 9.1 above, the authorized share capital of the Amalgamated Company shall stand increased by an amount of Rs. 10,41,00,000 (Rupees Ten Crore Forty-One Lakhs).
- 9.3 The stamp duty or filing fees paid on the authorized share capital of the Amalgamating Companies are permitted to be utilized and applied towards the increase in the authorized share capital of the Amalgamated Company in accordance with Clause 9.1, and no further demand of additional stamp duty or fee shall be raised or made upon the Amalgamated Company by any regulatory authorities in relation to such increase in the authorized share capital of the Amalgamated Company, including by the Registrar of Companies.
- 9.4 It is hereby clarified that for the purposes of increasing the authorized share capital of the Amalgamated Company in accordance with Clause 9.1, the consent of the shareholders of the Amalgamated Company to this Scheme shall be deemed to be sufficient for the purposes of effecting this amendment and that no further resolution under section 13, section 61 or any other applicable provisions of the Act or Listing Regulations, would be required to be separately passed.

10 ACCOUNTING TREATMENT ON AMALGAMATION OF AMALGAMATING COMPANIES WITH AMALGAMATED COMPANY

- (a) Upon the effectiveness of this Scheme and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation in its books as per



applicable accounting principles prescribed under Appendix C to Indian Accounting Standard (Ind AS) 103 "Business Combinations" prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS 103 Business Combinations") relevant clarifications issued by the Ind AS Transition Facilitation Group (ITFG) of the Institute of Chartered Accountants of India and other generally accepted accounting principles in India;

- (b) The Amalgamated Company shall upon the Scheme coming into effect and with effect from the Appointed Date, record all the assets, liabilities and reserves, if any, of the Amalgamating Companies vested in it pursuant to this Scheme at the respective books values thereof and in the same form as appearing in the consolidated financial statements of the Amalgamated Company;
- (c) The identity of the reserves of the Amalgamating Companies shall be preserved and the Amalgamated Company shall record the reserves of the Amalgamating Companies in the same form and at the same values as they appear in the consolidated financial statements of the Amalgamated Company;
- (d) Pursuant to the Amalgamation, the inter-company transactions and balances between the Amalgamated Company and the Amalgamating Companies shall stand cancelled and there shall be no further obligation in that behalf;
- (e) No adjustments are being made to reflect fair values or recognize any new assets or liabilities. The only adjustments that are made are to harmonize accounting policies;
- (f) The value of investments held by the Amalgamated Company in the Amalgamating Companies shall stand cancelled pursuant to the Amalgamation;
- (g) The difference between the carrying amount of the investments cancelled pursuant to Clause 10(f) on one hand and the net of assets, liabilities and reserves of the Amalgamating Company acquired and recorded by the Amalgamated Company in terms of Clause of 10(b) shall be adjusted in Capital Reserve;
- (h) While recording the assets of the Amalgamating Companies, the Amalgamated Company would record in its books, the amount of Goodwill as reflecting in its consolidated financial statements to the extent to which it pertains to the investment held in the Amalgamating Companies, if any; and
- (i) In addition, the Amalgamated Company shall pass such accounting entries, as may be necessary, in connection with the Scheme, to comply with any of the applicable accounting standards and generally accepted accounting principles adopted in India.

II TAX

- 11.1 Any tax liabilities under the Income Tax Act, 1961 and/ or Income Tax Act, 2025 other applicable laws/regulations dealing with taxes/ duties/ levies allocable or related to the



business of Amalgamating Companies whether or not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Amalgamated Company.

- 11.2 Any surplus in the provision for taxation/ duties/ levies account and any entitlement to credit, refund or set off including but not limited to the advance tax and tax deducted at source, GST credit, as on the date immediately preceding the Appointed Date will also be transferred to Amalgamated Company. Any refund under the Income Tax Act, 1961 and/ or Income Tax Act, 2025 or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the businesses of Amalgamating Companies or due to Amalgamating Companies, consequent to the assessment made in respect of Amalgamating Companies, shall also belong to and be received by Amalgamated Company.
- 11.3 The tax payments (including without limitation income tax, GST or any other taxes as may be applicable from time to time) whether by way of tax deducted at source, advance tax or otherwise howsoever, by Amalgamating Companies whether before or after the Appointed Date, shall be deemed to be paid by Amalgamated Company and shall, in all proceedings, be dealt with accordingly. Notwithstanding the above, any tax deducted at source by either the Amalgamating Companies or the Amalgamated Company on account of intercompany transactions, if any, between Amalgamated Company and Amalgamating Companies post the Appointed Date, shall be deemed to be advance tax paid by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly.
- 11.4 Any withholding tax certificate or any other tax related certificate issued in the name of the Amalgamating Companies shall be deemed to be issued in the name of the Amalgamated Company.
- 11.5 Upon the Scheme becoming Effective, with effect from the Appointed Date, Amalgamating Companies and Amalgamated Company are expressly permitted to prepare and/or revise, as the case may be, their financial statements and returns along with the prescribed forms, filings and annexure under the Income Tax Act, 1961 and/ or Income Tax Act, 2025, GST laws and other tax laws, if required, to give effects to provisions of the Scheme.
- 11.6 All tax assessments proceedings/appeals of whatsoever nature by or against the Amalgamating Companies pending at and/or arising after the Appointed Date and relating to Amalgamating Companies shall be continued and/or enforced until the Effective Date as desired by Amalgamated Company. As from the Effective Date, the tax proceedings/ appeals shall be continued and enforced by or against Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against Amalgamating Companies. Further, subject to the provisions of the relevant statutes the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of Amalgamating Companies with Amalgamated Company or anything contained in the Scheme.



- 11.7 Upon the Scheme coming into effect, any obligation for deduction of tax at source on any payment made by or to be made by Amalgamating Companies shall be made or deemed to have been made and duly complied with by the Amalgamated Company.

12 SAVING OF CONCLUDED TRANSACTIONS

The transfer of assets, properties and liabilities under Clause 7 above and also the continuance of proceedings by or against the Amalgamating Companies under the same Clause shall not affect any transaction or proceedings already concluded by the Amalgamating Companies on and after the Appointed Date till the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Companies.

13 DISSOLUTION OF THE AMALGAMATING COMPANIES

- 13.1 On the Scheme becoming effective, the Amalgamating Companies shall stand dissolved automatically without winding up in accordance with the provisions of Section 230 and 232 of the Act.
- 13.2 On and from the Effective Date, name of the Amalgamating Companies shall be removed from the records of the RoC and records relating to the Amalgamating Companies shall be transferred and merged with the records of the Amalgamated Company.



PART-V
GENERAL / RESIDUARY TERMS AND CONDITIONS

14 APPLICATION TO NCLT

The Amalgamated Company and the Amalgamating Companies shall make an application to the NCLT's and or applicable authority, under sections 230 to 232 of the Act, seeking order for dispensing with or for convening, holding and/or conducting of the meetings of the classes of their respective members and creditors (secured and unsecured) as per the requirements of the Act.

15 CONDITIONALITY OF THE SCHEME

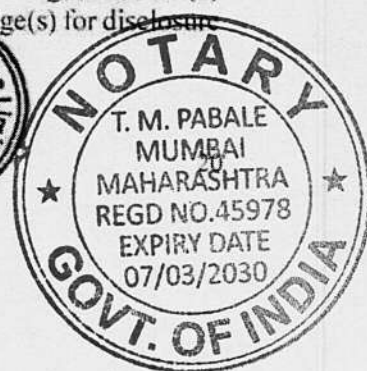
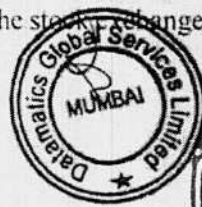
This Scheme is and shall be conditional upon and subject to:

- 15.1 The sanctioning of this Scheme by the NCLT, whether with any modifications or amendments as NCLT may deem fit or otherwise;
- 15.2 The filing of the certified copies of the orders of the NCLT with the Registrar of Companies, Mumbai and Registrar of Companies, Hyderabad by the Amalgamating Companies and Amalgamated Company;
- 15.3 Any other sanctions and orders as may be directed by the NCLT in respect of the Scheme.

Upon this Scheme becoming effective, in accordance with sub-section 6 of Section 232 of the Act, the Scheme shall be deemed to be effective from the Appointed Date.

16 LISTING AGREEMENT AND SEBI COMPLIANCES

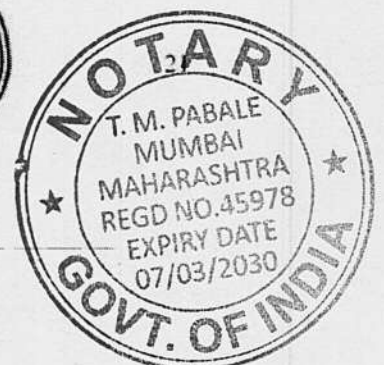
- 16.1 Since the Amalgamated Company is a listed company, this Scheme is subject to compliances of all the requirements under the Listing Regulations and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of this Scheme.
- 16.2 Regulation 37(1) of the Listing Regulations provides that a listed entity desirous of undertaking a scheme of arrangement under Section 230-234 and Section 66 of the Act shall file the draft scheme of arrangement with the stock exchange(s) on which the listed entity is listed in order to obtain the No Objection Certificate. Only after the No Objection Certificate is obtained, can the scheme of arrangement be filed with NCLT. However, the requirement to obtain No Objection Certificate from the stock exchange(s) before filing the scheme of arrangement with the NCLT has been relaxed in case of merger of a wholly-owned subsidiary with its holding company as per Regulation 37(6) of the Listing Regulations. Proviso to Regulation 37(6) provides that the scheme shall be filed with the stock exchange(s) for disclosure.



purpose. Accordingly, this scheme of amalgamation shall be filed with the stock exchange(s) for disclosure purposes.

17 MODIFICATION OR AMENDMENTS TO THE SCHEME

- 17.1 The Amalgamating Companies and the Amalgamated Company may assent to any modifications or amendments to this Scheme, which the NCLT and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. The Amalgamating Companies and the Amalgamated Company (acting through its respective Boards of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any order of the NCLT or of any directive or order of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.
- 17.2 In the event of any of the conditions that may be imposed by the NCLT or other authorities which the Amalgamating Companies and/or Amalgamated Company may find unacceptable for any reason, then the Amalgamating Company and/or Amalgamated Company are at liberty to withdraw the Scheme.
- 17.3 The Board of Directors of Amalgamating Companies and Amalgamated Company shall be entitled, in a mutually agreeable manner, to revoke, cancel and declare the Scheme of no effect if they are of view that the coming into effect of the Scheme could have adverse implications on Amalgamating Companies and/or Amalgamated Company.
- 17.4 If any issue arises as whether any asset, liability, employee pertains to the Amalgamating Companies and/or Amalgamated Company, or not under this Scheme, the same shall be decided by the Board of Directors of the Amalgamating Companies and/or Amalgamated Company, as relevant, on the basis of relevant books of account and other evidence that they may deem relevant for said purposes. Their decision will be final and conclusive.
- 17.5 The provisions of this Scheme as they relate to the amalgamation of Amalgamating Companies into and with Amalgamated Company have been drawn up to comply with the conditions relating to "amalgamation" as defined under section 2(6) of the Income Tax Act, 2025. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act, 2025, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act, 2025, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(6) of the Income Tax Act, 2025. Such modification will, however, not affect the other parts of the Scheme.



18 EFFECT OF NON-RECEIPT OF APPROVALS

18.1 In the event that the Scheme is not sanctioned by the NCLT or in the event any of the consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in the Scheme are not obtained or complied with or for any other reason, the Scheme cannot be implemented, the Scheme shall become null and void.

18.2 The non – receipt of any sanctions or approvals for a particular asset or liability forming part of the Amalgamating Companies getting transferred pursuant to this Scheme, shall not affect the effectiveness of the respective section of the Scheme, if the Boards of Directors of the Amalgamating Companies and/or Amalgamated Company so decide. In the event of non – receipt of approval of any lender / creditor for the transfer of any liability of the Amalgamating Companies, then at the option of the Boards of Directors of the Amalgamating Companies, it may discharge such liability by issuing a security / recognizing a liability in favour of Amalgamated Company on the same terms.

19 COSTS, CHARGES & EXPENSES

All costs, charges, taxes including duties, levies and other expenses, if any (save as expressly otherwise agreed) arising out of, in connection to or in relation to or incurred in carrying out and implementing this Scheme and to put it into operation shall be borne by the Amalgamated Company.

20 MISCELLANEOUS

If any part of this Scheme hereof is invalid, ruled illegal by any NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Amalgamating Companies and Amalgamated Company that such Part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to Amalgamating Companies and/or Amalgamated Company, in which case the Amalgamating Companies and Amalgamated Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Amalgamating Companies and Amalgamated Company the benefits and obligations of the Scheme, including but not limited to such Part.

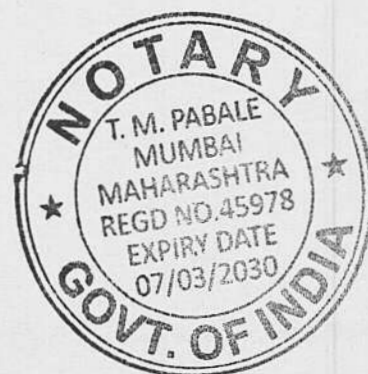


Exhibit - H 1

23

DATAMATICS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED HELD ON THURSDAY, MAY 21, 2026 AT REGISTERED OFFICE AT KNOWLEDGE CENTRE, PLOT NO. 58, STREET NO. 17, MIDC, ANDHERI (EAST), MUMBAI - 400093.

APPROVAL OF SCHEME OF AMALGAMATION:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules and regulations made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the National Company Law Tribunal ("the Tribunal") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and such other approvals / permissions and such other regulatory authorities as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby accorded to the Scheme of Amalgamation between Dextara Digital Private Limited ("DDPL" / "Amalgamating Company No. 1"), Datamatics Cloud Solutions Private Limited ("DCSPL" / "Amalgamating Company No. 2" / "the Company"), and Datamatics Global Services Limited ("DGSL" / "Amalgamated Company") and their respective shareholders and creditors ("Scheme") providing for amalgamation and vesting of DDPL and DCSPL into DGSL, in the present form or with such alterations / modifications as may be approved or imposed or directed by the jurisdictional National Company Law Tribunal ("the Tribunal") as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman for the purposes of identification.

RESOLVED FURTHER THAT the report of the Board, as required under section 232(2)(c) of the Act, copy of which was circulated along with the agenda, be and is hereby considered and approved;

RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or any regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board / Company, inter alia, in order to:

(a) File the Scheme and / or any other document / information / details / submissions with the government, judicial, quasi-judicial and other statutory authorities or regulatory authorities



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including the Tribunal, or any other body or agency to obtain their approval(s) or sanction(s) to the provisions of the Scheme or for giving effect thereto;

(b) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement(s) imposed by the Tribunal, or any statutory or regulatory authorities, as the case may be and may give such directions, as they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;

(c) To sign and file application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (if any) of the Company and other usual directions with respect to the Scheme, and where necessary, to take steps to convene and hold such meetings, as per such directions;

(d) To finalise and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and to finalise and settle the draft of the explanatory statement with any modifications as they may deem fit;

(e) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;

(f) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama, undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;

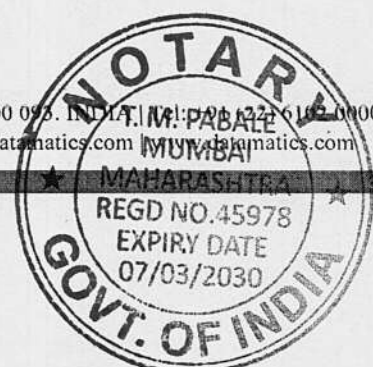
(g) To engage / ratify appointment of Counsels, Advocates, Solicitors, Chartered Accountants, Registered Valuers and other professionals/intermediaries and to determine the scope of their work and terms and conditions including remuneration thereof;

(h) To apply and obtain approval from Central Government and / or such other regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary, for implementation of the Scheme;

(i) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities and other authorities as may be required

DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED

Knowledge Centre, Plot 58, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093. INDIA. T: +91 (22) 2834 3669 | F: +91 (22) 2834 3669 | CIN: U72900MH2022PTC395343 | investors@datamatics.com | www.datamatics.com



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and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds, matters and things as they may deem necessary and desirable in connection therewith and incidental thereto;

(j) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other regulatory authorities, including but not limited to the Sub-Registrar of Assurances, Customs authorities, GST authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, bankers and lenders and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;

(k) Settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;

(l) To authenticate any document, instrument, proceeding and record of the Company for the purpose of in relation to the Scheme and/or making the Scheme effective;

(m) Pay / authorise payments of stamp duties, taxes, charges, fees and such other payments, as may be necessary, as provided in the draft Scheme;

(n) To file requisite forms with the Ministry of Corporate Affairs / Registrar of Companies in connection with the Scheme during the process of sanction thereof, during the implementation of the Scheme and post sanction of the Scheme;

(o) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT all the Directors of the Company ("Authorised Persons"), be and are hereby severally authorised to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or suo-moto, in their absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal.

DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED

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RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned with a request to act thereon."

For Datamatics Cloud Solutions Private Limited

DIVYA Digitally signed by
DIVYA KUMAT
KUMAT Date: 2026.05.21
20:26:55 +05'30'

Divya Kumat
Director
DIN: 03592056

Place: Mumbai
Date: 21/05/2026



DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED

Knowledge Centre, Plot 58, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093, INDIA | Tel: +91 (22) 6102 0000/1/2
| Fax : +91 (22) 2834 3669 | CIN: U72900MH2022PTC395343 | investors@datamatics.com | www.datamatics.com

Exhibit - H 2

Dextara DATAMATICS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF
THE BOARD OF DIRECTORS OF DEXTARA DIGITAL PRIVATE LIMITED HELD
ON THURSDAY, 21st DAY OF MAY, 2026 AT KNOWLEDGE CENTRE, PLOT NO. 58,
STREET NO. 17, MIDC, MUMBAI-400096

APPROVAL OF SCHEME OF AMALGAMATION:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules and regulations made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the National Company Law Tribunal (“the Tribunal”) constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and such other approvals / permissions and such other regulatory authorities as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby accorded to the Scheme of Amalgamation between Dextara Digital Private Limited (“DDPL” / “Amalgamating Company No. 1” / “the Company”), Datamatics Cloud Solutions Private Limited (“DCSPL” / “Amalgamating Company No. 2”) and Datamatics Global Services Limited (“DGSL” / “Amalgamated Company”) and their respective shareholders and creditors (“Scheme”) providing for amalgamation and vesting of DDPL and DCSPL into DGSL, in the present form or with such alterations / modifications as may be approved or imposed or directed by the jurisdictional National Company Law Tribunal (“the Tribunal”) as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman for the purposes of identification.

RESOLVED FURTHER THAT the report of the Board, as required under section 232(2)(c) of the Act, copy of which was circulated along with the agenda, be and is hereby considered and approved;

RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or any regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board / Company, inter alia, in order to:

(a) File the Scheme and / or any other document / information / details / submissions with the government, judicial, quasi-judicial and other statutory authorities or regulatory authorities including the Tribunal, or any other body or agency to obtain their approval(s) or sanction(s) to the provisions of the Scheme or for giving effect thereto;

Dextara Digital Pvt Ltd.

Registered Office: 2nd Floor, D.No. 1-18/HIE/NR-3, Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli, Serilingampally, Rangareddi,
Hyderabad, Telangana, India, 500032

Tel: (IND) +91 - 93929 21606 | Email: info@dextara.com | www.dextara.com



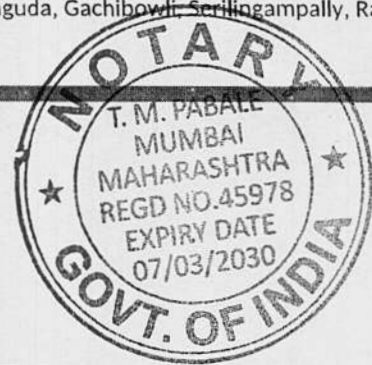
Dextara DATAMATICS

- (b) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement(s) imposed by the Tribunal, or any statutory or regulatory authorities, as the case may be and may give such directions, as they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (c) To sign and file application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (if any) of the Company and other usual directions with respect to the Scheme, and where necessary, to take steps to convene and hold such meetings, as per such directions;
- (d) To finalise and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and to finalise and settle the draft of the explanatory statement with any modifications as they may deem fit;
- (e) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- (f) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama, undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;
- (g) To engage / ratify appointment of Counsels, Advocates, Solicitors, Chartered Accountants, Registered Valuers and other professionals/intermediaries and to determine the scope of their work and terms and conditions including remuneration thereof;
- (h) To apply and obtain approval from Central Government and / or such other regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary, for implementation of the Scheme;
- (i) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds, matters and things as they may deem necessary and desirable in connection therewith and incidental thereto;

Dextara Digital Pvt Ltd.

Registered Office: 2nd Floor, D.No.1-18/HIE/NR-3, Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032

Tel: (IND) +91 - 93929 21606 | Email: info@dextara.com | www.dextara.com



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- (j) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other regulatory authorities, including but not limited to the Sub-Registrar of Assurances, Customs authorities, GST authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, bankers and lenders and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (k) Settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- (l) To authenticate any document, instrument, proceeding and record of the Company for the purpose of in relation to the Scheme and/or making the Scheme effective;
- (m) Pay / authorise payments of stamp duties, taxes, charges, fees and such other payments, as may be necessary, as provided in the draft Scheme;
- (n) To file requisite forms with the Ministry of Corporate Affairs / Registrar of Companies in connection with the Scheme during the process of sanction thereof, during the implementation of the Scheme and post sanction of the Scheme;
- (o) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT all the Directors of the Company ("Authorised Persons"), be and are hereby severally authorised to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or suo-moto, in their absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned with a request to act thereon."

CERTIFIED TRUE COPY

For Dextara Digital Private Limited

DIVYA
KUMAT

Digitally signed
by DIVYA KUMAT
Date: 2026.05.21
20:26:31 +05'30'

Divya Kumat

Director

DIN: 03592056

Place: Mumbai

Date: 21/05/2026

Dextara Digital Pvt Ltd.

Registered Office: 2nd Floor, D.No.1-18/HIE/NR-3, Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032

Tel: (IND) +91 - 93929 21606 | Email: info@dextara.com | www.dextara.com



Exhibit- H 3

DATAMATICS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF DATAMATICS GLOBAL SERVICES LIMITED HELD ON THURSDAY, MAY 21, 2026 THROUGH PHYSICAL PRESENCE AT THE BOARD ROOM, KNOWLEDGE CENTRE, STREET NO. 17, PLOT 58, MIDC, ANDHERI (EAST), MUMBAI - 400 093 AS WELL AS THROUGH VIDEO CONFERENCING

APPROVAL OF SCHEME OF AMALGAMATION:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules and regulations made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements") Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the National Company Law Tribunal ("the Tribunal") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and such other approvals / permissions and such other regulatory authorities as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby accorded to the Scheme of Amalgamation between Dextara Digital Private Limited ("DDPL" / "Amalgamating Company No. 1"), Datamatics Cloud Solutions Private Limited ("DCSPL" / "Amalgamating Company No. 2") and Datamatics Global Services Limited ("DGSL" / "Amalgamated Company" / "the Company") and their respective shareholders and creditors ("**Scheme**") providing for amalgamation and vesting of DDPL and DCSPL into DGSL, in the present form or with such alterations / modifications as may be approved or imposed or directed by the jurisdictional National Company Law Tribunal ("the Tribunal") as per the terms and conditions mentioned in the Scheme placed before the Board and initialled by the Chairman for the purposes of identification.

RESOLVED FURTHER THAT the report of the Board, as required under section 232(2)(c) of the Act, copy of which was circulated along with the agenda, be and is hereby considered and approved;

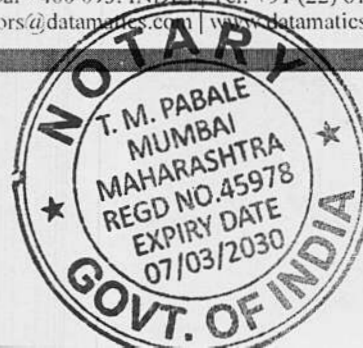
RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or any regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman & Whole-Time Director or Mr. Rahul L. Kanodia, Vice Chairman & CEO or Mr. Ankush Akar, Chief Financial Officer or Ms. Divya Kumat, President, Chief Legal Officer & Company Secretary ("**Authorised Persons**") be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board / Company, inter alia, in order to:

- (a) File the Scheme and / or any other document / information / details / submissions with the government, judicial, quasi-judicial and other statutory authorities or regulatory authorities including the Tribunal, SEBI, BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") or any other body or agency to obtain their approval(s) or sanction(s) to the provisions of the Scheme or for giving effect thereto;
- (b) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement(s) imposed by the Tribunal, or any statutory

DATAMATICS GLOBAL SERVICES LTD.

Knowledge Centre, Plot 58, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093, INDIA | Tel: +91 (22) 6102 0000/1/2
| Fax: +91 (22) 2834 3669 | CIN: L72200MH1987PLC045205 | investors@datamatics.com | www.datamatics.com



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or regulatory authorities, as the case may be and may give such directions, as they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;

- (c) To sign and file application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (if any) of the Company and other usual directions with respect to the Scheme, and where necessary, to take steps to convene and hold such meetings, as per such directions;
- (d) To finalise and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and to finalise and settle the draft of the explanatory statement with any modifications as they may deem fit;
- (e) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- (f) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama, undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;
- (g) To engage / ratify appointment of Counsels, Advocates, Solicitors, Chartered Accountants, Registered Valuers and other professionals/intermediaries and to determine the scope of their work and terms and conditions including remuneration thereof;
- (h) To apply and obtain approval from Central Government and / or such other regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary, for implementation of the Scheme;
- (i) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds, matters and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- (j) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other regulatory authorities, including but not limited to the Sub-Registrar of Assurances, Customs authorities, GST authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, bankers and lenders and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (k) Settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- (l) To authenticate any document, instrument, proceeding and record of the Company for the purpose of in relation to the Scheme and/or making the Scheme effective;
- (m) Pay / authorise payments of stamp duties, taxes, charges, fees and such other payments, as may be necessary, as provided in the draft Scheme;
- (n) To file requisite forms with the Ministry of Corporate Affairs / Registrar of Companies in connection with the Scheme during the process of sanction thereof, during the implementation of the Scheme and post sanction of the Scheme;
- (o) To make requisite intimations and filings with BSE and NSE in connection with the Scheme in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

DATAMATICS GLOBAL SERVICES LTD.

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| Fax: +91 (22) 2834 3669 | CIN: L72200MH1987PLC045205 | investors@datamatics.com | www.datamatics.com



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(p) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman & Whole-Time Director or Mr. Rahul L. Kanodia, Vice Chairman & CEO or Mr. Ankush Akar, Chief Financial Officer or Ms. Divya Kumat, President, Chief Legal Officer & Company Secretary ("Authorised Persons"), be and are hereby severally authorised to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or suo-moto, in their absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents, wherever deemed necessary, as per the Articles of Association of the Company.

RESOLVED FURTHER THAT all the Directors of the Company and/or above authorized persons be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned with a request to act thereon."

CERTIFIED TRUE COPY

For Datamatics Global Services Limited

DIVYA Digitally signed
by DIVYA KUMAT
Date: 2026.05.21
20:27:17 +05'30'

KUMAT

Divya Kumat
President, Chief Legal Officer & Company Secretary

Place: Mumbai
Date: 21/05/2026



DATAMATICS GLOBAL SERVICES LTD.

Knowledge Centre, Plot 58, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093, INDIA | Tel: +91 (22) 6102 0000/1/2
| Fax : +91 (22) 2834 3669 | CIN: L72200MH1987PLC045205 | investors@datamatics.com | www.datamatics.com

Exhibit I

M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS

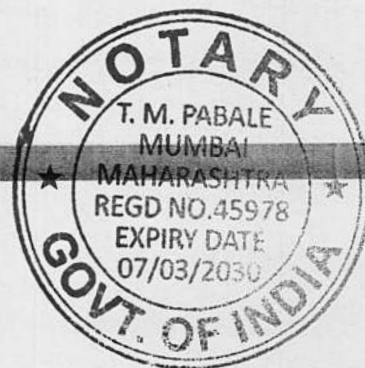
F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.

T : +91 22 3507 4949 E : info@mlbca.in W : www.mlbca.in

The Board of Directors
 Datamatics Global Services Limited
 Knowledge Centre, Plot No. 58, Street No. 17, MIDC
 Andheri (East)
 Mumbai - 400093

Independent Auditor's Certificate in relation to proposed accounting treatment in the books of Datamatics Global Services Limited as specified in the Proposed Scheme of Amalgamation between Dextara Digital Private Limited, Datamatics Cloud Solutions Private Limited and Datamatics Global Services Limited and their respective shareholders and creditors pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013

1. This certificate is issued in accordance with the terms of our engagement letter dated 14th May 2026.
2. We have been requested by the management of Datamatics Global Services Limited ("DGSL" or "the Company" or "Amalgamated Company") to issue a certificate in relation to the proposed accounting treatment specified in Clause 10 of the proposed Scheme of Amalgamation between Dextara Digital Private Limited ("DDPL" or "Amalgamating Company No. 1"), Datamatics Cloud Solutions Private Limited ("DCSPL" or "Amalgamating Company No. 2") and DGSL and their respective shareholders and creditors ("Proposed Scheme"), as reproduced in **Annexure-I** to this certificate, in terms of the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") and with reference to its compliance with the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder ("SEBI Regulations") and applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with relevant rules issued thereunder and other Generally Accepted Accounting Principles in India.
3. The Proposed Scheme is approved by the Board of Directors of DDPL, DCSPL and DGSL on 21 May 2026, respectively and is subject to approval of the respective shareholders, creditors, the National Company Law Tribunal ("NCLT") and statutory and regulatory authorities, as applicable. The Appointed Date for the purpose of the Proposed Scheme is April 1, 2026.



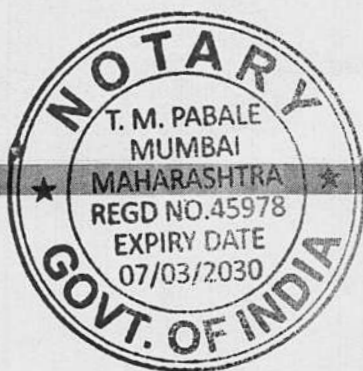
M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

Management's Responsibility

4. The preparation of the Proposed Scheme as reproduced in Annexure-I and its compliance with the relevant provisions of the Act, SEBI regulations, laws and regulations, including the applicable Ind AS read with the Rules issued thereunder and the Generally Accepted Accounting Principles in India is the responsibility of the management of the companies involved, including the preparation and maintenance of all accounting and other relevant supporting records and documents.
5. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Proposed Scheme as reproduced in Annexure-I and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
6. The management of the Company is also responsible for ensuring that the Company complies with the requirements of the Companies Act, 2013 and SEBI regulations and providing all relevant information with respect to the Proposed Scheme to the National Company Law Tribunal and other regulatory authorities as applicable.

Auditor's Responsibility

7. Pursuant to the requirements of provisions of Section 232 of the Companies Act, 2013 and SEBI regulations, our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in Clause 10 of the Proposed Scheme and as reproduced in Annexure-I to this certificate is in conformity with the SEBI regulations and Ind AS prescribed under Section 133 of the Act read with the rules issued thereunder and other Generally Accepted Accounting Principles in India.
8. We conducted our examination of the proposed accounting treatment referred to in Clause 10 of the Proposed Scheme and as reproduced in **Annexure I** to this certificate, in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



Continuation Sheet.....

M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS

Opinion

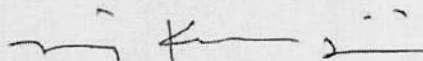
10. As per Section 232(6) of the Act, the Proposed Scheme has to provide for the appointed date from which the Proposed Scheme shall be deemed to be effective. The Company has accordingly proposed the appointed date as April 1, 2026 in the Proposed Scheme.

Based on our examination and according to the information and explanations given to us and appropriate representations obtained from the Company, the proposed accounting treatment referred to in Clause 10 of the Proposed Scheme and as reproduced in **Annexure I** to this certificate, signed and stamped by us for the purpose of identification only, is in conformity with SEBI regulations and applicable Ind AS prescribed under Section 133 of the Act and other Generally Accepted Accounting Principles in India.

Restriction on use

11. This certificate is issued at the request of the management of the Company solely for the purpose of onward submission to National Company Law Tribunal and any other regulatory authority including Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in relation to the Proposed Scheme pursuant to the requirements of Sections 230 to 232 of the Act and relevant Rules thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W / W100197



Vijay Kumar Jain
Partner
Membership No. 108374
UDIN: 26108374AIQRNF4598
Date: May 21, 2026
Place: Mumbai

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate
Mumbai - 400 020, India.



Continuation Sheet.....

M L BHUWANIA AND CO LLP CHARTERED ACCOUNTANTS

ANNEXURE I TO OUR CERTIFICATE DATED 21-05-2026

Extract of the Draft Scheme of Amalgamation between Dextara Digital Private Limited ("DDPL" or "Amalgamating Company No. 1"), Datamatics Cloud Solutions Private Limited ("DCSPL" or "Amalgamating Company No. 2") and Datamatics Global Services Limited ("DGSLL" or "Amalgamated Company") and their respective shareholders and creditors

10. ACCOUNTING TREATMENT ON AMALGAMATION OF AMALGAMATING COMPANIES WITH AMALGAMATED COMPANY

- a) Upon the effectiveness of this Scheme and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation in its books as per applicable accounting principles prescribed under Appendix C to Indian Accounting Standard (Ind AS) 103 "Business Combinations" prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS 103 Business Combinations") relevant clarifications issued by the Ind AS Transition Facilitation Group (ITFG) of the Institute of Chartered Accountants of India and other generally accepted accounting principles in India;
- b) The Amalgamated Company shall upon the Scheme coming into effect and with effect from the Appointed Date, record all the assets, liabilities and reserves, if any, of the Amalgamating Companies vested in it pursuant to this Scheme at the respective books values thereof and in the same form as appearing in the consolidated financial statements of the Amalgamated Company;
- c) The identity of the reserves of the Amalgamating Companies shall be preserved and the Amalgamated Company shall record the reserves of the Amalgamating Companies in the same form and at the same values as they appear in the consolidated financial statements of the Amalgamated Company;
- d) Pursuant to the Amalgamation, the inter-company transactions and balances between the Amalgamated Company and the Amalgamating Companies shall stand cancelled and there shall be no further obligation in that behalf;
- e) No adjustments are being made to reflect fair values or recognize any new assets or liabilities. The only adjustments that are made are to harmonize accounting policies;
- f) The value of investments held by the Amalgamated Company in the Amalgamating Companies shall stand cancelled pursuant to the Amalgamation;
- g) The difference between the carrying amount of the investments cancelled pursuant to Clause 10(f) on one hand and the net of assets, liabilities and reserves of the Amalgamating Company acquired and recorded by the Amalgamated Company in terms of Clause of 10(b) shall be adjusted in Capital Reserve;
- h) While recording the assets of the Amalgamating Companies, the Amalgamated Company would record in its books, the amount of Goodwill as reflecting in its consolidated financial statements to the extent to which it pertains to the investment held in the Amalgamating Companies, if any; and
- i) In addition, the Amalgamated Company shall pass such accounting entries, as may be necessary in connection with the Scheme, to comply with any of the applicable accounting standards and generally accepted accounting principles adopted in India.



Continuation sheet

DATAMATICS

May 21, 2026

To,
BSE Limited
Phiroze Jeejeeboy Towers,
Dalal Street, Mumbai – 400 001
BSE Security Code: 532528

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) Mumbai 400 051
NSE Symbol: DATAMATICS

Sub: Outcome of the Board Meeting

Dear Sir/Madam,

Pursuant to Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to intimate that the Board of Directors ("the Board") of the Company at its meeting held today, i.e., Thursday, May 21, 2026 have inter alia transacted the following:

1. Audited Financial Results:

The Board considered and approved Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended March 31, 2026.

