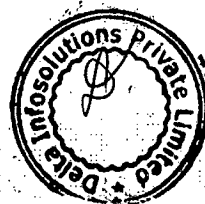


Certificate

The Board of Directors,  
Delta Infosolutions Private Limited,  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East, Mumbai – 400093

Dear Sirs,

1. At the request of Delta Infosolutions Private Limited ("DIPL" or "the Company"), we have examined the attached statement of computation of pre and post scheme net worth of the Company as at March 31, 2018, ("the statement"), prepared by the Company and certified by us for identification purposes.
2. It has been explained to us that as per the attached copy of the Draft Composite Scheme of Arrangement, provide, inter alia, for demerging the Demerged Undertaking of DIPL into Datamatics Infotech Services Private Limited and merging the Residual DIPL (post demerger) into Datamatics Global Services Limited ("DGSL"), under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme"). The Appointed Date of Scheme is June 1, 2018.
3. In the attached statement, the account balances (Equity Share Capital and Free Reserves) used in the computation of pre-Scheme net worth of the Company as at March 31, 2018 has been traced from the unaudited books of accounts of the Company for the period ended March 31, 2018 made available to us and with regard to the post-Scheme net worth of the Company, on the Scheme becoming effective, DIPL would cease to exist on amalgamation with DGSL.
4. The accompanying statement is responsibility of Company's management. Our responsibility is not to verify the accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports and certificates for special purposes issue by the Institute of Chartered Accountants of India. Our Scope of work did not involve performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.



5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre-Scheme net worth of DIPL as at March 31, 2018 computed in accordance with paragraph 3 above is as noted below:

(INR in lacs)

Particulars	Pre-Scheme	Post-Scheme
Equity Share Capital	1.20	Not applicable
Free Reserves	4,313.77	
<b>Total Net-worth</b>	<b>4,314.97</b>	

6. "Net Worth" for the above computation is taken as the sum total of the paid-up capital, and Free Reserves as defined under section 2(43) of the Companies Act, 2013.

Other reserves (like capital reserve) of DIPL, excluding the Free Reserves as stated above, pre-Scheme, totals to INR NIL.

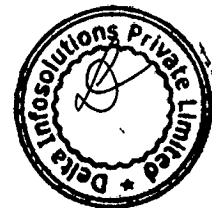
7. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours Faithfully,  
For Kanu Doshi Associates LLP  
Chartered Accountants  
FRN: 104746W/W100096

J. N. Kawa



Jyoti Kawa  
Partner  
Membership No. 105654  
Place: Mumbai  
Date: 27<sup>th</sup> April, 2018



**Kanu Doshi Associates LLP**  
Chartered Accountants

Mumbai Address : 203, The Summit, Hanuman Road,  
Western Express Highway, Vile Parle (E), Mumbai - 400 057  
T : 022-2615 0100 / 111 / 112 • F : 022 2615 0113

Pune Address : 123, Sohrab Hall, 21 Sassoon Road,  
Opp. Jehangir Hospital, Pune - 411001 • T : 020 4906 7177  
E : info@kdg.co.in • W : www.kdg.co.in

Certificate

The Board of Directors,  
Datamatics Global Services Limited,  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East, Mumbai – 400093

Dear Sirs,

1. At the request of Datamatics Global Services Limited ("DGSL" or "the Company"), we have examined the attached statement of computation of pre and post scheme net worth of the Company as at December 31, 2017 ("the statement"), prepared by the Company and certified by us for identification purposes.
2. It has been explained to us that as per the attached copy of the Draft Composite Scheme of Arrangement, provide, inter alia, for demerging the Demerged Undertaking of Delta Infosolutions Private Limited into Datamatics Infotech Services Private Limited and merging the Residual Delta Infosolutions Private Limited (post demerger) into DGSL, under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme"). The Appointed Date of Scheme is June 1, 2018.
3. In the attached statement, the account balances (Equity Share Capital and Free Reserves) used in the computation of pre Scheme net worth of the Company as at December 31, 2017 has been traced from the unaudited books of accounts of the Company for the period ended December 31, 2017 made available to us for verification and the post Scheme net worth of the Company has been computed considering the accounting treatment contained in the Scheme which is subject to National Company Law Tribunal ("NCLT") approval. As represented to us, the Scheme is proposed to be filed with the NCLT, Mumbai Bench.
4. The accompanying statement is the responsibility of Company's management. Our responsibility is not to verify the accuracy of the facts stated in the certificate. We conducted our examination in accordance with the guidance notes on Audit reports and certificates for special purposes issue by the Institute of Chartered Accountants of India. Our Scope of work did not involve performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.



## Kanu Doshi Associates LLP

Continuation Sheet

5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre-Scheme net worth and the post-Scheme net worth of DGSL as at December 31, 2017 computed in accordance with paragraph 3 above is as noted below:

Particulars	(INR in Crores)	
	Pre-Scheme	Post-Scheme
Equity Share Capital	29.47	29.47
Free Reserves	267.37	281.86
<b>Total Net-worth</b>	<b>296.84</b>	<b>311.33</b>

6. "Net Worth" for the above computation is taken as the sum total of the paid-up capital, and Free Reserves as defined under section 2(43) of the Companies Act, 2013.

Other reserves (like securities premium, capital reserve, capital redemption reserve, FVOCI - Equity investments, cash flow hedging reserve) of DGSL, excluding the Free Reserves as stated above, pre-Scheme, totals to INR 147.13 Crores; post Scheme the total of such other reserves would be INR 132.64 Crores.

7. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours Faithfully,

For Kanu Doshi Associates LLP  
Chartered Accountants  
FRN: 104746W/W100096

*Arati Parmar*



Arati Parmar  
Partner  
Membership No. - 102888  
Place: Mumbai  
Date: 27<sup>th</sup> April, 2018



Certificate

The Board of Directors,  
**Datamatics Infotech Services Private Limited,**  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East, Mumbai – 400093

Dear Sirs,

1. At the request of Datamatics Infotech Services Limited ("DISPL" or "the Company") incorporated on 28<sup>th</sup> March, 2018, we have examined the attached statement of computation of pre and post scheme net worth of the Company as at March 31, 2018 ("the statement"), prepared by the Company and certified by us for identification purposes.
2. It has been explained to us that as per the attached copy of the Draft Composite Scheme of Arrangement, provide, inter alia, for demerging the Demerged Undertaking of Delta Infosolutions Private Limited into DISPL and merging the Residual Delta Infosolutions Private Limited (post demerger) into Datamatics Global Services Limited, under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Scheme"). The Appointed Date of Scheme is June 1, 2018.
3. In the attached statement, the account balances (Equity Share Capital and Free Reserves) used in the computation of pre Scheme net worth of the Company as at March 31, 2018 has been traced from the unaudited books of accounts of the Company for the period ended March 31, 2018 made available to us and the post Scheme net worth of the Company has been computed considering the accounting treatment contained in the Scheme which is subject to National Company Law Tribunal ("NCLT") approval. As represented to us, the Scheme is proposed to be filed with the NCLT, Mumbai Bench.
4. The accompanying statement is responsibility of Company's management. Our responsibility is not to verify the accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports and certificates for special purposes issue by the Institute of Chartered Accountants of India. Our Scope of work did not involve performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.



5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre-Scheme net worth and the post-Scheme net worth of DISPL as at March 31, 2018 computed in accordance with paragraph 3 above is as noted below:

Particulars	(INR in Lacs)	
	Pre-Scheme	Post-Scheme
Equity Share Capital	1.20	1.20
Free Reserves	-	-
<b>Total Net-worth</b>	<b>1.20</b>	<b>1.20</b>

6. Net Worth" for the above computation is taken as the sum total of the paid-up capital, and Free Reserves as defined under section 2(43) of the Companies Act, 2013.

Other reserves (like capital reserve and unrealised gain ) of DISPL, excluding the Free Reserves as stated above, pre-Scheme, totals to INR NIL; post Scheme, the total of such other reserves would be INR 3,020 lacs.

7. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours Faithfully,

For Kanu Doshi Associates LLP  
Chartered Accountants  
FRN: 104746W/W100096



Kunal Vakharia  
Partner  
Membership No. 148916  
Place: Mumbai  
Date: 1<sup>st</sup> August, 2018

