

**CONSOLIDATED REPORT OF SCRUTINIZER  
ON  
POSTAL BALLOT AND POLL**

To,  
Mr. Prashant Patel  
The Chairperson appointed for Equity Shareholder's Meeting  
by National Company Law Tribunal, Ahmedabad Bench  
for DRC Systems India Limited,  
(CIN: U72900GJ2012PLC070106)  
Held on 02<sup>nd</sup> November, 2020 at 01.00 pm at  
23<sup>rd</sup> Floor, GIFT Two Building, Block No. 56,  
Road-5C, Zone-5, GIFT City, Gandhinagar – 382 355

Dear Sir,

**Sub.: Consolidated Report of Scrutinizer on the results of voting by way of Postal Ballot and voting by way of Poll conducted at the venue in connection with the Resolution detailed in the Notice dated 25<sup>th</sup> September, 2020 convening meeting of Equity Shareholders of DRC Systems India Limited in pursuance of direction issued by Ahmedabad bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated 09<sup>th</sup> September, 2020 read with 21<sup>st</sup> September, 2020 and also read with 28<sup>th</sup> October, 2020 in Company Application No. 53 of 2020**

I, Jitendra Leeya, Company Secretary in Practice having office at K-303, Karnavati Enclave, Opp. Shrinand City-3, Nr. Doon School, New Maninagar, Ahmedabad-382 449 appointed by National Company Law Tribunal (NCLT) vide its Order dated 09<sup>th</sup> September, 2020 passed in connection with Company Application No. 53 of 2020, as Scrutinizer for the purpose of the voting through Postal ballot and poll taken on the below mentioned resolution to approve the 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, in terms of the Notice dated 25<sup>th</sup> September, 2020 for NCLT Convened Meeting of the Equity Shareholders of **DRC SYSTEMS INDIA LIMITED** held on Monday, 02<sup>nd</sup> November, 2020 at 01.00 pm at 23<sup>rd</sup> Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT City, Gandhinagar – 382 355, Gujarat, submit my Consolidated Report as under:

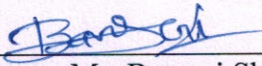
1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through Postal Ballots and voting by use of ballots by the shareholders at their meeting (by poll) on the resolutions proposed in the Notice of the NCLT Convened Meeting of the Equity Shareholders of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through postal ballot process and by use of ballot at the meeting (poll) are conducted in fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairperson on the resolutions, based on the voting by use of postal ballots and ballot papers at the meeting.

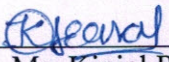




**DRC SYSTEMS INDIA LIMITED**

2. The Company has completed the dispatch of notice alongwith the postal ballot form by email to all the Members whose email-IDs are registered with the Company 26<sup>th</sup> September, 2020, to the Members whose name(s) appeared on the Register of Members/list of beneficiaries as on the cut-off date i.e. 18<sup>th</sup> September, 2020 decided by the Board at their meeting.
3. The voting in case of Physical Postal Ballot, last date for receiving ballots was 01<sup>st</sup> November, 2020 (5.00 P.M.)
4. At the NCLT Convened Meeting of the Equity Shareholders, after declaration of poll by the chairman, one ballot box for polling was locked in my presence with due identification mark placed by me.
5. The locked ballot box was opened in my presence and in presence of two witnesses Ms. Bansari Shah and Ms. Kinjal Raval who are not in the employment of the Company, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Company and the authorizations / proxies lodged with the Company.

  
Ms. Bansari Shah

  
Ms. Kinjal Raval

6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
7. I wish to place on record that, No Postal ballot forms were received up to the close of working hours on 01<sup>st</sup> November, 2020 (5.00 P.M.), the last date and time fixed by the Company for receipt of the forms.
8. Based on the voting through polling paper at the NCLT Convened Meeting of the Equity Shareholders and voting through Postal Ballot process, the Consolidated results of the poll and postal ballot are as under :





**DRC SYSTEMS INDIA LIMITED**

- a) Resolution No. 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:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of Votes cast	% of total number of valid votes cast
Poll	7	2250000	100.00
Postal Ballot	0	0	0.00
<b>Total</b>	<b>7</b>	<b>2250000</b>	<b>-</b>

(ii) Voted **against** of the resolution:

Type of Voting	Number of members voted	Number of Votes cast	% of total number of valid votes cast
Poll	0	0	0.00
Postal Ballot	0	0	0.00
<b>Total</b>	<b>0</b>	<b>0</b>	<b>-</b>

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast
Poll	0	0
Postal Ballot	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

(iii) Abstained from Voting:

Type of Voting	Total Number of members who abstained from Voting	Total Number of Votes cast
Poll	0	0
Postal Ballot	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





**Jitendra Leeya**  
Company Secretary

**DRC SYSTEMS INDIA LIMITED**

9. A Compilation of Data containing a list of Equity Shareholders who voted "FOR", "AGAINST" is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

Thanking You,  
Yours Faithfully,

Date: 04<sup>th</sup> November, 2020  
Place : Ahmedabad



*SPUYS*

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**JITENDRA LEEYA,**  
Practicing Company Secretary  
ACS/FCS No.: A31232  
COP No.: 14503  
UDIN: A031232B001153980

Countersigned:  
**For DRC SYSTEMS INDIA LIMITED**

*Prashant Patel*  
**PRASHANT PATEL,**  
ADVOCATE  
CHAIRPERSON