

## Report of Scrutinizer

To,  
**Mr Pushpendra Surana, Chartered Accountant**  
**Chairperson of the meeting of Unsecured Creditors of Digilife**  
**Distribution and Marketing Services Limited (the Transferor Company-**  
**1)**

**Sub: Scrutinizer's Report on the voting made through e-voting system**  
**in the meeting of Unsecured Creditors of Digilife Distribution and**  
**Marketing Services Limited (the Transferor Company-1)**

**Respected Sir**

I, Ramkripal Sharma, Insolvency Professional, appointed by the Hon'ble National Company Law Tribunal, Court V, New Delhi vide its Order dated 17th September, 2021 (date of pronouncement) read with rectification Order dated 24th September, 2021 and Order dated 7th October, 2021, to act as the Scrutinizer for the meeting of Unsecured Creditors of Digilife Distribution and Marketing Services Limited (hereinafter referred to as "the Transferor Company-1/the Company") held on Tuesday, 30<sup>th</sup> November, 2021, which was to be held at 11:30 A.M. through video conferencing. However, as the requisite quorum for the meeting was not present, the meeting was adjourned at 11:34 A.M. for 30 minutes. The meeting was reconvened at 12:04 P.M., to consider and, if thought fit, approve, the Scheme of Amalgamation of Digilife Distribution and Marketing Services Limited and HCL Learning Limited with HCL Infosystems Limited (the Scheme of Amalgamation/the Scheme) and other connected matter, if any, submit my report as under:

1. That as directed by this Hon'ble Tribunal, the meeting of the Unsecured Creditors of Digilife Distribution and Marketing Services Limited was duly convened and held on Tuesday, 30<sup>th</sup> November, 2021, at 12:04 P.M. through video conferencing. Mr. Pushpendra Surana, Chartered Accountant, chaired the meeting. Mr. Suman Kumar Verma, CMA, the Alternate Chairperson; and the undersigned being the Scrutinizer of the meeting, attended the meeting through video conferencing. Legal Counsel of the Applicant Company-Mr Rajeev K Goel, Advocate and the senior representatives of the Transferor Company-1 were also present in the meeting through video conferencing.
2. That National Securities Depositories Limited (NSDL) was appointed to conduct e-voting during the meeting, in a secured manner; and to provide the necessary platform for holding the meeting through video conferencing, to handle and supervise the entire process of holding the



meeting through video conferencing and processing of data relating to the meeting and voting, etc.

Executives of NSDL provided all the necessary support in connection with the convening, holding and conducting of the meeting and e-voting. NSDL handled and supervised the entire process of holding the meeting through video conferencing, e-voting and processing of data relating to the meeting and voting, etc.

3. Voting upon the Scheme of Amalgamation was conducted through e-voting system during the meeting of Unsecured Creditors of Digilife Distribution and Marketing Services Limited (the Transferor Company-1) held through video conferencing.
4. On conclusion of the voting, complete detail of the e-voting during the meeting made by the Unsecured Creditors of the Company was provided to me by NSDL.
5. 1 vote was found to be invalid.
6. The result of the voting upon the Scheme of Amalgamation (by way of voting through e-voting system in the meeting) is given as under:

Sl. No.	Particulars	No. of Voters	Value of Votes
1.1	Unsecured Creditors present in the meeting through video conferencing	6	4,69,11,883.82
1.2	Unsecured Creditors present in the meeting and voted through e-voting system in the meeting	6	4,69,11,883.82
1.3	Unsecured Creditors present in the meeting who have abstained from voting	0	0
2.1	<b>Total Votes Cast in the meeting which were considered for the purpose of this Report</b> [1.2]	6	4,69,11,883.82
3.1	<b>Invalid Votes</b>	<b>1</b>	<b>5,632.82</b>
4.1	<b>Total Valid Votes</b>	<b>5</b>	<b>4,69,06,251.00</b>
5.1	<b>Votes Against</b>	<b>0</b>	<b>0</b>
6.1	<b>Votes in Favour</b>	<b>5</b>	<b>4,69,06,251.00</b>
7.1	Votes in Favour as % of total valid votes cast	100%	100%
8.1	Votes Against as % of total valid votes cast	0%	0%

*Alpharum*

7. List of **Unsecured Creditors** of the Company who voted "FOR" is enclosed herewith.
8. List of **Unsecured Creditors** of the Company who voted "AGAINST" is also enclosed herewith.
9. The records of the voting made on the Scheme of Amalgamation (through e-voting system in the meeting) and all other relevant records are enclosed herewith for doing needful in the matter.

Thanking you

Yours Sincerely



**Ramkripal Sharma**  
**Insolvency Professional**  
**IBBI REG-IBBI/IPA-002/IP-N01126/2021-2022/13669**  
**Scrutinizer for the meeting of Equity Shareholders**  
**of HCL Infosystems Limited**

**Dated:** 3<sup>rd</sup> December, 2021

**Place:** New Delhi

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**CA Pushendra Surana**  
**Chairperson of the meeting of Equity Shareholders**  
**of HCL Infosystems Ltd**

**Dated:** 3<sup>rd</sup> December 2021

**Place:** New Delhi

**List of Unsecured Creditors of Digilife Distribution and Marketing Services Limited who voted in favour of the Scheme of Amalgamation (through e-voting system in the meeting)**

S.No	Name of Unsecured Creditors	Amount outstanding as on March 31, 2021
1	Chirag Goel	958.00
2	Ashish Gupta	3,261.00
3	Abhinav Mathur	1,430.00
4	HCL INFOSYSTEMS LTD	4,68,99,674.00
5	Ritu Verma	928.00
Total		4,69,06,251.00



**List of Unsecured Creditors of Digilife Distribution and Marketing Services Limited who voted against the Scheme of Amalgamation (through e-voting system in the meeting)**

S.No	Name of Unsecured Creditors	Amount outstanding as on March 31, 2021 (In Rs.)
NIL		

