



Commercial Bank

A Division of Citibank, N.A. India

5th July 2022

To,

The Board of Directors

DATAMATICS GLOBAL SERVICES LIMITED

Knowledge Centre, Plot No. 58, Street No. 17

MIDC, Andheri East Mumbai Bandra Suburban

MH 400093 IN

Dear Sirs,

Re: Proposed Scheme of Amalgamation between Datamatics Global Services Limited ("Borrower") with its holding company Delta Infosolutions Pvt Ltd ("Transferee Company")

Citibank N.A. ("**Lender**") has extended a working capital facility of INR 40,00,00,000/- (Rupees Four Hundred Million only) (the "**Facility**") to the Borrower, vide facility agreement dated 30th June 2016 and has created a First Pari Passu charge on current assets and moveable fixed assets both present and future, the outstanding against which, as of date are INR 40,00,00,000/- (Rupees Four Hundred Million only).

The Lender has been requested, vide letter dated 05th July 2022, to accord its approval for the amalgamation of the Borrower with Transferee Company, as per the draft Scheme of Amalgamation ("**Scheme**") to be filed before the Hon'ble Mumbai High Court pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956.

The Lender has perused the Scheme and, subject to the Borrower obtaining all consents required (whether statutory, regulatory, judicial or contractual, and fulfillment of all conditions that may be specified therein), the Lender has no objection to the captioned amalgamation, to be effected in accordance with the terms of the Scheme and on the express understanding that amalgamated entity shall continue to be contractually bound to the Lender and shall discharge any and all liabilities of the Borrower with regard to the Facility.

The Lender also gives its consent to dispense with the holding of the meeting of the creditors of the Borrower. However, if a meeting is convened as per the directions of or in accordance with an order of any competent authority and/or by any other creditor, the Lender reserves the right to attend and be heard at such meeting.

Yours faithfully,

For Citibank N.A.

Authorised Signatory

