



DATASOFT COMPUTER SERVICES (P) LTD.

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CERTIFIED TRUE COPY OF THE MINUTES OF THE 2ND EXTRA ORDINARY GENERAL MEETING IN THE FINANCIAL YEAR 2023-24 OF MEMBERS OF M/s DATASOFT COMPUTER SERVICES PVT. LTD. HELD ON MONDAY, 11TH MARCH, 2024, AT 10:00 A.M (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT CSC-105, 1ST FLOOR, DDA MARKET, HARGOBIND ENCLAVE, KARKARDOOMA, DELHI- 110092 AND CONCLUDED AT 11:07 A.M.

PRESENT:

Mr. Sandeep Goel- Director & Shareholder
Mr. Kunal Goel- Director & Shareholder
Mrs. Deepti Goel- Director & Shareholder
Ms. Malka Goel - Shareholder
M/s. Sandeep Goel HUF- Shareholder (through its Karta Mr. Sandeep Goel)
Ms. Asha Gupta- Shareholder

(Registers and Documents as prescribed under the Companies Act, 2013 and the Rules made thereunder for inspection of Shareholders, were available for inspection by shareholder.)

CHAIRMAN: Mr. Kunal Goel proposed the name of Mr. Sandeep Goel as Chairman of the meeting and Mrs. Deepti Goel, seconded the same. Thereafter Mr. Sandeep Goel took the Chair.

QUORUM: There were 7 members present in person holding 100% shares of the Company. Quorum being present, the Chairman declared the meeting in order.

The Chairman asked the shareholders that since the notice of the Extra Ordinary General Meeting are in their hands for quite some time may be taken as read. This was agreed to by the shareholders.

Thereafter, the Chairman took up the items of Agenda for approval.

ITEM NO. 1: TO CONSIDER CONVERSION OF THE COMPANY TO A PUBLIC LIMITED COMPANY.

Mrs. Deepti Goel proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of name change and the approval from the Registrar of Companies, Delhi, consent of the Members of the Company be and is hereby accorded for conversion of the Company into a Public Limited Company and the change in the name of the Company from “Datasoft Computer Services Private Limited” to “Datasoft Computer Services Limited” be and it is hereby approved.



RESOLVED FURTHER THAT deletion of the word “Private” wherever it appears in Memorandum of Association and Articles of Association, letterheads, name plates, stamps etc., resulting from the change in status of the Company from private company to public company, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Delhi, in this regard or for giving effect to this Resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by any of the Director of the Company, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

Mr. Kunal Goel seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.

ITEM NO. 2: TO CONSIDER ALTERATION TO THE MEMORANDUM OF ASSOCIATION.

Mr. Kunal Goel proposed the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 13 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from private company to public company and subject to such approvals as may be necessary, the existing Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is Datasoft Computer Services Limited.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Delhi, in this regard or for giving effect to this Resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by any of the Director of the Company, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

Mrs. Deepti Goel seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.



ITEM NO. 3: TO CONSIDER ADOPTION OF A NEW SET OF ARTICLES OF ASSOCIATION IN LINE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 AND CONVERSION TO A PUBLIC LIMITED COMPANY.

Mr. Asha Gupta proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof from time to time), consent of the shareholders of the Company be and is hereby accorded to approve the alteration of the Articles of Association of the Company in conformity with the provisions of the Act relating to a Public Limited Company.

RESOLVED FURTHER THAT the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of Existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution.”

Ms. Malka Goel seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.

ITEM NO. 4: TO ENHANCE BORROWING LIMITS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

Mr. Kunal Goel proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only) or equivalent amount in any other foreign currency.



RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Mrs. Deepti Goel seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.

ITEM NO. 5: TO APPROVE POWERS OF THE BOARD U/S 180(1)(A) OF THE COMPANIES ACT, 2013.

Mrs. Deepti Goel proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only) or equivalent amount in any other foreign currency.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

Mrs.Malka Goel seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.

ITEM NO. 6: TO CONSIDER APPROVAL OF INITIAL PUBLIC OFFERING (“IPO”) OF EQUITY SHARES OF THE COMPANY.

Mr. Kunal Goel proposed the following resolution as a Special 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.”

Mrs. Deepti Goel seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.

ITEM NO. 7: TO CONSIDER APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS BY THE COMPANY.

Mrs. Deepti Goel proposed the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of Transaction	Director / KMP who is related and nature of relation	Related Parties & Nature of Relation	Aggregate maximum value of the contract/ arrangement/ transaction
1.	sale, purchase or supply of any goods or material,	Mr. Sandeep Goel (Director), Mrs. Deepti Goel (Director), Mr. Kunal Goel (Director), Ms. Arushi Gorl (D/o Mr. Sandeep Goel & Mrs. Deepti Goel)	Gemini Consultancy Services Sandeep Goel HUF Sandeepi Scandata Solutions Pvt. Ltd.	Per transaction:- Upto Rs. 1 Crore Overall Limit:- upto Rs. 12 Crores



2.	selling or otherwise disposing of or buying property	Mr. Sandeep Goel (Director), Mrs. Deepti Goel (Director), Mr. Kunal Goel (Director), Ms. Arushi Gori (D/o Mr. Sandeep Goel & Mrs. Deepti Goel)	Gemini Consultancy Services Sandeep Goel HUF Sandeepi Scandata Solutions Pvt. Ltd.	Per transaction:- Upto Rs. 5 Crore Overall Limit:- upto Rs. 50 Crores
3.	Leasing / sub-leasing of property	Mr. Sandeep Goel (Director), Mrs. Deepti Goel (Director), Mr. Kunal Goel (Director), Ms. Arushi Gori (D/o Mr. Sandeep Goel & Mrs. Deepti Goel)	Gemini Consultancy Services Sandeep Goel HUF Sandeepi Scandata Solutions Pvt. Ltd.	Per transaction:- Upto Rs. 1 Crore Overall Limit:- upto Rs. 12 Crores
4.	availing or rendering of any services,	Mr. Sandeep Goel (Director), Mrs. Deepti Goel (Director), Mr. Kunal Goel (Director), Ms. Arushi Gori (D/o Mr. Sandeep Goel & Mrs. Deepti Goel)	Gemini Consultancy Services Sandeep Goel HUF Sandeepi Scandata Solutions Pvt. Ltd.	Per transaction:- Upto Rs. 1 Crore Overall Limit:- upto Rs. 12 Crores

RESOLVED FURTHER THAT consent of the Company is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.”

Ms. Asha Gupta seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.



ITEM NO. 8: TO CONSIDER AUTHORIZATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Mr. Asha Gupta proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

Ms. Malka Goel seconded the resolution.

Thereafter, the Chairman put the resolution for voting, which was carried unanimously on show of hands.

VOTE OF THANKS:

There being no other matter for discussion, the meeting concluded with a vote of thanks to the chair.

The meeting was concluded at 11:07 A.M.

Date: 11th March, 2024
Place: Delhi




[CHAIRMAN]