



DRC SYSTEMS INDIA LIMITED

Registered Office: 24th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone – 5,
GIFT City, Gandhinagar - 382355, Gujarat, India

Tel: 079 - 6777 2222

E-mail: hiten@drcsystems.com; Website: www.drcsystems.com;

CIN: U72900GJ2012PLC070106

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
C A (CAA) NO. 53 OF 2020**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section 66 and other
applicable provisions of the Companies Act, 2013;

And

In the matter of Composite Scheme of Arrangement between Infibeam
Avenues Limited, NSI Infinium Global Limited, Suvidhaa Infoserve
Limited and DRC Systems India Limited and their respective
shareholders and creditors

DRC Systems India Limited

CIN: U72900GJ2012PLC070106

A Company incorporated under the provisions of the Companies Act,
1956 and having its registered office at 24th Floor, GIFT Two Building,
Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355 in
the state of Gujarat

... Applicant Company

FORM OF PROXY

Name: _____

Address: _____

Email ID: _____

No. of shares: _____

DP Id. _____ Client Id. _____ Folio No. _____

I/We, the undersigned, the equity shareholder/s of DRC Systems India Limited, do hereby appoint

1. Name: _____

Address: _____

Email ID: _____ Signature: _____, or failing him/her

2. Name: _____

Address: _____

Email ID: _____ Signature: _____, or failing him/her

3. Name: _____

Address: _____

Email ID: _____ Signature: _____,

as my/our proxy, to act for me/us at the meeting of the equity shareholders of the Applicant Company to be held on Monday, 2 November 2020 at 01:00 p.m. IST at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 in the state of Gujarat; for the purpose

of considering, and, if thought fit, approving, with or without modification(s), the said Composite Scheme of Arrangement between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors ("Scheme"), and at such meeting and at any adjournment / adjournments thereof, to vote, for me / us and in my / our name(s) _____ (here, if for, insert 'for', if against, insert 'against', and in the latter case, strike out the words below after 'Scheme') the said arrangement embodied in the Scheme, either with or without modification(s), as my / our proxy may approve.

Dated this _____ day of _____ 2020

Signature of Shareholder(s) _____

Signature of Proxy _____



Notes:

1. The Form of Proxy must be deposited at the registered office of DRC Systems India Limited at 24th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355, Gujarat, India, at least 48 (forty eight) hours before the scheduled time of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be an equity shareholder of DRC Systems India Limited.
6. If you are a body corporate, a copy of the Resolution of the Board of Directors or the governing body authorizing such person to act as its representative/proxy at the meeting and certified to be a true copy by a Director, the manager, the Secretary or any other authorised officer of such body corporate be lodged with DRC Systems India Limited at its Registered Office not later than 48 (forty-eight) hours before the meeting.
7. No person shall be appointed as a proxy who is a minor.
8. The proxy of an equity shareholder, blind or incapable of writing, would be accepted if such equity shareholder has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of proxy that all such insertions have been made by him at the request and in the presence of the equity shareholder before he attached his signature or mark.
9. The proxy of an equity shareholder who does not know English would be accepted if it is executed in the manner prescribed in point no. 8 above and the witness certifies that it was explained to the equity shareholder in the language known to him, and gives the equity shareholder's name in English below the signature.



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EQUITY SHAREHOLDERS

ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DPID* _____ Client ID* _____
Folio No. _____ No of Share(s) _____

Full name of the member attending: _____

Name of the Proxy: _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I/We hereby record my/our presence at the meeting of equity shareholders of DRC Systems India Limited convened pursuant to the Order dated 9 September 2020 read with order dated 21 September 2020 of the Hon'ble National Company Law Tribunal, Bench at Ahmedabad on Monday, 2 November 2020 at 01:00 p.m. IST at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355

Member's/Proxy's Signature

(To be signed at the time of handing over the slip)

Notes:

1. Equity Shareholders attending the meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. Equity Shareholders who come to attend the meeting are requested to bring their copy of the Scheme with them.
3. Equity Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
4. Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of DRC Systems India Limited in respect of such joint holding will be entitled to vote.

*Applicable for investors holding shares in dematerialized form



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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No.:

1.	Name and Registered address of the sole / first named equity shareholder	
2.	Name(s) of joint shareholder(s) if any: (in block letters)	
3.	Registered Folio No./ DP ID No.*/ Client ID No.* (*Applicable to investors holding shares in dematerialized form)	

I / We hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice convening the meeting of the equity shareholders of DRC Systems India Limited ("the Company") pursuant to Order passed by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad dated 9 September 2020 read with order dated 21 September 2020 by conveying / recording my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I/ We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Resolution approving Composite Scheme of Arrangement between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors under section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013			

Place: _____

Date: _____

Signature of the Shareholder

Note: Please read the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

1. An equity shareholder(s) desirous to exercise his/her vote by Postal Ballot Form shall complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballot Form(s), if sent by courier or any other mode at the expense of the equity shareholder(s) will also be accepted.
2. The voting period for postal ballot shall commence on and from Saturday, 3 October 2020 at 9.00 a.m. (IST) and ends on Sunday, 1 November 2020 at 5:00 p.m. (IST)
3. This Postal Ballot Form should be duly completed and signed by the equity shareholder. In case of joint holding, this Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company or furnished by Depository Participant to the Company) by the first named shareholder and in his absence, by the next named joint shareholder.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5 p.m. IST on 1 November 2020. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the equity shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the equity shareholders.
6. The Postal Ballot Form can be downloaded from the link www.drcsystems.com. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. IST on 1 November 2020.
7. The exercise of vote through Postal Ballot Form is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Equity shareholders are requested not to send any other papers / documents along with the Postal Ballot Form. If sent, the said paper(s) / document(s) will not be acted upon. Equity shareholders are also requested not to write anything on the Postal Ballot Form except giving their details, assent or dissent for the proposed resolution and putting their signature.
10. Equity shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint shareholders.
12. In the case of equity shares held by companies, financial institutions, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization together with attested specimen signature(s) of the duly authorized signatory(ies). A Postal Ballot Form signed by the holder of a power of attorney for and on behalf of an equity shareholder of the Company must be accompanied by the copy of power of attorney duly certified by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
13. A Postal Ballot Form shall be considered invalid if;
 - a. If the equity shareholder's signature does not tally.
 - b. If the equity shareholder has marked all his shares both in favour and also against the respective resolution or neither assent nor dissent is mentioned.
 - c. Any competent authority has given directions in writing to the company to freeze the voting rights of the equity shareholder.
 - d. A form other than one issued by the Company has been used.
 - e. It has not been signed by or on behalf of the equity shareholder.
 - f. if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the equity shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
 - g. if the information filled in the postal ballot form is incomplete.
 - h. It is not possible to determine without any doubt the assent or dissent of the equity shareholder.

The equity shareholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer.