

Date: 14th September 2022

To

The General Manager Department of Corporate Relations BSE Limited Pheroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza 5 th Floor, Plot No. C-1, Block G Bandra Kurla Complex Bandra (East) Mumbai 400 051
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Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – The Scheme of amalgamation between Digilife Distribution and Marketing Services Limited ('DDMS' or Transferor company – 1) and HCL Learning Limited (Transferor company – 2), wholly owned subsidiaries of the Company with HCL Infosystems Limited ("Amalgamated Company" or "Transferee Company")

**Symbol: NSE: HCL-Insys
BSE (For Physical Form): 179
BSE (For Demat Form): 500179**

Dear Sir / Madam,

This is further to our letter dated 6th August 2020 , wherein we had informed that the Board of Directors of HCL Infosystems Limited ('the Company') had considered and approved the Scheme of Amalgamation of between Digilife Distribution and Marketing Services Limited ('DDMS' or Transferor company – 1) and **HCL Learning Limited** (Transferor company – 2), wholly owned subsidiaries of the Company with **HCL Infosystems Limited** as per the provisions of Section 230-232 & 234 of the Companies Act, 2013 ("Scheme").

In this regard, we would like to inform that the Hon'ble National Company Law Tribunal, New Delhi Bench (Court – V) vide its order dated August 10th, 2022 read with corrigendum dated September 12th, 2022 (received on 14th September 2022) has sanctioned the Scheme of amalgamation between Digilife Distribution and Marketing Services Limited ('DDMS' or Transferor company – 1) and HCL Learning Limited (Transferor company – 2), wholly owned subsidiaries of the Company with HCL Infosystems Limited ("Amalgamated Company" or "Transferee Company"). These orders are to be read alongwith the NCLT order dated June 9th, 2022, approving change of the Appointed date of the Scheme from April 1st, 2020, to April 1st, 2022.

Accordingly, we are enclosing the following documents for the purpose of disclosure:

- a) Copy of the order approving the scheme of amalgamation of DDMS and HCL Learning Limited with their holding company i.e. HCL Infosystems Limited by the Hon'ble NCLT dated August 10th, 2022

HCL INFOSYSTEMS LTD.

Corporate Office: A-11, Sector 3, NOIDA 201 301, U.P., India
Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2523791
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
Corporate Identity Number - L72200DL1986PLC023955
www.hclinfosystems.in
www.hcl.com

- b) Copy of the Corrigendum dated September 12th, 2022, for correction of the aforesaid order (received on 14th September 2022)
- c) Copy of the order dated June 9th, 2022, approving change of the Appointed date from April 1st, 2020, to April 1st, 2022 of the Scheme by the NCLT

The Scheme shall come into effect, upon filing of certified copy of the order with the Registrar of Companies.

This is for your information and record. Kindly acknowledge the receipt of the same.

Thanking You,
Yours faithfully,
For HCL Infosystems Limited

Komal Bathla
Company Secretary & Compliance Officer

876

Date of Presentation
 Application for Copy 12/08/2022
 No. of Pages 8
 Fee 5/-
 Pre- & Postage Fee
 Receipt & Preparation of Copy 31/08/2022
 of Delivery of Copy 13/09/2022

**THE NATIONAL COMPANY LAW TRIBUNAL
 NEW DELHI BENCH (COURT-V)**

(CAA)-121/ND/2021

Connected with CA (CAA)-90/ND/2020

M. K. 31/8/22

IN THE MATTER OF SECTIONS 230-232 OF THE COMPANIES ACT, 2013

Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
AND

In the matter of Scheme of Arrangements

OF

Digilife Distribution and Marketing Services Limited

R/O : 806, Siddharth 96, Nehru Place,
 New Delhi- 110019

...(Petitioner Company- 1/Transferor Company No.1)

AND

HCL Learning limited

R/O : 806, Siddharth 96, Nehru Place,
 New Delhi- 110019

... (Petitioner Company - 2/ Transferee Company No.2)

AND

HCL Infosystems Limited

R/O : 806, Siddharth 96, Nehru Place,
 New Delhi- 110019

... (Petitioner Company -3/ Transferee Company)

Order Pronounced on: 10.08.2022

CORAM:

SH. P.S.N PRASAD, HON'BLE MEMBER (JUDICIAL)

SH. RAHUL BHATNAGAR, HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Rajeev Kumar, Adv.

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 PATIBANDLA SATYANARAYANA PRASAD
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(CAA)-121(ND)/2021 connected with CA (CAA)-90(ND)/2020
 (Digilife Distribution and Marketing service Ltd. Ltd. and HCL Infosystems Ltd.)

