

**SCRUTINIZER'S REPORT**

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To,

Dated: 28.09.2021

Mr. Deepinder Singh Patwalia,  
Chairperson appointed by the Hon'ble NCLT, Chandigarh Bench  
for the NCLT convened meeting of the Equity Shareholders  
of **Infinite Computer Solutions (India) Limited**  
(CIN: U72200HR1999PLC089980)  
pursuant to Company Application CA (CAA) No 08 /Chd/Hry/2021

**Sub.: Report of Scrutinizer on voting at the NCLT convened meeting of Equity Shareholders of Infinite Computer Solutions (India) Limited (CIN: U72200HR1999PLC089980) held through video conferencing for approval of the Scheme of Arrangement between MC Data Systems Private Limited, Inswell IT Applications Private Limited and Infinite Computer Solutions (India) Limited and their respective shareholders and creditors, in pursuant of directions issued by Chandigarh Bench of Hon'ble NATIONAL COMPANY LAW TRIBUNAL vide order dated August 04, 2021, in Scheme of Arrangement of Application No. CA (CAA) No 08 /Chd/Hry/2021**

Dear Sir,

I, Subhash Saini, Company Secretary in practice, having my office at Flat no. 1405, Ground Floor, Sector - 61, Chandigarh - 160036, was appointed as the scrutinizer for the meeting of Equity Shareholders, of **Infinite Computer Solutions (India) Limited** (CIN: **U72200HR1999PLC089980**) ("the Company") by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide order dated August 04, 2021 for ascertaining the result of voting by the Equity Shareholders of the Company, by remote e-voting and by e-voting in the meeting of equity shareholders held through video conferencing on Saturday, September 25, 2021 at 10:00 A.M. on the below mentioned resolution, do hereby submit my report as under:

The compliance with the provisions of the Companies Act, 2013, rules made there under, applicable NCLT rules and NCLT order dated August 04, 2021 relating to voting through remote e-voting and through e-voting in the meeting by the Equity Shareholders of the Company on the Resolution



contained in the Notice, are the responsibility of Management of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, in all modes, is conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast "**in favour**" and "**against**" on the said Resolution, based on the e-voting reports and other records.

**I do hereby submit my report as under:**

1. The Company had appointed National Securities Depository Limited ("NSDL") as the agency for providing the e-voting platform to the Equity Shareholders of the Company.
2. As per records provided by the Company, the Cut-off date was September 18, 2021 for the purpose of determining the Equity Shareholders entitled to vote through remote e-voting and e-voting in the meeting held through video conferencing on the resolution seeking their approval.
3. The voting through remote e-voting commenced at 09:00 A.M. on Wednesday, September 22, 2021 and closed at 5:00 P.M. on Friday, September 24, 2021.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder, relating to voting through remote e-voting and e-voting in the meeting held through video conferencing on the resolution contained in the Notice of the Meeting.
5. On Saturday, September 25, 2021, the NCLT convened meeting of the Equity Shareholders (through video conferencing) was adjourned initially for want of quorum and subsequently re-convened at 10.32 A.M. in accordance with the directions in the Order.
6. The Chairperson of the Meeting directed for conducting the voting through e-voting for the Equity Shareholders on the Cut-off Date who had not casted their votes through remote e-voting on the resolution seeking their approval.
7. 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.



8. My responsibility as Scrutinizer for the voting process (through remote e-voting and e-voting in the meeting) is restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system.
9. The votes casted through e-voting were unblocked on September 25, 2021 after the meeting was over by the Scrutinizer, on the direction of the Chairperson. The e-voting result was thereafter downloaded from the website of NSDL and the same forms a part of this report.
10. The result of the voting seeking approval of Equity Shareholders of the Company to the Scheme is as under:

**Resolution:**

**Approval of the Scheme of Arrangement between MC Data Systems Private Limited, Inswell IT Applications Private Limited and Infinite Computer Solutions (India) Limited and their respective shareholders and creditors**

Report on result of voting through Remote e-voting and e-voting in the meeting of Equity Shareholders

a) Votes in favor and against of the resolution through Remote e-voting and e-voting in the meeting held through video conferencing: -

Manner of voting	No. of Equity Share holders	No. of valid votes	No. of votes cast in favour	No. of votes cast against	Share capital held by shareholders who voted in favour (Rs)	Share capital held by shareholders who voted against (Rs.)
Remote E-voting	2,071	3,28,42,523	3,28,35,130	7,393	32,83,51,300.00	73,930.00
E-voting in the meeting	6	6	6	0	60.00	0
<b>Total</b>	<b>2077</b>	<b>3,28,42,529</b>	<b>3,28,35,136</b>	<b>7,393</b>	<b>32,83,51,360.00</b>	<b>73,930.00</b>



b) Percentage of votes cast in favour through both Remote e-voting and e-voting in the meeting held through video conferencing: -

No. of Equity Share holders	No. of valid votes	No. of votes cast in favour	No. of votes cast against	Share capital held by shareholders who voted in favour (Rs)	Share capital held by shareholders who voted in against (Rs.)	% of shareholders in numbers who voted in favour	% of value of share capital in favour
2,077	3,28,42,529	3,28,35,136	7,393	32,83,51,360.00	73,930.00	99.71%	99.98%

11. The Resolution was thus passed by 99.71% in number and 99.98% in value by the Equity Shareholders through remote e-voting and e-voting in the meeting.

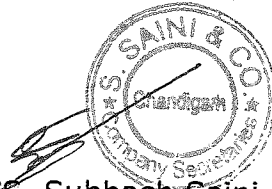
12. The following documents are attached herewith as **Annexure A (Colly)**:

- (i) Attendance register as shared by NSDL
- (ii) Authorization letters as received
- (iii) Report of Remote e-voting
- (iv) Report of E-voting as conducted in the meeting
- (v) Record/Pen Drive having recording of the proceedings of the meeting held through video conferencing.

Date: September 28, 2021

Place: Chandigarh

Thanking you,  
Yours Truly,



CS. Subhash Saini

Membership No. – FCS 7427

Scrutinizer appointed for the Meeting

**Note:** Total pages of this report from 1 to 82 including Annexure.