



DATASOFT COMPUTER SERVICES LIMITED

(Formerly known as Datssoft Computer Services Pvt. Ltd.)

Regd. Office: 2nd Floor, Plot No. 13, Parmesh Corporate Tower, Karkardooma Community Centre, Delhi-110092

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CERTIFIED TRUE COPY OF THE MEETING OF BOARD OF DIRECTORS OF DATASOFT COMPUTER SERVICES PRIVATE LIMITED HELD ON, MONDAY, 3rd FEBRUARY, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT CSC-105, 1ST FLOOR, DDA MARKET, HARGOBIND ENCLAVE, KARKARDOOMA, DELHI - 110092

ITEM NO 3. TO CONSIDER APPROVAL OF INITIAL PUBLIC OFFERING ("IPO") OF EQUITY SHARES OF THE COMPANY.

The Chairman informed the Board that to give effect to the expansion plan, it is important that the Company consider seeking fresh capital by way of an Initial Public Offer to fund its expansion plans. A detail discussion was held by the board in evaluating the benefits of an IPO.

He further informed that the Company intends to list its equity shares (Equity Shares) on one or more stock exchanges to enable shareholders to have a formal market place for dealing with the Company's equity shares. The Company intends to undertake the Issue and list the Equity Shares at an appropriate time in consultation with the Lead managers and other advisors in relation to the Issue and subject to applicable regulatory approvals.

Funds raised by the Company through initial public offering of the Equity shares of the Company shall be used for working capital requirement of the company and its wholly owned subsidiary (if any) and for general other corporate purpose.

Directors suggested that there should be no change in control of the Company or its management of its business is intended or expected pursuant to the Issue.

Accordingly Chairman explained that approval of the members of the Company is needed to issue Equity Shares under section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under, each, as amended from time to time.

The Board members discussed and approved the following resolution.

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Sections 23 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act") and the Rules made there under, the applicable provisions, if any, of the Companies Act, 2013 (including any amendment / modifications thereto or re-enactment 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 and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") (including any amendment / modifications thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended, the Foreign Exchange Management Act, 1999 ("FEMA"), as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchange(s), the Government of India, the Registrar of Companies or any other relevant authority from time to time



("Governmental Authorities"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, and subject to the approval of shareholders of the Company consent, approval and sanction of the Board of Directors be and is hereby accorded to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten) each ("Equity Shares"), in one or more tranches, in India, by way of public issue, through issue of prospectus and /or other permissible / requisite offer document to any eligible person in accordance with the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and / or multi-lateral financial institutions and/or any other eligible investors, and / or to such investors who are eligible to acquire such Equity Shares in accordance with all applicable laws, rules, regulations, guidelines and approvals and whether they be holders of the Equity Shares of the Company or not, including reservation for employees of the Company (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, in consultation with the lead manager(s), advisor(s) or other intermediary(ies) for an aggregate amount not exceeding Rs. 50 crores (Rupees Fifty Crores only) (the "Fresh Issue"), inclusive of such premium as may be fixed on the Equity Shares by offering the Equity Shares, at such price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary(ies) appointed and / or to be appointed by the Company (the Fresh Issue is referred to as the "Issue").

RESOLVED FURTHER THAT in case of any offering of Equity Shares, the Board to issue and allot such number of equity shares as may be required to be issued and allotted in accordance with the terms of issue / offering in respect of such Equity Shares and such Equity Shares shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

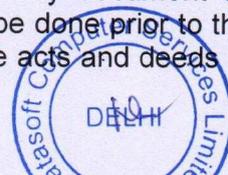
"RESOLVED FURTHER THAT the Board and other designated officers of the Company be and are hereby severally authorised to make all filings including as regards the requisite listing application / prospectus / offer document / registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary, in accordance with the provisions of the Articles of Association of the Company.



“RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to engage, appoint lead manager(s), underwriter(s), depositories, registrar(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), arrangement(s), placement agreement(s) / underwriting agreement(s) / any other agreements or documents, etc., with such agencies and also to seek the listing of such Equity Shares on the Stock Exchange(s) as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, as described above, the Board, where required in consultation with the merchant banker / lead manager and / or other advisors as mentioned above, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the draft prospectus and the prospectus, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or such Investors to whom the Equity Shares are to be offered, issued and allotted, number of Equity Shares to be allotted, issue price, face value, premium amount on issue of the Equity Shares, if any, listing on one or more stock exchanges in India and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Equity Shares and any agreement or document any other applicable laws or regulations in respect of any Equity Shares, either on a pari passu basis or otherwise and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Equity Shares, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

“RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.



RESOLVED FURTHER THAT any of the Directors, the Compliance Officer, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities.”

Certified true copy

For DATASOFT COMPUTER SERVICES LIMITED

Preeti Saxena
Preeti Saxena
Company Secretary & Compliance Officer
Membership No : F 3615

