

CERTIFIED TRUE COPY OF THE EXTRACT OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF AUGMENTIQ DATA SCIENCES PRIVATE LIMITED HELD ON MAY 3, 2017

MERGER/ AMALGAMATION OF AUGMENTIQ DATA SCIENCES PRIVATE LIMITED ("COMPANY") WITH LARSEN & TOUBRO INFOTECH LIMITED

"**RESOLVED THAT** with the unanimous consent of all the Directors present and pursuant to Sections 230-232 of Companies Act, 2013 (the 'Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association of the Company and the Articles of Association of the Company and subject to the requisite approvals/ sanction/ confirmation of National Company Law Tribunal ("NCLT"), Central Government, statutory authorities, banks, financial institutions, creditors, members of the Company and such other authorities, the Company be merged/ amalgamated with Larsen & Toubro Infotech Limited.

RESOLVED FURTHER THAT subject to the sanction of NCLT and all other requisite statutory authorities, as may be applicable, the draft Scheme of Merger/ Amalgamation ("**Scheme**") as placed before this meeting, be and is hereby approved and any of the Directors of the Company and Head-Secretarial, Larsen & Toubro Infotech Limited ('Holding Company'), be and are hereby appointed as the '**Authorised Representatives**' of the Company with respect to this resolution.

RESOLVED FURTHER THAT the Authorised Representatives be and are hereby jointly and/ or severally authorised to take all the necessary steps in connection with:-

1. Doing all such acts as may be required to be complied with under the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other law for the time being in force, including finalization/ modifying/ filing of the Company Application/ Company Summons for Directions, notice of admission supported by an affidavit along with the supporting documents, before the NCLT for the purposes of dispensing with the requirement of holding meetings of Shareholders and Creditors of the Company, as the case may be;
2. Filing the Scheme and/ or any other information/ details with the NCLT and/ or any other regulatory authority or agency to obtain approval or sanction or confirmation to any provisions of the Scheme or for giving effect thereto;
3. Filing statement/s along with supporting documents with the Registrar of Companies or any other authority as may be required to be complied with under the Companies Act 2013, the Rules made thereunder and any other law for the time being in force;
4. Making any modifications, changes, variations, alterations or revision in the Scheme as may be expedient or necessary, particularly before submitting it to the NCLT and/ or for satisfying the requirements and conditions that may be imposed by the NCLT and/ or the Central Government (if applicable) or any other authority as may be required for approving the Scheme, subject to the approval of the NCLT;
5. Filing of the Company Scheme Petition before the NCLT for sanctioning the Scheme;
6. Signing, executing and filing the Company Application/ Company Summons for Directions, Company Petition/ Company Scheme Petition, notice of admission supported by affidavit along with the supporting documents, any form, affidavit or any other such document whether required as an annexure or original or as a certified true copy;
7. Declaring and filing all pleadings, reports, and signing and issuing public advertisements and notices;



8. Appointment of any Consultant, Advocates/ Attorney, Practising Company Secretary, Valuers and other professionals, as may be required from time to time and to fix their remuneration;
9. Delegating the powers vested in each one of them jointly and/ or severally to any employee of the Holding Company, Consultant, Advocate, Lawyer, Practising Company Secretary, whether by way of a Power of Attorney/ Vakalatnama/ Resolution/ Letter of Authority or any other document;
10. Authorizing any person to represent the Company before the Registrar of Companies, Central Government, Regional Director, Official Liquidator, NCLT or any other statutory authority, as and when required;
11. Representing the Company before the NCLT and any other regulatory authorities including Central or State Government, Regional Director, Ministry of Corporate Affairs, Registrar of Companies and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions and letters, to finalise and execute all necessary applications/ documents/ papers for and on behalf of the Company and do all such acts, deeds, matters and things, whatsoever, including settling any questions, doubt or difficulty that may arise with regard to or in relation to the Scheme as may be necessary and proper in order to give effect to the above resolution;
12. To do all such acts, deeds, matters and things as may be deemed necessary or incidental to give effect to the merger/ amalgamation.

RESOLVED FURTHER THAT the aforesaid authorized persons of the Company be and are hereby severally authorized to affix the Common Seal of the Company in terms of its Articles of Association on any documents, that may be required to be executed under the Common Seal of the Company and for this purpose the Common Seal of the Company be and is hereby permitted to be removed from its registered office.

RESOLVED FURTHER THAT M/s. Manilal Kher Ambalal & Co., Advocates, Solicitors & Notary, be and are hereby appointed as Advocates to act, appear, represent the Company before any authority for the purpose of aforesaid matter.

RESOLVED FURTHER THAT any one of the Directors or the Head-Secretarial, Larsen & Toubro Infotech Limited be and are hereby severally authorised to give certified true copies of the above resolution."

CERTIFIED TRUE COPY
FOR AUGMENTIQ DATA SCIENCES PRIVATE
LIMITED



Angna Arora

ANGNA ARORA
HEAD-SECRETARIAL,
LARSEN & TOUBRO INFOTECH LIMITED

Date: June 14, 2017