



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 of creditor: _____

Address: _____

I/We, the undersigned, the unsecured creditor of DRC Systems India Limited, do hereby appoint Mr./
Ms. _____ of _____ and failing him / her Mr./Ms. _____ of _____
as my/our proxy, to act for me/us at the meeting of the unsecured creditors of the Applicant Company to be
held on Monday, 2 November 2020 at 01:15 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 unsecured creditor _____

Signature of Proxy _____

Affix
Revenue
Stamp

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 unsecured creditor 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 unsecured creditor, blind or incapable of writing, would be accepted if such unsecured creditor 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 unsecured creditor before he attached his signature or mark.
9. The proxy of an unsecured creditor 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 unsecured creditor in the language known to him, and gives the unsecured creditor's name in English below the signature.



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UNSECURED CREDITORS

ATTENDANCE SLIP

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

Amount Rs. _____

Name and address of the unsecured creditor / proxy holder:

I/We hereby record my/our presence at the meeting of unsecured creditors 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 01:15 p.m. IST at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355

Unsecured Creditor's/Proxy's Signature
(To be signed at the time of handing over the slip)

Notes:

1. Unsecured creditors 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. Unsecured creditors who come to attend the meeting are requested to bring their copy of the Scheme with them.



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POSTAL BALLOT FORM

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

Serial No.:

1.	Name of Unsecured Creditor [IN BLOCK LETTERS]	
2.	Address of Unsecured Creditor [IN BLOCK LETTERS]	
3.	Principal amount due as on 18 September 2020 (in Rs.)	

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 unsecured creditors 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 (v) mark in the appropriate box below:

Item No.	Description	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 Unsecured Creditor

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

INSTRUCTIONS

1. An unsecured creditor desiring to exercise 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 unsecured creditor 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 unsecured creditor.
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 unsecured creditor has not been received.
5. Voting rights shall be reckoned on the outstanding amount due in the name of the respective unsecured creditor as on 18 September 2020, being the 'cut-off date'.
6. Voting by postal ballot can be exercised only by the unsecured creditor or his / her duly constituted attorney or, in case of body corporate, the duly authorized person. The exercise of vote through Postal Ballot Form is not permitted through a proxy. Unsecured creditors can opt only one mode for voting i.e. Postal Ballot Form or Ballot Paper at the meeting.
7. Unsecured creditors who have cast their votes by postal ballot can also attend the meeting.
8. The Postal Ballot Form can also 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.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
10. Unsecured creditors 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. Unsecured creditors 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.
11. Unsecured creditors are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
12. Unsecured creditors having outstanding amount as on 18 September 2020 being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
13. In case the unsecured creditor is an entity, 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 unsecured creditor 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.
14. A Postal Ballot Form shall be considered invalid if;
 - a. If the unsecured creditor has marked both in favour and also against the respective resolution or neither assent nor dissent is mentioned.
 - b. A form other than one issued by the Company has been used.
 - c. It has not been signed by or on behalf of the unsecured creditor.
 - d. 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 unsecured creditor or as to whether the votes are in favour or against or on one or more of the above grounds.
 - e. if the information filled in the postal ballot form is incomplete.
 - f. It is not possible to determine without any doubt the assent or dissent of the unsecured creditor.

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