Datamatics Global Services Limited
Regd. Office :
Knowledge Centre, Plot No. 58, Street No.17, MIDC,
Andheri (East), Mumbai - 400 093. INDIA
Tel. : +91 (22) 6102 0000/1/2 • Fax : +91 (22) 2834 3669
CIN : L72200MH1987PLC045205
www.datamatics.com

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE DATAMATICS GLOBAL SERVICES LIMITED ("THE COMPANY") AT THEIR MEETING HELD ON NOVEMBER 13, 2019

Approval ofdraft Scheme of Amalgamation under Section 230-232 of the Companies Act, 2013, for the proposed merger by absorption of Datamatics Digital Limited ("DDL") into Datamatics Global Services Limited ("the Company") ("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 of the Company, sanction of the National Company Law Tribunal ("NCLT") 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, 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 of Datamatics Digital Limited ("DDL") into and with Datamatics Global Services Limited ("the Company") and their respective shareholders ("Scheme"), providing, inter alia, for merger by absorption of DDL into the Company, in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law 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 DDL, being a wholly owned subsidiary of the Company, no shares will be issued as consideration for the proposed merger by absorption and the shares held by the Company along with its nominees in DDL shall stand cancelled.

RESOLVED FURTHER THAT the Scheme between DDL and the Company and their respective shareholders, in respect of proposed merger by absorption as placed before this meeting be approved.

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

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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 and/or Mr. Rahul L. Kanodia, Vice Chairman & CEO 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;

(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 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 NCLT 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 shareholder's and/or creditor's meetings as directed by the NCLT or otherwise and the draft of the explanatory statement with any modifications as they may deem fit;

(e) Approval of Postal Ballot / E-voting Notice along with explanatory statement and the conduct of process for seeking approval of shareholders and / or creditors to the Scheme, as applicable;

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(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 NCLT 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 NCLT 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, NCLT 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 NCLT 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 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, Goods and Services Tax authorities and Entry Tax authorities, Employee's 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

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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 for the purpose of in relation to the Scheme and / or making the Scheme effective;

(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 the 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 Mr. Rahul L. Kanodia, Vice Chairman & CEO and/or Ms. Divya Kumat, EVP, Chief Legal Officer & Company Secretary, 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 as may suo-motto be decided by the Board in its 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 NCLT;

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RESOLVED FURTHER THAT pursuant toPara I(A)(9)(c) of Annexure 1 of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"), the Board hereby considers and approves the undertaking, as certified by the Statutory Auditor of the Company, as tabled in this meeting, declaring that the Scheme does not fall under the purview of any of the cases as mentioned under Para I(A)(9)(b) of Annexure 1 of the SEBI Circular.

RESOLVED FURTHER THAT the draft Auditor's Certificate issued in connection with the above said undertaking be and is hereby taken on record and approved.

RESOLVED FURTHER THAT the appointment of any valuers, merchant bankers, counsels, advocates, consultants, etc., if already made be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Share Exchange Ratio Report dated November 13, 2019 submitted by Mr. Harsh Chandrakant Ruparelia, Registered Valuer, and, Chartered Accountants, Mumbai, placed before the Board, is hereby approved and adopted for the purposes of the Scheme;

RESOLVED FURTHER THAT the report from the audit committee dated November 13, 2019 recommending the Scheme, taking into consideration, inter-alia the Share Exchange Ratio Report 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 the 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."

For Datamatics Global Services Limited

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Divya Kumat
EVP, Chief Legal Officer & Company Secretary
Date: November 13, 2019
Place : Mumbai