

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 6117 4949 F : +91 22 6117 4950 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

We, the statutory auditors of Datamatics Global Services Limited (referred to as "the Company"), have examined the proposed accounting treatment specified in clause no. 20. and clause no. 23. in the Draft Composite Scheme of Arrangement, providing, 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 the Company, as approved by the Board of Directors in their meeting held on 27th April, 2018, in terms of the provisions of section 230 to 232 of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards specified under section 133 of the Companies Act 2013 (the '2013 Act'), read with Companies (Indian Accounting Standards) Rules, 2015 (the 'applicable Accounting Standards') and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Composite Scheme of Arrangement and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and Other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Composite Scheme of Arrangement complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme at clause no. 20. and clause no. 23. is in compliance with SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI LODR") and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.



M L BHUWANIA AND CO. LLP
CHARTERED ACCOUNTANTS

This Certificate is issued at the request of Datamatics Global Services Limited pursuant to the requirements of circular issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent

For M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANT
FRN: 101484W / W100197



Ashishkumar Bairagra
Partner
Membership No. 109931

Place : Mumbai
Date : 27th 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

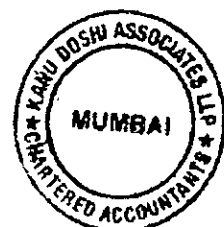
Auditor's Certificate

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

We, the statutory auditors of Delta Infosolutions Private Limited (referred to as "the Company"), have examined the proposed accounting treatment specified in Draft Composite Scheme of Arrangement, providing, inter alia, for demerging the Demerged Undertaking of the Company into Datamatics Infotech Services Private Limited and merging the Residual Company (post demerger) into the datamatics Global Services Limited, as approved by the Board of Directors in their meeting held on 27th April, 2018, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act 2013 (the '2013 Act'), read with Companies (Indian Accounting Standards) Rules, 2015 (the 'applicable Accounting Standards') and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Composite Scheme of Arrangement and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Composite Scheme of Arrangement complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Scheme is in compliance with all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

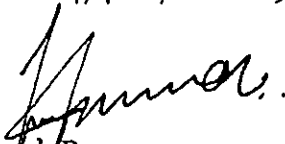


Kanu Doshi Associates LLP

Continuation Sheet

This Certificate is issued at the request of the Company pursuant to the requirements of circular issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

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



Jayesh Parmar
Partner
Membership No. 045375



Place: Mumbai
Date: 27th 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

Auditor's Certificate

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

We, the statutory auditors of Datamatics Infotech Services Private Limited (referred to as "the Company"), have examined the proposed accounting treatment specified in Draft Composite Scheme of Arrangement, providing, inter alia, for demerging the Demerged Undertaking of the Delta Infosolutions Private Limited into the Company and merging the Residual Delta Infosolutions Private Limited (post demerger) into the datamatics Global Services Limited, as approved by the Board of Directors in their meeting held on 27th April, 2018, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act 2013 (the '2013 Act'), read with Companies (Indian Accounting Standards) Rules, 2015 (the 'applicable Accounting Standards') and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Composite Scheme of Arrangement and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Composite Scheme of Arrangement complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Scheme is in compliance with all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

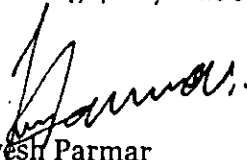


Kanu Doshi Associates LLP

Continuation Sheet

This Certificate is issued at the request of the Company pursuant to the requirements of circular issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

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



Jayesh Parmar
Partner
Membership No. 045375



Place: Mumbai
Date: 27th April, 2018