

DATAMATICS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF DATAMATICS GLOBAL SERVICES LIMITED HELD ON FRIDAY, MARCH 04, 2022 AT 11.30 A.M. 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 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 Delta Infosolutions Private Limited (“Delta”/ “Transferor Company”) and Datamatics Global Services Limited (“Datamatics”/ “Transferee Company”/ “the Company”) and their respective shareholders (“Scheme”) providing for amalgamation and vesting of Delta into Datamatics, 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 Director for the purposes of identification.

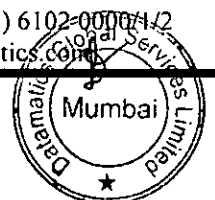
RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or any regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme 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. Sandeep Mantri, Chief financial Officer or Ms. Divya Kumat, EVP, 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, the Securities Exchange Board of India (“SEBI”), the National Stock

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
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Exchange ("NSE") and the BSE Limited ("BSE") 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, 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, unless the same are being borne by Delta and/ or the Promoter/ Promoter Group of the Company, 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 file such application(s), as may be necessary, with the BSE and NSE for listing and admission of new shares issued by the Company to the shareholders of Delta;





(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. Sandeep Mantri, Chief Financial Officer or Ms. Divya Kumat, EVP, 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 appointment of valuer being CS Shreyansh M. Jain (IBBI Registration No. IBBI/RV/03/2019/12124), an independent registered valuer, and Merchant Banker being Kunvarji Finstock Private Limited (SEBI Registration Number INM000012564) be and is hereby ratified and approved for purposes of the Scheme.

RESOLVED FURTHER THAT the Share Exchange Ratio Report dated 4 March, 2022 submitted by CS Shreyansh M. Jain, Registered Valuer, on the share entitlement report/ share exchange ratio report as set out in the draft Scheme, placed before the Board, is hereby approved and adopted for the purposes of the Scheme.

RESOLVED FURTHER THAT the Fairness Opinion dated 4 March, 2022, a Category-I Merchant Banker, certifying the share exchange 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 Board hereby appoints BSE to act as a designated stock exchange for the purpose of coordinating with SEBI for the proposed Scheme.

RESOLVED FURTHER THAT the report from the audit committee dated March 04, 2022, recommending the Scheme, taking into consideration, inter-alia the Share Exchange Ratio report and the Fairness Opinion as placed before the Board, be and is hereby accepted and approved.

RESOLVED FURTHER THAT the report from the committee of Independent Directors dated March 04, 2022, recommending the Scheme, taking into consideration, inter-alia the Share Exchange 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, as per the Articles of Association of the Company.





RESOLVED FURTHER THAT all the Directors of the Company and 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 Kumat
EVP, Chief Legal Officer & Company Secretary

Place: Mumbai

Date: March 17, 2022

DELTA INFOSOLUTIONS PRIVATE LIMITED

Regd. Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East),
Mumbai - 400093

Tel: +91 (22) 61020000/1/2. Fax: +91 (22)28343669. CIN: U72300MH1992PTC064911.

Certified True Copy of the Resolution passed by the Board of Directors ("the Board") of Delta Infosolutions Private Limited ("Delta" or "the Company") at their meeting held on Friday, March 4, 2022, at the registered office of the Company.

"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 Delta Infosolutions Private Limited ("**Delta**" / "**Transferor Company**" / "**the Company**") and Datamatics Global Services Limited ("**Datamatics**" / "**Transferee Company**") and their respective shareholders ("**Scheme**") providing for amalgamation and vesting of Delta into Datamatics, 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 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 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, Mr. Rahul L. Kanodia, Mr. Sameer L. Kanodia, Directors of the Company and Mr. Sandeep Mantri, Ms. Divya Kumari, 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



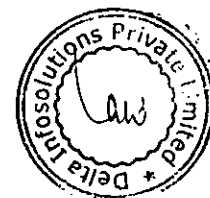
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including the Tribunal, or any other body or agency to obtain their approval(s) or sanction(s) to the provisions of the Scheme or for giving effect thereto;

- (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, 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



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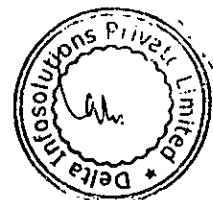
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authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds, matters and things as they 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 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, Mr. Rahul L. Kanodia, Mr. Sameer L. Kanodia, Directors of the Company and Mr. Sandeep Mantri, Ms. Divya Kumat, 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.



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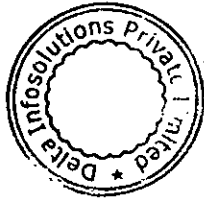
RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents, wherever deemed necessary, as per the Articles of Association of the Company.

RESOLVED FURTHER THAT all the Directors of the Company and 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."

For **DELTA INFOSOLUTIONS PRIVATE LIMITED**



Lalit Kanodia
Director
DIN: 00008050



Place: Mumbai
Date: March 17, 2022