Accordingly, we attach herewith the Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended March 31, 2026 along with the Auditors' Reports with unmodified opinions thereon issued by our Statutory Auditors.

2. Dividend:

The Board has recommended a final dividend of Rs. 5/- per equity share of the face value of Rs. 5/- each (100%) for the financial year ended March 31, 2026. The said dividend will be paid to eligible members after obtaining their approval at the ensuing Annual General Meeting.

3. Scheme of Amalgamation between Dextara Digital Private Limited, Datamatics Cloud Solutions Private Limited, wholly owned subsidiaries of the Company and Datamatics Global Services Limited:

The Board approved the Scheme of Amalgamation between Dextara Digital Private Limited, Datamatics Cloud Solutions Private Limited, wholly owned subsidiaries of the Company and Datamatics Global Services Limited and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 read with the rules made thereunder and other applicable laws as amended from time to time.

The Scheme is subject to receipt of requisite approvals from the National Company Law Tribunal, shareholders and creditors (where applicable), and other statutory and regulatory approvals as may be required.

Additional details pursuant to Regulation 30 of the SEBI Listing Regulations read with applicable SEBI Circulars are enclosed as **Annexure A**.

DATAMATICS GLOBAL SERVICES LTD.

Knowledge Centre, Plot 58, Street No. 17, MIDC, Andheri (East), Mumbai 400 093, INDIA | Tel: +91 (22) 6102 0000/1/2
| Fax : +91 (22) 2834 3669 | CIN: L72200MH1987PLC045205 | investors@datamatics.com | www.datamatics.com





4. **Re-appointment of Mr. Rahul L. Kanodia (DIN: 00075801):**

The Board approved the re-appointment of Mr. Rahul L. Kanodia (DIN: 00075801) as a Whole-time Director designated as Vice Chairman & CEO of the Company, liable to retire by rotation, for a period of 5 (five) years commencing from February 22, 2027 to February 21, 2032, subject to approval of members.

Additional details pursuant to Regulation 30 of the SEBI Listing Regulations read with applicable SEBI Circulars are enclosed as **Annexure B**.

5. **Approval of Postal Ballot Notice:**

The Board approved the draft Postal Ballot Notice for seeking approval of the Members of the Company for the following matters through Special Resolution:

Sr. No.	Agenda Item
1	To approve the appointment of Mr. Hitesh Gajaria (DIN: 10044310) as a Non-Executive Independent Director of the Company w.e.f. May 08, 2026 for a first term of 5 years.
2	To approve the appointment of Mr. Navnit Singh (DIN: 00424875) as a Non-Executive Independent Director of the Company w.e.f. May 08, 2026 for a first term of 5 years.

The Postal Ballot Notice, along with the detailed e-voting schedule, instructions, the cut-off date and other relevant details will be dispatched electronically to the eligible members in due course of time.

6. **Re-Appointment of Internal Auditors:**

The Board has approved the re-appointment of M/s. Ajmera & Ajmera, Chartered Accountants as Internal Auditors for the FY 2026-27.

Additional details pursuant to Regulation 30 of the SEBI Listing Regulations read with applicable SEBI Circulars are enclosed as **Annexure B**.

The meeting of the Board of Directors commenced at 02.30 P.M. and concluded at 04.22 P.M.

Kindly take the same on record.

For **Datamatics Global Services Limited**

DIVYA KUMAT
Digitally signed
by DIVYA KUMAT
Date: 2026.05.21
18:46:24 +05'30'

Divya Kumat
President, Chief Legal Officer & Company Secretary

Encl: a/a

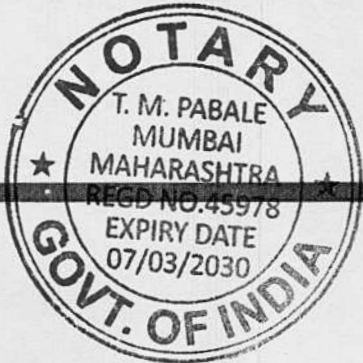




Annexure A

Details of the Scheme of Amalgamation between Dextara Digital Private Limited, Datamatics Cloud Solutions Private Limited and Datamatics Global Services Limited and their respective shareholders and creditors

Particulars	Details																				
Name of entity(ies) forming part of the amalgamation / merger details in brief such as size, turnover etc.	Dextara Digital Private Limited (“DDPL”), Datamatics Cloud Solutions Private Limited (“DCSPL”) and Datamatics Global Services Limited (“DGSL”) Amalgamation of DDPL and DCSPL into and with DGSL. DDPL and DCSPL are the wholly owned subsidiaries of DGSL. As on March 31, 2026 the paid-up share capital, net worth and revenue (audited standalone) of DGSL, DDPL and DCSPL are as follows: <table><tr><th colspan="4">(Amount in ₹)</th></tr><tr><th>Company</th><th>Paid-up share capital</th><th>Net Worth</th><th>Revenue from operations</th></tr><tr><td>DGSL</td><td>29,55,31,945</td><td>899,01,14,036</td><td>672,13,89,028</td></tr><tr><td>DDPL</td><td>4,56,95,750</td><td>23,29,32,985</td><td>26,77,29,634</td></tr><tr><td>DCSPL</td><td>1,00,000</td><td>38,053</td><td>Nil</td></tr></table>	(Amount in ₹)				Company	Paid-up share capital	Net Worth	Revenue from operations	DGSL	29,55,31,945	899,01,14,036	672,13,89,028	DDPL	4,56,95,750	23,29,32,985	26,77,29,634	DCSPL	1,00,000	38,053	Nil
(Amount in ₹)																					
Company	Paid-up share capital	Net Worth	Revenue from operations																		
DGSL	29,55,31,945	899,01,14,036	672,13,89,028																		
DDPL	4,56,95,750	23,29,32,985	26,77,29,634																		
DCSPL	1,00,000	38,053	Nil																		
Whether the transaction would fall within related party transactions and whether the same is done at arm's length	The Scheme involves merger/ amalgamation of DDPL and DCSPL, being wholly owned subsidiaries of DGSL, with and into DGSL and accordingly constitutes a related party transaction. Since the Scheme is between the Company and its wholly owned subsidiaries and does not involve any consideration by way of issuance of shares, the requirement of determining whether the transaction is on an arm’s length basis is not applicable.																				
Area of business of entity(ies)	1. DGSL - DGSL enables enterprises to go Deep in Digital to boost their productivity, customer experience, and competitive advantage. Datamatics’ portfolio spans across three pillars including Digital Technologies, Digital Operations, and Digital Experiences. It has established products in Intelligent Document Processing, Robotic Process Automation, AI/ML models, Smart Workflows, Business Intelligence, and Automatic Fare Collection. Datamatics caters to a diverse global clientele across Banking, Financial Services, Insurance, Healthcare, Manufacturing, International Organizations, and Media & Publishing. The Company has a presence across four continents with significant delivery centres in the USA, India, and the Philippines. 2. DDPL – DDPL is primarily engaged in the business of providing integrated salesforce and allied product related system integration services. DDPL is a Salesforce only company and is a Salesforce Platinum (Summit) Consulting and ISV Partner.																				





Particulars	Details
	3. DCSPL – DCSPL is primarily engaged in the business of designing, developing, implementing, and providing consultancy services in relation to Customer Relationship Management (CRM) platforms, including customization, integration, and maintenance thereof. It is also engaged in the business of development, licensing, installation, marketing, and support of computer software and hardware systems, as well as management of data processing, information systems, and data communication systems, including provision of annual maintenance contracts and subscription-based services in India and abroad.
Rationale for amalgamation/merger	The Scheme is proposed to integrate complementary capabilities across artificial intelligence, cloud-based CRM platforms, Salesforce solutions and product lifecycle management services to create a comprehensive end-to-end digital transformation offering. The Scheme would, inter alia, strengthen the Company's market position through enhanced scale and broader service offerings, facilitate cross-selling opportunities, improve operational efficiencies, optimize resource utilization, improve cash management, reduce multiplicity of legal and regulatory compliances, simplify the group structure and create long-term value for stakeholders.
Consideration amount or otherwise share exchange ratio	DDPL and DCSPL are wholly owned subsidiaries of DGSL. Accordingly, upon the scheme become effective, no new shares shall be issued by DGSL pursuant to the Scheme in lieu or exchange of its holding in DDPL and DCSPL and no share exchange ratio is applicable. The entire issued, subscribed and paid-up capital of DDPL and DCSPL shall stand cancelled without any further act or deed.
Brief details of change in shareholding pattern (if any)	No change in the shareholding pattern of DGSL pursuant to the Scheme.
Appointed Date	April 01, 2026



DATAMATICS

May 21, 2026

To,

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051, India

Trading symbol: DATAMATICS

Dear Sir/Madam,

Sub: Disclosure under Regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Scheme of Amalgamation between Dextara Digital Private Limited (“DDPL”), Datamatics Cloud Solutions Private Limited (“DCSPL”) and Datamatics Global Services Limited (“DGSL” or “Company”), wholly owned subsidiaries of Datamatics Global Services Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”)

We refer to our letter dated 21 May 2026 informing about the approval of the captioned Scheme by the Board of Directors of the Company.

In compliance with Regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (as amended from time to time), please find attached:

1. Certified true copy of the draft Scheme;
2. Certified true copy of the resolutions passed by the Board of Directors of Datamatics Global Services Limited, Dextara Digital Private Limited and Datamatics Cloud Solutions Private Limited approving the Scheme;
3. Accounting treatment certificate issued by the statutory auditors of Datamatics Global Services Limited.

Kindly take the above on record.

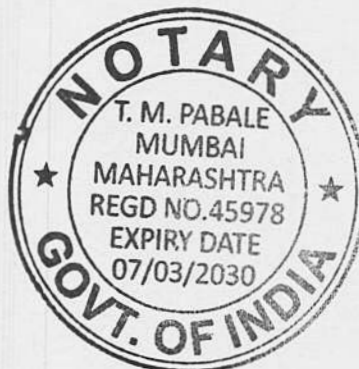
Yours faithfully,

Kindly take the same on record.

For Datamatics Global Services Limited

DIVYA
KUMAT
Digitally signed
by DIVYA KUMAT
Date: 2026.05.21
20:25:55 +05'30'

Divya Kumat
President, Chief Legal Officer & Company Secretary
Encl: a/a



DATAMATICS GLOBAL SERVICES LTD.

Knowledge Centre, Plot 58, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093, INDIA | Tel: +91 (22) 6102 0000/1/2
| Fax : +91 (22) 2834 3669 | CIN: L72200MH1987PLC045205 | investors@datamatics.com | www.datamatics.com

Urvashi Dubey

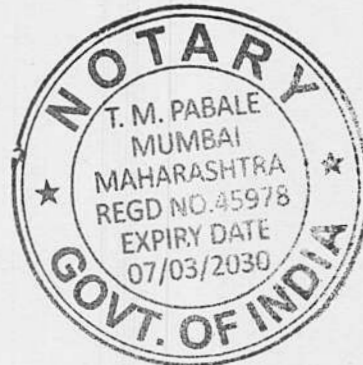
From: Prashant Parekh <prashant.parekh@datamatics.com>
Sent: 28 May 2026 15:02
To: urvashi.dubey@datamatics.com; sushma.shetty@datamatics.com;
dhruv.kateliya@datamatics.com
Subject: FW: Scheme of Amalgamation with Wholly owned subsidiary Submitted

From: neaps@nse.co.in <neaps@nse.co.in>
Sent: Thursday, May 28, 2026 3:01 PM
To: anjana.rana@datamatics.com; Prashant Parekh <prashant.parekh@datamatics.com>
Subject: Scheme of Amalgamation with Wholly owned subsidiary Submitted

CAUTION: This email originated from outside your organization. Exercise caution when opening attachments or clicking links, especially from unknown senders.

Dear Sir/Madam

Application No. 480 for Scheme of Amalgamation with Wholly owned subsidiary has been Submitted.



Sushma Shetty

From: Prashant Parekh <prashant.parekh@datamatics.com>
Sent: Thursday, May 21, 2026 8:58 PM
To: sushma.shetty@datamatics.com
Subject: FW: Datamatics Global Services Limited - Disclosure of Scheme of Arrangement between the Company and its wholly owned subsidiaries under Reg. 37(6) of SEBI (LODR) Reg, 2015.
Attachments: Covering Letter BSE.pdf; Merger Scheme.pdf; Board Resolutions.pdf; Accounting treatment certificate issued by the statutory auditors of Datamatics Global Services Limited..pdf; Acknowledgement of Payment Fee.pdf

From: Prashant Parekh
Sent: Thursday, May 21, 2026 8:58 PM
To: 'bse.schemes@bseindia.com' <bse.schemes@bseindia.com>
Subject: Datamatics Global Services Limited - Disclosure of Scheme of Arrangement between the Company and its wholly owned subsidiaries under Reg. 37(6) of SEBI (LODR) Reg, 2015.

Name of the Company: Datamatics Global Services Limited
 Scrip Code: 532528

Dear Sir / Madam,

We refer to our letter dated May 21, 2026, informing about the approval of the captioned Scheme by the Board of Directors of the Company. In compliance with Regulation 37 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular bearing reference no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (as amended from time to time), please find attached:

1. Certified true copy of the draft Scheme;
2. Certified true copy of the resolutions passed by the Board of Directors of Datamatics Global Services Limited, Dextara Digital Private Limited and Datamatics Cloud Solutions Private Limited approving the Scheme;
3. Accounting treatment certificate issued by the statutory auditors of Datamatics Global Services Limited.
4. Acknowledgement of payment of the processing fee of INR 25,000/- plus GST on 21 May 2026.

Kindly take the above on record.

Thanks & Regards
 Prashant Parekh
 Deputy General Manager – Legal & Secretarial
 (M):+91 9004030809

DATAMATICS GLOBAL SERVICES LIMITED
DATAMATICS
 Knowledge Centre, Street No. 17, Plot 58, MIDC, Andheri (E) Mumbai 400
 096, India
www.datamatics.com

Please consider the environment before printing this e-mail.
 "Save Paper, Save Tree"



ViewCorpAnnList

Welcome to NSE Electronic App

neaps.nseindia.com/NEWLISTINGCORP/

BSE Listing

A Digital Technology...

ca 2013 - Google Se...

Companies Act Inte...

Companies Act Inte...

Introducing ChatGP...

Home

NSE

NSE's Electronic Application Processing System (NEAPS)

HOME

MASTER

ISSUE

COMPLIANCE

PAYMENT

REPORT

HELP

VALUE ADDED SERVICES

FINANCIAL REVIEW

28-M

Disclaimer: As per the St

Datamatics Global Services Limited

NEAPS > Issue > Scheme of Arrangement > Amalgamation of Wholly owned subsidiary > Create New Application

Amalgamation with Wholly owned subsidiary

Submitted

Scheme Details

Attachment and System Use

System Details

Symbol

DATAMATICS

Company Name

Datamatics Global Services Limited

Subject of the Scheme

Scheme of Amalgamation

Rework remarks

Rejection remarks



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Please note that the contact details of the entities and its Officials, registered on the NEAPS portal, may be used by the Exchange to send various communication viz. Regulatory updates, Acknowledgements, Approvals etc., from time to time, either individually or on bulk-basi

To,
The Board of Directors,
Datamatics Cloud Solutions Private Limited,
Knowledge Centre, Plot No. 58,
Street No 17, MIDC, Andheri (East),
Mumbai - 400093.

This is to certify that as on 31 March 2026 **Datamatics Cloud Solutions Private Limited**, (the Amalgamating Company No. 2) having its registered office at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai, Maharashtra, India, 400093 has two (2) Shareholders holding 10,000 shares amounting Rs 10 each as detailed in the Annexure attached hereto, which has been duly authenticated on behalf of the Company.

We have verified the above from the books of accounts, relevant documents and records produced before us and the information and explanations furnished to us.

For Talavlikar and Associates, Chartered Accountants



CA Pallavi Suresh Talavlikar
Proprietor
Membership No. - 122405
Firm Registered No. - 159582W
UDIN: 26122405LWSBRL4039
Date: 22 June 2026



ANNEXURE

LIST OF THE SHAREHOLDER AS ON 31 MARCH 2026

Sr. No.	Name of Shareholder	No. of Shares	Amount per share	Total Amount	Percentage
1.	Datamatics Global Services Limited	9,999	10	99,990	100.00
2.	Divya Kumat as nominee of DGSL	1	10	10	0.00
Total		10,000		1,00,000	100.00



Exhibit - k 1



CHALLAN
MTR Form Number-6



GRN	MH005392772202627U	BARCODE			Date	29/06/2026-12:34:28		Form ID	
Department Directorate Of Accounts And Treasuries					Payer Details				
Stamps Non-Judicial					TAX ID / TAN (If Any)				
Type of Payment Sale of Non Judicial Stamps SoS					PAN No.(If Applicable)				
Office Name THANE A T O Stamps					Full Name		Divya Kumat chief legal officer of Datamatics Global Services Limited		
Location THANE									
Year 2026-2027 One Time					Flat/Block No.				
Account Head Details				Amount In Rs.	Premises/Building				
0030045501 Sale of Stamps				500.00	Road/Street				
					Area/Locality				
					Town/City/District				
					PIN				
					Remarks (If Any)				
					Consent Affidavit of Equity Shareholders				
					Amount In	Five Hundred Rupees Only			
Total				500.00	Words				
Payment Details STATE BANK OF INDIA					FOR USE IN RECEIVING BANK				
Cheque-DD Details					Bank CIN	Ref. No.	00040572026062952439		CPAGXJDCX6
Cheque/DD No.					Bank Date	RBI Date	29/06/2026-12:24:35		Not Verified with RBI
Name of Bank					Bank-Branch		STATE BANK OF INDIA		
Name of Branch					Scroll No. , Date		Not Verified with Scroll		

Department ID : Mobile No. : XXXXXX9576



BEFORE THE NATIONAL COMPANY LAW

TRIBUNAL, MUMBAI BENCH

COMPANY SCHEME APPLICATION NO _____ OF 2026

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

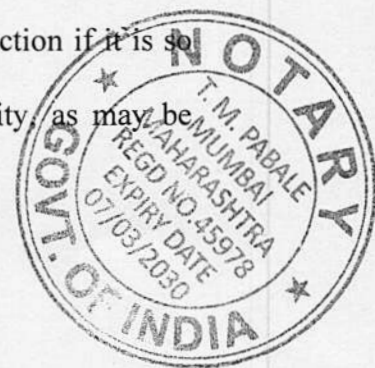
In the matter of Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors.

Datamatics Cloud Solutions Private Limited)
 incorporated under the Companies Act, 2013,)
 having its CIN: U72900MH2022PTC395343 and)
 having its registered office Knowledge Centre, Plot)
 No. 58 Street No 17, MIDC, Andheri (East),)
 Mumbai City, Mumbai- 400093, Maharashtra,) ... First Applicant Company/
 India.) Amalgamating Company No. 2

CONSENT AFFIDAVIT

I, Divya Kumat, Indian Inhabitant, President, Chief Legal Officer and Company Secretary of Datamatics Global Services Limited, Datamatics Global Services Limited is an equity shareholder of Datamatics Cloud Solutions Private Limited ("First Applicant Company" / "Amalgamating Company No. 2"), residing at E 104, Sterling Court, MIDC, Kondivita Andheri East, Mumbai 400093, do hereby solemnly affirm and state as under:

1. I say that I am President, Chief Legal Officer and Company Secretary of the Datamatics Global Services Limited and Datamatics Global Services Limited is holding 9,999 shares of face value of INR 10 each in the First Applicant Company. I have been authorized by Datamatics Global Services Limited to file the present consent affidavit to give consent on behalf of Datamatics Global Services Limited to the Scheme of Arrangement between DEXTARA DIGITAL PRIVATE LIMITED ("Amalgamating Company No. 1"), DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED ("Amalgamating Company No. 2") and DATAMATICS GLOBAL SERVICES LIMITED ("Amalgamated Company") and their respective shareholders and Creditors ("**Scheme**").
2. I say that I have perused the present Scheme and after due consideration have duly agreed, confirmed, consented and given on behalf of Datamatics Global Services Limited approval to the Scheme, subject to such modifications and changes therein as may be deemed fit by the respective Board of Directors of the First Applicant Company and the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT).
3. I further say that on behalf of Datamatics Global Services Limited, I have also agreed, confirmed and consented to waive and/or dispense with the holding of the meeting of the equity shareholders of the First Applicant Company for the purpose of considering and approving, the said Scheme under Sections 230 - 232 and other relevant provisions of the Companies Act, 2013 and I have no objection if it is so dispensed by the Hon'ble NCLT or such other competent authority, as may be applicable.



4. On behalf of Datamatics Global Services Limited, I hereby authorise the Board of Directors of the First Applicant Company (or such person(s) authorised by the Board of Directors) to assent, in their full and absolute discretion, to any alteration or modification to the Scheme, which the Hon'ble NCLT and/or any other person/ authority may deem fit to impose for the purpose of sanctioning the Scheme.
5. I hereby waive right to receive notice of any meeting of equity shareholders and proceedings before the Hon'ble NCLT or such other competent authority, as may be applicable, for obtaining the sanction of the Scheme.
6. I say that the statements contained in paragraphs 1 to 5 hereinabove are true to the best of my knowledge and belief.

Solemnly affirmed at Mumbai }

this ___ day of June, 2026 }

30 JUN 2026

[Signature]

Before me

BEFORE ME

[Signature]
TUSHAR M. PABALE

B.Sc., LL.B.

ADVOCATE & NOTARY (GOVT. OF INDIA)

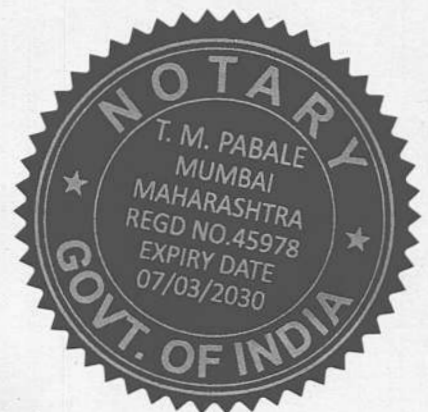
05, Ground Floor, Viram Chambers,
Janmabhoomi Marg, Fort, Mumbai - 400 001.



NOTED & REGISTERED

Page No. 22/7 Sr. No. 252

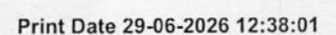
Date 30 JUN 2026



302



Mobile No. : XXXXXX9576



BEFORE THE NATIONAL COMPANY LAW
TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO _____ OF 2026

In the matter of the Companies Act, 2013;

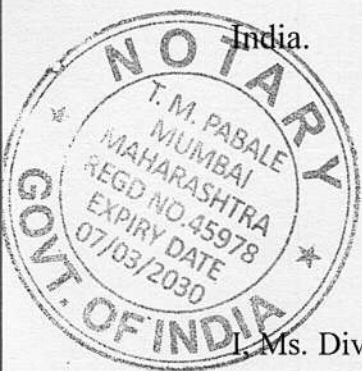
AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as “the Amalgamating Company No. 1”) and Datamatics Cloud Solutions Private Limited (hereinafter referred to as “the Amalgamating Company No. 2”) with Datamatics Global Services Limited, (hereinafter referred to as “the Amalgamated Company”) and their respective shareholders and Creditors.