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For the OL : Hemlata Rawat & Manas Tripathi
For the RD : Shankari Mishra, adv.

ORDER

PER SHRI, RAHUL BHATNAGAR MEMBER (T)

1. This joint petition has been filed under the provisions of Sections 230-232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016 for the purpose of approval of Scheme of Arrangement (for brevity "**the Scheme**") of Transferor Companies into Transferee Company.

A perusal of the petition discloses that initially the First Motion application was filed before this Tribunal vide CA(CAA)-90/ND/2020 moved under Sections 230-232 of the Companies Act, 2013 and vide order dated 17.09.2021 read with rectification order dated 24th September 2021 and 7th October 2021 directions were issued by this Tribunal for convening separate meetings of the Equity shareholders of Petitioner Companies, Un-Secured Creditors of both Transferor Company No. 1 and Transferee Company on 30th November 2021. Further the meeting of Unsecured Creditors of the Transferor No. 2 Company was dispensed with.

2. Thereafter the 2nd Motion petition was filed on 09.12.2021 vide (CAA) No. 121 (ND)/2021 within prescribed time limit and vide order dated 18.01.2022 the petitioners were directed to carry out publication in the newspaper namely (CAA)-121(ND)/2021 connected with CA (CAA)-90(ND)/2020 (Digilife Distribution and Marketing service Ltd. Ltd. and HCL Infosystems Ltd.)

Page 2 of 8

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'Business Standard' (English, Delhi Edition) and **'Business Standard'** in (Hindi, Delhi Edition). In addition to the public notices, notices were directed to be served on to the Central government through Regional Director (Northern Region), Registrar of Companies (NCT of Delhi and Haryana), Official Liquidator, the Income Tax Department, New Delhi, Securities and Exchange of India Ltd., Bombay Stock Exchange Ltd., National Stock Exchange Ltd. and to the other relevant sectoral regulators.

3. It is seen from the records that the Transferee Company has filed affidavit dated 31.01.2022, affirming compliance of order dated 18.01.2022 passed by this Tribunal. A perusal of the affidavit discloses that the Petitioner companies have affected newspaper publication as directed in the Business Standard (English Edition) and Business Standard (Hindi Edition) in their issue dated 27th January 2022 respectively. The copy of original cutting of the newspaper was annexed. Further the Petitioner companies have affirmed that the copy of petition have been duly served upon the Registrar of Companies, Regional Director (Northern Region), Official Liquidator, Income Tax Department, SEBI, BSE, NSE and Reserve Bank of India vide email dated 28.01.2022. It was further clarified that there are no other sectoral regulators.

4. The Official Liquidator vide its report dated 11.04.2022 has stated that on receipt of the said notice, the OL department issued an office letter No.

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(CAA)-121(ND)/2021 connected with CA (CAA)-90(ND)/2020
(Digilife Distribution and Marketing service Ltd. Ltd. and HCL Infosystems Ltd.)

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OL/Tech/Amal/45/2579 dated 18th October 2021 to furnish certain information/records for the purpose of preparing the reports. Pursuant to information submitted by the Petitioner Companies the Official Liquidator stated that he has not received any complaint against the proposed scheme of amalgamation from any person/party interested in the Scheme. Further it was submitted that the affairs of the transferor companies do not appear to have been conducted in a manner prejudicial to the interest of its members or to public interest. Hence, they do not have any objection if the proposed scheme of amalgamation is allowed as sought by the petitioners.

5. The Regional Director (Northern Region) has filed an affidavit dated 11.04.2022 by setting out facts of the case, the observations received from the ROC vide report dated 11.04.2021 and in terms of the reply dated 07.03.2021 received from the Petitioner companies, stated that the matter be kindly decided on merit.

The relevant extracts of the observations made by the RD in its report dated 11.04.2021 is as stated below:

"11. On Examination of the contents of the Scheme, the reply submitted by the Petitioner Companies, and apart, from the observation given by the ROC as stated in Para-10 above the observation of the Deponent are as under:

As per the content of the scheme, both the Transferor Companies are wholly owned subsidiary companies of the Transferee Company and also the Transferee Company is a listed company whose shares are listed with BSE & NSE. The Petitioner



(CAA)-121(ND)/2021 connected with CA (CAA)-90(ND)/2020
(Digilife Distribution and Marketing service Ltd. Ltd. and HCL Infosystems Ltd.)

