

Report of Scrutinizer

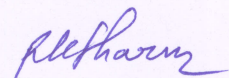
To,
Mr Pushpendra Surana, Chartered Accountant
Chairperson of the meeting of Equity Shareholders of HCL Learning Limited (the Transferor Company-2)

Sub: Scrutinizer's Report on the voting made through e-voting system in the meeting of Equity Shareholders of HCL Learning Limited (the Transferor Company-2)

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 Equity Shareholders of HCL Learning Limited (hereinafter referred to as "the Transferor Company-2/the Company") held on Tuesday, 30th November, 2021, at 12:30 P.M. through video conferencing, 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 Equity Shareholders of HCL Learning Limited was duly convened and held on Tuesday, 30th November, 2021, at 12:30 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-2 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 Equity Shareholders of HCL Learning Limited (the Transferor Company-2) held through video conferencing.
4. On conclusion of the voting, complete detail of the e-voting during the meeting made by the Equity Shareholders of the Company was provided to me by NSDL.
5. No 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:

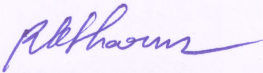
Sl. No.	Particulars	No. of Voters	Value of Votes
1.1	Equity Shareholders present in the meeting through video conferencing	7	75274
1.2	Equity Shareholders present in the meeting and voted through e-voting system in the meeting	6	75273
1.3	Equity Shareholders present in the meeting who have abstained from voting	1	1
2.1	Total Votes Cast in the meeting which were considered for the purpose of this Report [1.2]	6	75273
3.1	Invalid Votes	0	0
4.1	Total Valid Votes	6	75273
5.1	Votes Against	0	0
6.1	Votes in Favour	6	75273
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%

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7. List of **Equity Shareholders** of the Company who voted "FOR" is enclosed herewith.
8. List of **Equity Shareholders** 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 Learning Limited

Dated: 3rd December 2021
Place: New Delhi

CA Pushendra Surana
Chairperson of the meeting of Equity Shareholders
of HCL Learning Limited

Dated: 3rd December 2021
Place: New Delhi

List of Equity Shareholders of HCL Learning Limited who voted in favour of the Scheme of Amalgamation (through e-voting system in the meeting)

S.No	Name of Shareholder	No of shares held
1	HCL INFOSYSTEMS LIMITED	75268
2	RAGHAVAN RANGARAJAN	1
3	ALOK SAHU	1
4	KAPIL KAPUR	1
5	ASHOK R PRABHU	1
6	SUSHIL KUMAR JAIN	1

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List of Equity Shareholders of HCL Learning Limited who voted against the Scheme of Amalgamation (through e-voting system in the meeting)

S.No	Name of Shareholder	No of shares held
		NIL

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