Datamatics Cloud Solutions Private Limited)
incorporated under the Companies Act, 2013,)
having its CIN: U72900MH2022PTC395343 and)
having its registered office Knowledge Centre, Plot)
No. 58 Street No 17, MIDC, Andheri (East),)
Mumbai City, Mumbai- 400093, Maharashtra,) ... First Applicant Company/
India.) Amalgamating Company No. 2

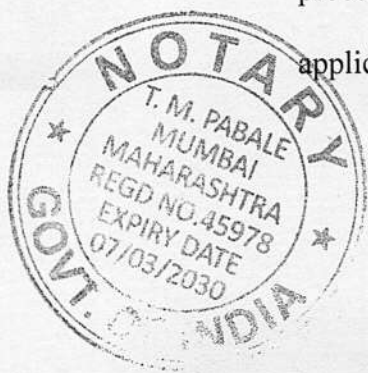


CONSENT AFFIDAVIT

I, Ms. Divya Kumat, Indian Inhabitant, being a nominee equity shareholder of Datamatics Cloud Solutions Private Limited (“First Applicant Company” / “Amalgamating Company

No. 2"), residing at E 104, Sterling Court, MIDC, Kondivita Andheri East, Mumbai 400093,
do hereby solemnly affirm and state as under:

1. I say that I am the nominee shareholder of Datamatics Cloud Solutions Private Limited, holding 1 share of face value of INR 10 in the Amalgamating Company No. 2.
2. I say that I have perused the present Scheme and after due consideration have duly agreed, confirmed, consented and given on behalf of Datamatics Global Services Limited approval to the Scheme, subject to such modifications and changes therein as may be deemed fit by the respective Board of Directors of the First Applicant Company and the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT).
3. I further say that, I have also agreed, confirmed and consented to waive and/or dispense with the holding of the meeting of the equity shareholders of the Applicant Company No. 1 for the purpose of considering and approving, the said Scheme under Sections 230 - 232 and other relevant provisions of the Companies Act, 2013 and I have no objection if it is so dispensed by the Hon'ble NCLT or such other competent authority, as may be applicable.
4. I hereby authorise the Board of Directors of the Amalgamating Company No. 2 (or such person(s) authorised by the Board of Directors) to assent, in their full and absolute discretion, to any alteration or modification to the Scheme, which the Hon'ble NCLT and/or any other person/ authority may deem fit to impose for the purpose of sanctioning the Scheme.
5. I hereby waive the right to receive notice of any meeting of equity shareholders and proceedings before the Hon'ble NCLT or such other competent authority, as may be applicable, for obtaining the sanction of the Scheme.



6. I say that the statements contained in paragraphs 1 to 5 hereinabove are true to the best of my knowledge and belief.

Solemnly affirmed at Mumbai }

this ___ day of June 2026 }

30 JUN 2026



Before me

BEFORE ME

TUSHAR M. PABALE

B.Sc., LL.B.

ADVOCATE & NOTARY (GOVT. OF INDIA)
05, Ground Floor, Viram Chambers,
Jambhoomi Marg, Fort, Mumbai - 400 001.

NOTED & REGISTERED

Page No. 22/7 Sr. No. 253

Date 30 JUN 2026

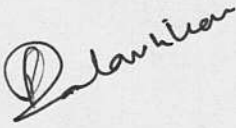


To,
The Board of Directors,
Datamatics Cloud Solutions Private Limited,
Knowledge Centre, Plot No. 58,
Street No 17, MIDC, Andheri (East),
Mumbai - 400093.

This is to certify that as on 31st March 2026, **Datamatics Cloud Solutions Private Limited**, (the Amalgamating Company No. 2) having its registered office at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai, Maharashtra, India, 400093 has no outstanding secured and/ or unsecured creditors. The same has been duly authenticated on behalf of the Company.

We have verified the above from the books of accounts, relevant documents and records produced before us and the information and explanations furnished to us.

For Talavlikar and Associates, Chartered Accountants



CA Pallavi Suresh Talavlikar
Proprietor
Membership No. - 122405
Firm Registered No. - 159582W
UDIN: 26122405XURKNI7306
Date: 22 June 2026



Exhibit M

Land

Talavlikar and Associates

307

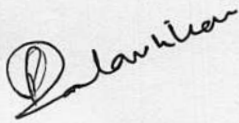
1804, 18th Floor, The Baya Park, Senapati Bapat Marg, Dadar West, Mumbai 400028

To,
The Board of Directors,
Datamatics Cloud Solutions Private Limited,
Knowledge Centre, Plot No. 58,
Street No 17, MIDC, Andheri (East),
Mumbai - 400093.

This is to certify that as on 31st March 2026, **Datamatics Cloud Solutions Private Limited**, (the Amalgamating Company No. 2) having its registered office at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai, Maharashtra, India, 400093 has no outstanding secured and/ or unsecured creditors. The same has been duly authenticated on behalf of the Company.

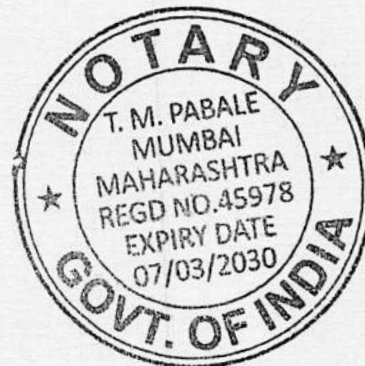
We have verified the above from the books of accounts, relevant documents and records produced before us and the information and explanations furnished to us.

For Talavlikar and Associates, Chartered Accountants





CA Pallavi Suresh Talavlikar
Proprietor
Membership No. - 122405
Firm Registered No. - 159582W
UDIN: 26122405-XURKNI7306
Date: 22 June 2026

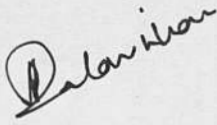


To,
The Board of Directors,
Datamatics Global Services Limited,
Knowledge Centre, Plot No. 58,
Street No 17, MIDC, Andheri (East),
Mumbai - 400093.

This is to certify that as on 31st March 2026, **Datamatics Global Services Limited**, (the Amalgamated Company) having its registered Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai, Maharashtra, India, 400093 has no outstanding secured creditors. The same has been duly authenticated on behalf of the Company.

We have verified the above from the books of accounts, relevant documents and records produced before us and the information and explanations furnished to us.

For Talavlikar and Associates, Chartered Accountants



CA Pallavi Suresh Talavlikar
Proprietor
Membership No. - 122405
Firm Registered No. - 159582W
UDIN: 261224059IMNTK9604
Date: 22 June 2026



Exhibit 0

309

Talavlikar and Associates

1804, 18th Floor, The Baya Park, Senapati Bapat Marg, Dadar West, Mumbai 400028

To,
The Board of Directors,
Datamatics Global Services Limited,
Knowledge Centre, Plot No. 58,
Street No 17, MIDC, Andheri (East),
Mumbai - 400093.

This is to certify that as on 31 March 2026, **Datamatics Global Services Limited**, (the Amalgamated Company) having its registered office at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai, Maharashtra, India, 400093 has 207 Unsecured Creditors having outstanding debt of INR 39,46,94,229 as detailed in the Annexure attached hereto. The same has been duly authenticated on behalf of the Company. Further, the Amalgamated Company does not have any secured creditors as on 31 March 2026.

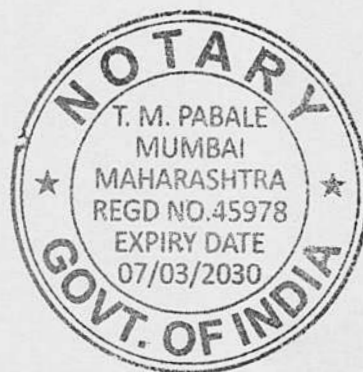
We have verified the above from the books of accounts, relevant documents and records produced before us and the information and explanations furnished to us.

For **Talavlikar and Associates**
Chartered Accountants
Firm Registered No. - 159582W

Pallavi Suresh Talavlikar



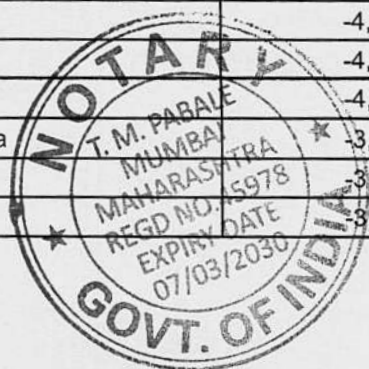
CA Pallavi Suresh Talavlikar
Proprietor
Membership No. 122405
UDIN: 26122045HGYZJX3962
Place: Mumbai
Date: 22 June 2026



ANNEXURE

List of Unsecured Creditors as on 31 March 2026

Sr. No	Name	Amount (in INR)	Percentage (%)
1	Puloon Technology Inc.	-21,94,27,476	55.59
2	Aep Ticketing Solutions S.R.L.	-4,84,15,613	12.27
3	Lipidata Systems Limited	-2,28,20,104	5.78
4	Google Cloud India Pvt Ltd	-1,64,23,780	4.16
5	Datamatics Global Services Cor	-94,73,730	2.40
6	Datamatics Global Services Inc	-75,82,400	1.92
7	Datamatics Infotech Ltd	-42,09,671	1.07
8	Datamatics Global Technologie	-39,41,225	1.00
9	Viva Highways Limited	-36,72,794	0.93
10	Linkedin Singapore Pte Ltd	-35,99,794	0.91
11	Hitachi Systems India Pvt. Ltd	-35,47,775	0.90
12	Open Text Corporation India Pr	-31,94,100	0.81
13	Maharashtra State Electricity	-29,85,900	0.76
14	Dextara Digital Private Limite	-24,67,072	0.63
15	Sap India Pvt Ltd	-23,70,447	0.60
16	Sanjeet Banerji	-20,35,294	0.52
17	Everest Business Advisory Indi	-17,82,000	0.45
18	Newtech Computer Services Pvt	-17,15,085	0.43
19	Redington (India) Limited	-15,13,016	0.38
20	3B Staffing Pvt. Ltd.	-14,58,253	0.37
21	Numen Ventures (Opc) Private	-13,19,642	0.33
22	Alphatech Systems	-12,94,667	0.33
23	Powerica Limited	-11,18,700	0.28
24	Onstak Technologies Private Li	-10,95,984	0.28
25	Rsm Astute Consulting Private	-10,32,300	0.26
26	Mikroelektronika Spol. Sro	-9,44,444	0.24
27	Solverines Technology Solution	-9,21,112	0.23
28	Axis Bank Limited	-8,94,178	0.23
29	Embee Software Private Limited	-8,80,237	0.22
30	Sparkle Services Private Limit	-8,17,749	0.21
31	Snehadhara Catering Services	-8,03,934	0.20
32	Rhea Knowldege Technologies (P	-7,94,230	0.20
33	Adani Electricity Mumbai Ltd	-7,85,560	0.20
34	Dvk Analytics Private Limited	-6,72,691	0.17
35	Procomm Services Private Limit	-6,71,033	0.17
36	A K Arts	-6,13,302	0.16
37	Explorer Travels	-5,82,813	0.15
38	Viggor Ventures Private Limite	-5,74,767	0.15
39	Rhea Technologies	-5,01,722	0.13
40	Sodexo Svc India Pvt. Ltd.	-4,80,664	0.12
41	Ashoka Institute Of Medical Sc	-4,79,114	0.12
42	Syed Mohamed Wahiduzzaman	-4,41,864	0.11
43	Cdp (India) Pvt Ltd	-4,23,711	0.11
44	Lds Infotech Pvt Ltd	-4,15,421	0.11
45	Sai Sagar Caterers	-4,08,642	0.10
46	Security Guards Board For Grea	-3,73,690	0.09
47	Krmeta Advokatur Notariat	-3,64,895	0.09
48	Vijaykumar Umaluti	-3,28,795	0.08



