

## Datamatics Global Services Limited

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 CIN : L72200MH1987PLC045205  
 www.datamatics.com



**Certified True Copy of the Resolution passed by the Board of Directors of Datamatics Global Services Limited ('the Company') at their meeting held on Friday, April 27, 2018.**

**Approval of draft Composite Scheme of Arrangement under Section 230-232 of the Companies Act, 2013, for demerger of the Demerged Undertaking (as defined in the Scheme) of Delta Infosolutions Private Limited ('Delta') into Datamatics Infotech Services Private Limited ('DISPL') and merger of the Residual Delta (post demerger) into Datamatics Global Services Limited ('DGSL') ('Scheme').**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules and regulations made thereunder 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, National Company Law Tribunal ("Tribunal"), Securities Exchange of India ("SEBI"), Stock Exchanges and such other regulatory authorities, as may be required under applicable laws, regulations, and guidelines, consent of the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby accorded to the Composite Scheme of Arrangement between Delta Infosolutions Private Limited ('Delta'), Datamatics Infotech Services Private Limited ('DISPL') and Datamatics Global Services Limited ('DGSL') and their respective shareholders, providing, inter alia, for demerging the Demerged Undertaking (as defined in the Scheme) of Delta into DISPL and merger of residual Delta into DGSL, in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law Tribunal or any other regulatory authority, as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Director for the purposes of identification.

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or 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 and/or Mr. Rahul L. Kanodia, Vice Chairman & CEO and/or Mr. Sameer L. Kanodia, Executive Director and/or Ms. Divya Kumat, EVP, Chief Legal Officer & Company Secretary and/or Mr. Sandeep Mantri, Chief Financial Officer and/or Mr. Raj Shah and/or Ms. Anjana Rana, authorised signatories (collectively referred to as "authorised representatives") of the Company, be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board, *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 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;

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- (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 imposed by the RBI, the SEBI, the BSE Limited ("BSE"), the National Stock Exchange of India ("NSE"), the NCLT, or any statutory or regulatory authorities, as the case may be and may give such directions, 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) Sign and File of 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 (secured or unsecured) 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) Finalise and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and the draft of the explanatory statement with any modifications as they may deem fit;
- (e) Approval of notices along with explanatory statement and the conduct of process for seeking approval of shareholders and / or creditors to the Scheme, as applicable;
- (f) 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;
- (g) 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;
- (h) To engage Counsels, Advocates, Solicitors, Chartered Accountants, Statutory Auditor and other professionals/intermediaries and to determine terms and conditions including remuneration thereof;
- (i) To Co-ordinate and obtain approval from Registrar of Companies, Regional Director, Official Liquidator, Tribunal and any/all other statutory authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary for and on behalf of the Company and to give any oral and/ or written consent with regard to the same;
- (j) 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 Directors, Income Tax authorities and, other authorities as may be required and to approve all other actions required for full and effective implementation of

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the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;

- (k) 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, Excise 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, 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;
- (l) Settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- (m) To authenticate any document, instrument, proceeding and record of the Company;
- (n) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;
- (o) To file requisite forms with the Ministry of Corporate Affairs/ Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- (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** authorised representatives be and are hereby severally authorised to delegate powers to the executive(s) of the company and / or authorised persons, to sign / execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings and papers, as may be required, for any of the purpose as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company;

**RESOLVED FURTHER THAT** conditions of Para 9 of Annexure 1 of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 are applicable and the Company shall obtain public shareholders approval by way of resolution passed through e-voting. Further, the Company shall proceed with the Composite Scheme of Arrangement only if the votes cast by the public shareholders in favour are more than the number of votes cast by public shareholders against it, be and is hereby noted and approved;

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**RESOLVED FURTHER THAT** the Board hereby appoints BSE Limited to act as a designated stock exchange for the purpose of coordinating with Securities and Exchange Board of India ('SEBI') for the proposed Composite Scheme of Arrangement;

**RESOLVED FURTHER THAT** the valuation report dated April 27, 2018 submitted by the independent valuation firm M/s. Bharat Kotak & Co, Chartered Accountants, Mumbai, on the share SWAP / Entitlement ratio as set out in the draft Composite Scheme of Arrangement, placed before the Board, is hereby approved and adopted for the purposes of the Scheme;

**RESOLVED FURTHER THAT** the Fairness opinion dated April 27, 2018 of M/s. Turnaround Capital Advisors Private Limited, an independent merchant banker, certifying the share SWAP / Entitlement ratio report as placed before the Board, be and is hereby taken on record and approved for the purposes of the Scheme;

**RESOLVED FURTHER THAT** the report from the audit committee dated April 27, 2018 recommending the draft Composite Scheme of Arrangement, taking into consideration, inter-alia the Share Entitlement ratio report and the Fairness opinion as placed before the Board, be and is hereby accepted and approved;

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in terms of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** authorised representatives of the Company, be and are hereby severally authorized to sign any of the documents as required to giving effect to the scheme including signing the certified true copy of this resolution and furnish the same to whomsoever concerned."

**Certified True Copy**

**For Datamatics Global Services Limited**



**Rahul L. Kanodia**  
**Director**  
**DIN: 00075801**



**Place: Mumbai**  
**Date: April 27, 2018**