Sr. No	Name	Amount (in INR)	Percentage (%)
49	Nsquare Xperts Llp	-3,27,600	0.08
50	Dignity Aspire Private Limited	-3,24,410	0.08
51	Mn World Enterprise Pvt Ltd	-3,22,020	0.08
52	Karma Management Consultants P	-3,03,505	0.08
53	Perfeasy Enterprises Pvt. Ltd.	-2,98,800	0.08
54	San Computek	-2,97,510	0.08
55	Ulhas N Kulkarni	-2,84,002	0.07
56	Hinduja Global Solutions Limit	-2,61,139	0.07
57	Talavlikar And Associates	-2,56,500	0.06
58	Anshutech Airconditioning P/L	-2,47,464	0.06
59	Noor Travels	-2,39,580	0.06
60	United Guard Force India	-2,34,412	0.06
61	Tecknack Technologies Private	-2,29,672	0.06
62	Moraboyina Ramanjaneyulu	-2,24,985	0.06
63	Logon Software(I)Pvt. Ltd	-2,22,765	0.06
64	Vijay G	-2,19,037	0.06
65	Radisson Mumbai Andheri Midc	-2,15,346	0.05
66	Aarush Metal Craft	-2,10,764	0.05
67	Yenugupalem Chinna Anjaiah	-2,08,267	0.05
68	Bombay Intelligence Security I	-2,07,234	0.05
69	Nashik Industrial Park Pvt Ltd	-2,03,165	0.05
70	Abacus Infotech	-1,85,260	0.05
71	Smita Milind Desai	-1,76,734	0.04
72	Onserv Facilities Solutions In	-1,76,479	0.04
73	Techd Cybersecurity Limited	-1,75,500	0.04
74	Cangra Talents Private Limited	-1,70,813	0.04
75	K G Data Forms Pvt Ltd	-1,64,846	0.04
76	Cssk Rental & Infra Private Li	-1,61,231	0.04
77	Nreach Online Services Pvt Ltd	-1,50,000	0.04
78	Travel Line	-1,45,986	0.04
79	Shabana Sajeed Shaikh	-1,45,289	0.04
80	Xpert Painting And Works	-1,43,857	0.04
81	Krishna Enterprises	-1,37,969	0.03
82	Priya Bharat Aher	-1,32,818	0.03
83	Joy Tara Maa Travels	-1,31,040	0.03
84	Abc Comnet Pvt Ltd	-1,30,536	0.03
85	Indelible Stay	-1,30,333	0.03
86	Sai Saya Enterprises	-1,25,250	0.03
87	Eagle Security Agency Private	-1,17,228	0.03
88	Dev International Express	-1,14,398	0.03
89	Cargo Placement Services And A	-1,13,641	0.03
90	Securitas India	-1,11,398	0.03
91	Darshan Stationers & Computers	-1,10,207	0.03
92	Nobis Technologies Private Lim	-1,08,000	0.03
93	Iflex Technologies Enterprises	-1,07,522	0.03
94	M R Av Solutions & Services LI	-1,03,616	0.03
95	Arti Enterprises	-1,02,574	0.03
96	Global Workforce Solutions Pty	-92,737	0.02
97	Ratan It Solutions	-83,132	0.02
98	Datamatics Business Solutions	-78,747	0.02
99	Tigersheet Online Db Private L	-73,710	0.02
100	Cease Fire & Electrical Servic	-63,895	0.02

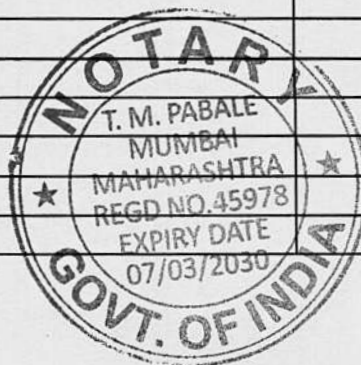


Sr. No	Name	Amount (in INR)	Percentage (%)
101	Manjunath Engineering Services	-63,293	0.02
102	Kotapalli Nagalakshmi	-62,370	0.02
103	Laxmichand & Sons	-59,768	0.02
104	Electrofine Recycling Private	-56,700	0.01
105	M.L.Bhuwania & Co.	-56,323	0.01
106	Techademy Learning Solutions P	-55,944	0.01
107	Adweb Technologies Private Lim	-54,000	0.01
108	Sudha Iyer	-53,156	0.01
109	Laxmi Engineering	-50,787	0.01
110	Sree Manpower Solutions	-50,000	0.01
111	The Market Research Society O	-49,680	0.01
112	Ebixcash World Money Limited	-47,249	0.01
113	Royal Sojourn Pvt Ltd	-47,028	0.01
114	Pci Pest Control Private Limit	-46,120	0.01
115	Shraddha Nikhil Bhure	-45,807	0.01
116	Greenlines Technologies (Opc)	-45,657	0.01
117	Raghuram Annayya Poojary	-44,998	0.01
118	Safetyrise Technical Services	-44,490	0.01
119	Diaz Micrologics	-44,038	0.01
120	Dwarkadhish Electricals	-40,950	0.01
121	Sanju Gupta	-39,600	0.01
122	P M Kumawat & Associates	-37,260	0.01
123	Sonali Ranjeet Dulgaj	-36,352	0.01
124	Sundeep Puri Associates & Advo	-36,000	0.01
125	Shah Patel & Associates	-36,000	0.01
126	Surendra Manohar Padwal	-35,840	0.01
127	Snss Global Services Pvt Ltd	-35,663	0.01
128	Icici Credit Card Parag Patil	-35,149	0.01
129	Vivarea Condominium	-34,332	0.01
130	Prajakta Ravindra Nikale	-34,098	0.01
131	Rentokil Initial Hygiene India	-33,996	0.01
132	Sayalee Computers	-33,981	0.01
133	Mr Arvind Santosh Katkade	-33,858	0.01
134	Hind Travels	-33,686	0.01
135	Hemlata Kailas Salunkhe	-33,145	0.01
136	Vinod Vishwanath Chavan	-33,145	0.01
137	Om Enterprises	-32,541	0.01
138	Dattaram Laxman Sogam	-32,365	0.01
139	Pooja Rounak Patil	-32,313	0.01
140	Mr Gurunath Sitaram Adole	-30,096	0.01
141	Gobind Bishwakarma	-29,700	0.01
142	Govind Santosh Layare	-29,700	0.01
143	Eco Hi Tech Services	-27,225	0.01
144	Bharti Airtel Limited	-26,744	0.01
145	Vikram Tiwari	-26,730	0.01
146	Shri Sai Electrical & Hardware	-25,298	0.01
147	Blue Dart Express Ltd	-25,062	0.01
148	Gold Graphics	-23,292	0.01
149	Ar Enterprises	-23,200	0.01
150	Shri Shyamway Express	-23,151	0.01
151	Brihanmumbai Mahanagarpalika	-23,021	0.01
152	Vitthal Narsu Jadhav	-22,500	0.01



Talavlikar and Associates

Sr. No	Name	Amount (in INR)	Percentage (%)
153	Kokil Graphics	-22,146	0.01
154	Deep Computer & Stationery	-21,028	0.01
155	Ravi Auto Services	-19,799	0.01
156	Sivagami Chemical Traders	-18,341	0.00
157	Agilus Diagnostics Limited	-18,300	0.00
158	Back To The Front Services Llp	-18,226	0.00
159	Isha Shah & Associates	-18,000	0.00
160	Times Internet Limited	-17,280	0.00
161	Pushpa Samsan Arekari	-16,236	0.00
162	Kailashchand Kumawat	-15,819	0.00
163	Chorus Call Conferencing Servi	-15,552	0.00
164	Ashwini Jagtap (More)	-15,048	0.00
165	Lalita Ram Bodke	-15,023	0.00
166	Mahakali Copy Center	-14,451	0.00
167	Sunil Shashikant Aher	-12,949	0.00
168	Balasaheb Bhimraj Pund	-11,880	0.00
169	Skil Cabs Pvt Ltd	-11,865	0.00
170	U S Industrial Suppliers	-11,328	0.00
171	Sri Gokul Travels	-11,121	0.00
172	Shamali Sharad Thakare	-10,568	0.00
173	Chaithanya Sunil	-10,433	0.00
174	Jam Hotels & Resorts (P) Ltd	-9,500	0.00
175	Swathika.R	-9,068	0.00
176	Ashwini Rangwar	-8,613	0.00
177	V.B.Engineering Works	-8,483	0.00
178	Nashik Mahanagar Palika	-7,780	0.00
179	Smita Gangopadhyay	-7,301	0.00
180	Atithi - Jayaram Hotels Pvt Lt	-7,126	0.00
181	Aarohi Fire And Safety Service	-7,080	0.00
182	Chitradurga Subbarao Jagadees	-6,949	0.00
183	Sanjog Communication Pvt Ltd	-6,854	0.00
184	Shashikala Arekari	-5,128	0.00
185	P S Electrical Industrial	-5,075	0.00
186	Lambodar Mishra	-4,692	0.00
187	Samarth Services	-4,525	0.00
188	Barnali Rani Samanta Bera	-4,375	0.00
189	Miracle Agency	-4,370	0.00
190	Maruti Balu Padmere	-4,000	0.00
191	Swamy Mens Wear	-3,700	0.00
192	Mother Cat Industries	-3,138	0.00
193	M. Anandan	-3,000	0.00
194	Hotel Tunga Regale (I) Pvt. Lt	-2,635	0.00
195	Sadguru Medical And General St	-2,510	0.00
196	Mr. Dinesh N	-2,500	0.00
197	Sp National Cartridge	-1,980	0.00
198	Royal Electric Works	-1,900	0.00
199	Atiya Nazir Sayyed	-1,683	0.00
200	Sharada Sales	-500	0.00
201	Bala Gopalakrishnan	-1,88,575	0.05
202	Pankaj Naik	-31,748	0.01
203	Porus Cyrus Malaowala	-9,399	0.00
204	Sourav Mallick	-8,000	0.00



Sr. No	Name	Amount (in INR)	Percentage (%)
205	Jafaroddin Moimoddin Kazi	-4,500	0.00
206	Satrajit Bari	-2,307	0.00
207	Sushma Ashok Shetty	-2,127	0.00
	Total	-39,46,94,229	100%



To,
The Board of Directors,
Datamatics Global Services Limited,
Knowledge Centre, Plot No. 58,
Street No 17, MIDC, Andheri (East),
Mumbai – 400093.

1. We are informed that Datamatics Global Services Limited is required to submit a certificate from a Chartered Accountant to the Hon'ble. National Company Law Tribunal ("NCLT") certifying the pre-arrangement and post-arrangement net worth of Datamatics Global Services Limited as on 31st March 2026 basis the approval of the Scheme of Arrangement by the boards of Director, in terms of the provisions of the 230-232 section of the Companies Act, at its meeting held on 21st May 2026. The Scheme shall be effective from 1st April 2026 (Appointed Date).
2. We have examined the audited financial statements of DEXTARA DIGITAL PRIVATE LIMITED ("the Amalgamating Company No. 1"), DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED ("the Amalgamating Company No. 2") and DATAMATICS GLOBAL SERVICES LIMITED ("the Amalgamated Company") for the year ended 31st March 2026 for the purpose of certifying the net worth of the Amalgamated Company, pre-arrangement and post arrangement.
3. The management of the Amalgamated Company is responsible for the preparation of the Audited Financial Statements for the year ended 31st March 2026 and the Scheme. This includes collecting, collating, and validating Data and presentation thereof in the Statement and the design, implementation and maintenance of internal controls relevant for the preparation of the financial statements that are free from material, misstatement, whether due to fraud or error.
4. Our Responsibility for the purpose of this certificate is limited to certifying the particulars containing in this statement, on the basis of audited financial statements and other relevant records and documents maintained and presented by the Amalgamating Company No. 1, the Amalgamating Company No. 2 and the Amalgamated Company before us. We have conducted a verification in accordance with the guidance note on audit reports and certificate for special purpose and standards of auditing issued by the Institute of Chartered Accountant of India in so far as applicable for the purpose of this certificate which includes the concept of test, check and materiality.
5. On the basis of our examination of such audited financial statements of the Amalgamating Company No. 1, the Amalgamating Company No.2 and the Amalgamated Company and the scheme and other relevant records and documents and according to information explanation and representation provided to us by the management of the Amalgamating Company No. 1, the Amalgamating Company No.2 and the Amalgamated Company, we certify that the pre-arrangement and post-arrangement net worth of the Amalgamated Company as on 31st March 2026, computed in para 9 is in agreement with the books of account of Amalgamating Company No. 1, the Amalgamating Company No. 2 and the Amalgamated Company and the scheme and other relevant records and documents maintained by the company.
6. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report shall be taken to imply that we have conducted audit investigation procedures to verify or confirm any of the information supplied to us.
7. This certificate has been issued at the request of the Amalgamating Company No. 1, the Amalgamating Company No. 2 and the Amalgamated Company for the purpose of submission to Hon'ble NCLT. The certificate may not be suitable for any other purposes.
8. Our certificate is based on the accounting treatment stated in the scheme. The said accounting treatment has been certified by the statutory auditor, as being in conformity with the applicable Indian accounting standards prescribed under section 133 of the Companies Act, 2013. As per the said accounting treatment, the computation of net worth is to be made on the basis of book value of assets, liabilities, reserves, and capital. Thus, our certificate does not involve valuation of any asset or liability.



9. The net worth of the company as on 31st March, 2026 is as follows:

Sr No.	Particulars	Pre Arrangement (in Crores)	Post Arrangement (in Crores)
1.	Share Capital	29.55	29.55
2.	Reserves and Surplus	869.46	888.18
	Total	899.01	917.73

The net worth of the Amalgamated Company Undertaking has been calculated basis the Scheme and standalone financial statements of the Amalgamated Company as at 31st March 2026. The net worth calculations are provisional and prepared to indicate the effect of the proposed merger on the net worth of the Amalgamating Company no.1 and Amalgamating Company no. 2. The same will undergo changes on the Effective Date (as defined in the Scheme) as per the position of assets and liabilities of the Amalgamated Company and accounting requirements in accordance with the applicable Ind AS. The actual financial position, which may prevail after the Scheme becomes effective, may vary from the above calculations.

For Talavlikar and Associates, Chartered Accountants

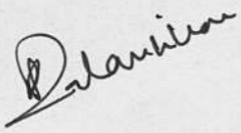

CA Pallavi Suresh Talavlikar
Proprietor
Membership No. – 122405
Firm Registered No. - 159582W
UDIN: 26122405 BCKPYR7748
Date: 22 June 2026



Exhibit - Q

A/C PAYEE ONLY

ICICI Bank 544) MIDC - ANDHERI [E]

Drawee Branch

DD No.

504929

VALID FOR THREE MONTHS ONLY

DATE

2	9	0	0	2	0	2	0
D	D	M	M	Y	Y	Y	Y

SBF(M) / CTS - 2010

ON DEMAND PAY PAY AND ACCOUNT OFFICER, MINISTRY OF
CORPORATE AFFAIRS, MUMBAI *****
RUPEES FIVE THOUSAND Only

OR ORDER

₹

*****5,000.00

FOR VALUE RECEIVED

Purchaser Name: DATAMATICS GLOBAL SERVICES LTD.
IT/5/4 Not Above 5,000.00

0544DDCENPAY

MUMBAI - MIDC - ANDHERI

Issuing Branch

Authorised Signatory

Authorised Signatory

Please sign above

KRISHNA KHEDKA
MANAGER - I

102628

⑈504929⑈ 000229000⑈ 000544⑈ 16





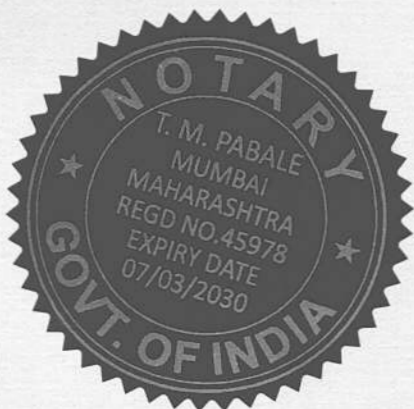
CHALLAN
MTR Form Number-6



GRN	MH005393924202627U	BARCODE			Date	29/06/2026-12:41:46		Form ID			
Department Directorate Of Accounts And Treasuries					Payer Details						
Stamps Non-Judicial					TAX ID / TAN (If Any)						
Type of Payment Sale of Non Judicial Stamps SoS					PAN No.(If Applicable)						
Office Name THANE A T O Stamps					Full Name		Divya Kumat Authorised Signatory				
Location THANE											
Year 2026-2027 One Time					Flat/Block No.						
Account Head Details				Amount In Rs.	Premises/Building						
0030045501 Sale of Stamps				500.00	Road/Street						
					Area/Locality						
					Town/City/District						
					PIN						
					Remarks (If Any)						
					Affidavit Verifying the Company Scheme Application						
					Amount In	Five Hundred Rupees Only					
Total				500.00	Words						
Payment Details STATE BANK OF INDIA					FOR USE IN RECEIVING BANK						
Cheque-DD Details					Bank CIN	Ref. No.	00040572026062953567		CPAGXJEQX4		
Cheque/DD No.					Bank Date	RBI Date	29/06/2026-12:24:42		Not Verified with RBI		
Name of Bank					Bank-Branch		STATE BANK OF INDIA				
Name of Branch					Scroll No. , Date		Not Verified with Scroll				

Department ID :

Mobile No : XXXXXX9576



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

COMPANY SCHEME APPLICATION NO. __ OF 2026

In the matter of the Companies Act, 2013 (18 of 2013)

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

AND

In the matter of Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors.

Dextara Digital Private Limited incorporated)
under the Companies Act, 2013, having its)
CIN: U72501TG2019PTC136112 and having its)
registered office at 2nd Floor, D.No.1-)
18/HIE/NR-3, Sy.No.27/1 to 27/4)
Nanakramguda, Gachibowli, Serilingampally,)... Non-Applicant Company /
Rangareddi, Hyderabad - 500032, Telangana,) Amalgamating Company No. 1

Datamatics Cloud Solutions Private Limited)
incorporated under the Companies Act, 2013,)
having its CIN: U72900MH2022PTC395343 and)
having its registered office at Knowledge Centre,)



Plot No. 58 Street No 17, MIDC, Andheri (East),) ...First Applicant Company/
 Mumbai City, Mumbai - 400093, Maharashtra,) Amalgamating Company No. 2
 India.)

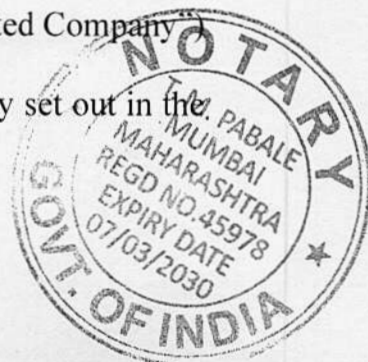
Datamatics Global Services Limited incorporated)
 under the Companies Act, 1956, having its)
 CIN: L72200MH1987PLC045205 and having its)
 registered office at Knowledge Centre, Plot No.)
 58, Street No. 17, MIDC, Andheri East, Bandra)...Second Applicant Company/
 Suburban, Mumbai - 400093, Maharashtra, India.) Amalgamated Company

**(First Applicant Company and Second Applicant Company are together referred
 to as "Applicant Companies")**

Affidavit in support of Application

I, Divya Kumat, daughter of Mr. Anil Kumat, aged 59years, currently residing at E 104, Sterling Court, MIDC, Kondivita Andheri East, Mumbai 400093, am the Authorized Signatory of the Applicant Companies do hereby solemnly affirm and state as under:

1. I am the Authorized Signatory of the First Applicant Company/ Amalgamating Company No. 2 and Second Applicant Company/ Amalgamated Company to make this affidavit on its behalf.
2. I have filed Joint Company Scheme Application on behalf of the First Applicant Company and Second Applicant Company seeking sanction to the Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors as more particularly set out in the Joint Company Scheme Application.



3. That, at the Board meeting held on 21st May. 2026 the Board of Directors of the First Applicant Company and Second Applicant Company respectively approved the Scheme of Amalgamation as placed before them and the same is being submitted to the Mumbai Bench of National Company Law Tribunal for its approval.
4. The Board of Directors of the First Applicant Company and Second Applicant Company have considered and proposed the Scheme of Amalgamation of First Applicant Company and Second Applicant Company and their respective shareholders in order to benefit the stakeholders of all the Applicant Companies. Accordingly, the Board of Directors of the First Applicant Company and Second Applicant Company have formulated this Scheme for the transfer and vesting of entire business and undertaking of First Applicant Company to the Second Applicant Company by way of Amalgamation by absorption pursuant to the provisions of Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.
5. I repeat, reiterate and confirm what is stated in the Joint Company Scheme Application and I adopt the averments made in the said Application as a part of this affidavit in support of Joint Company Scheme Application.
6. I therefore pray that the Joint Company Scheme Application be made absolute.

Solemnly affirmed at Mumbai)
This ____ Day of June 2026)

30 JUN 2026
nm ed

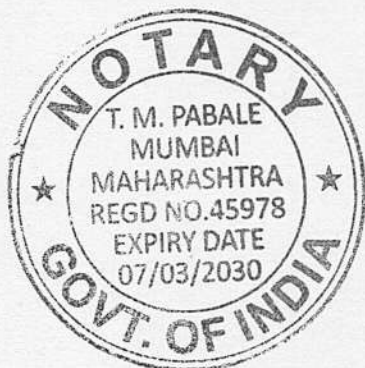
**For Ahmed Chunawala & Co
Advocate for the Applicants**

Divya

Before Me

Authorised Signatory for Applicant

Companies



NOTED & REGISTERED

Page No. 22/7 Sr. No. 254
Date 30 JUN 2026

BEFORE ME

Tushar
TUSHAR M. PABALE
B.Sc., LL.B.

ADVOCATE & NOTARY (GOVT. OF INDIA)
05, Ground Floor, Viram Chambers,
Jnanabhoomi Marg, Fort, Mumbai - 400 001.

we are not a members of Advocates welfare funds,
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION NO. __ OF 2026

In the matter of the Companies Act, 2013 (18 of 2013)

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

AND

In the matter of Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and Creditors.

Dextara Digital Private Limited incorporated)

under the Companies Act, 2013, having its)

CIN: U72501TG2019PTC136112 and having its)

registered office at 2nd Floor, D.No.1-)

18/HIE/NR-3, Sy.No.27/1 to 27/4)

Nanakramguda, Gachibowli, Serilingampally,)... Non-Applicant Company /

Rangareddi, Hyderabad - 500032, Telangana,) Amalgamating Company No. 1

Datamatics Cloud Solutions Private Limited)

incorporated under the Companies Act, 2013,)

having its CIN: U72900MH2022PTC395343 and)



having its registered office at Knowledge Centre,)

Plot No. 58 Street No 17, MIDC, Andheri (East),) ...First Applicant Company/

Mumbai City, Mumbai - 400093, Maharashtra) Amalgamating Company No. 2

India.)

Datamatics Global Services Limited incorporated)

under the Companies Act, 1956, having its)

CIN: L72200MH1987PLC045205 and having its)

registered office at Knowledge Centre, Plot No.)

58, Street No. 17, MIDC, Andheri East, Bandra)...Second Applicant Company/

Suburban, Mumbai - 400093, Maharashtra, India.) Amalgamated Company

To,
The Registrar
NCLT (Mumbai Bench)
Mumbai.



Sir,

We, Dextara Digital Private Limited, the 'Non-Applicant Company' or 'Amalgamating Company No. 1'; Datamatics Cloud Solutions Private Limited, the 'First Applicant Company' or 'Amalgamating Company No. 2' and Datamatics Global Services Limited, the 'Second Applicant Company' or 'Amalgamated Company' above named, do hereby appoint M/s. Ahmed Chunawala & Co, Advocates, to act, appear and plead on our behalf in National Company Law Tribunal.

In WITNESS WHEREOF WE have set and subscribed our hand to this writing on this 30 day of June, 2026.

WITNESS:



Divya

**For Datamatics Cloud Solutions
Private Limited**

Name: Divya Kumat

Director

Address: Knowledge Centre, Plot No. 58

Street No 17, MIDC, Andheri (East),

Mumbai – 400093

Maharashtra, India,

E-mail id: divya.kumat@datamatics.com

Contact: +91 9004581112

Divya

For Datamatics Global Services Limited

Name: Divya Kumat

President, Chief Legal Officer & Company Secretary

Address: Knowledge Centre, Plot No. 58,

Street No. 17, MIDC, Andheri East,

Bandra Suburban, Mumbai - 400093, Maharashtra, India.

E-mail id: divya.kumat@datamatics.com

Contact: +91 9004581112

Date: 30th June, 2026

Place: MUMBAI

Accepted:

FOR AHMED CHUNAWALA & CO.

Ahmed

Advocates for the Applicant.
Office No. 407/408, 4th Floor,
Commerce House,
Nagindas Master Road,
Mumbai-400 001
O.S.Reg. No. 24020
MAH/6176/2016
Tel:- +91-9892540331
Email:- chunawala.ahmed@gmail.com