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Companies vide their reply dated 07.03.2022 have stated that they have not obtained. 'No objection' in respect of the above scheme of merger from BSE & NSE, since it is not required pursuant to circular 10.0.2017 issued by the SEBI. They also intimated that they have filed due intimation of the captioned Scheme of merger with BSE & NSE. Apart from the above it appears that the Scheme has been drawn in line with the provisions of Section 230-32 of the Companies Act, 2013."

Accordingly, stated that the Scheme be considered on merits.

6. The Income tax department has failed to file its report in spite of several opportunities. However, the Transferee company has filed an undertaking dated 05.05.2022 stating that that it undertakes, that if any pending or future tax proceedings and liabilities of the Transferor Companies emerges the same may be enforced against the Transferee Company. The petitioners have also stated that no outstanding demands are pending against the Petitioner Companies. Therefore, Section 230(5) of the companies 2013 is applicable in this matter.

7. This tribunal has not received any objections from any third party or public at large against the Scheme of Amalgamation.

8. The petitioner has affirmed that no proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 are pending against the Petitioner Companies.



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(CAA)-121(ND)/2021 connected with CA (CAA)-90(ND)/2020
(Digilife Distribution and Marketing service Ltd. Ltd. and HCL Infosystems Ltd.)

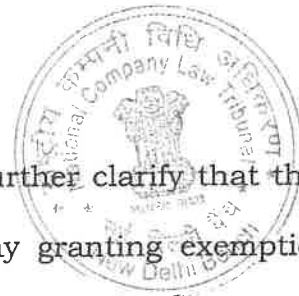
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9. In view of the foregoing, upon considering the approval accorded by the members and creditors of all the petitioner companies to the proposed scheme, as well as in terms of the reports filed by the Regional Director (Northern Region) and Official Liquidator and further considering the affidavit of undertaking filed by the Transferee Company, there appears to be no impediment in sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 & 232 of the Companies Act, 2013. The petitioners however remain bound to comply with the statutory requirements in accordance with law.

10. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme, will not come in the way of action being taken, albeit, in accordance with law, against any of the concerned person, director and officials of the petitioners.

11. While approving the scheme as above, we further clarify that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes, GST, or any other charges, if any, and payment in accordance with law or in respect to any permission/ compliance with any other requirement which may be specifically required under any law.



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(CAA)-121(ND)/2021 connected with CA (CAA)-90(ND)/2020
(Digilife Distribution and Marketing service Ltd. Ltd. and HCL Infosystems Ltd.)

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12. **THIS TRIBUNAL FURTHER ORDER(S):**

- a) That all the transferor companies shall stand dissolved without following the process of winding up; and
- b) That all the property, rights and powers of all the transferor companies, be transferred without further act or deed, to the transferee company and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013, be transferred to and vest in the transferee company.
- c) That all the liabilities and duties of the all the transferor companies, be transferred without further act or deed, to the transferee company and accordingly the same shall, pursuant to Section 232 of the Act, be transferred to and become the liabilities and duties of the transferee company; and
- d) That all proceedings now pending by or against the transferor companies, be continued by or against the transferee company; and
- e) That all the employees of all the transferor companies in service, on the date immediately preceding the date on which the scheme takes effect, (i.e., the effective date) shall become the employees of the transferee company on such date without any break or interruption in services and upon terms and conditions not less favorable than those subsisting in the respective transferor companies on the said date.

(CAA)-121(ND)/2021 connected with CA (CAA)-90(ND)/2020
(Digilife Distribution and Marketing service Ltd. Ltd. and HCL Infosystems Ltd.)

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f) That petitioner companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified

876 copy being so delivered all the transferor companies shall stand
Date of Presentation 12/08/2022
Application for Copy dissolved and the Registrar of Company shall place all documents
Number of Pages 12
Filing Fee 5/- relating to all the transferor companies registered with him on the file
Registration & Postage Fee
Amount ₹ 300/- kept by him in relation to the transferee company and the files
Date of Receipt &
Number of Copy relating to all the petitioner companies shall be consolidated
Date of Preparation of Copy 31/08/2022
Date of Delivery of Copy 31/08/2022
accordingly; and

g) That any person interested shall be at liberty to apply to the tribunal
in the above matter for any directions that may be necessary.
BD/DR/AR/Court Officer
National Company Law Tribunal
New Delhi

The petition stands disposed of in the above terms.

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(RAHUL BHATNAGAR)
Member (T)

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(P.S.N PRASAD)
Member (J)

Boby Narayan
31/8/22

बॉबी नारायण / Bobby Narayan
सहायक रजिस्ट्रार / Assistant Registrar
राष्ट्रीय कम्पनी विधि अधिकरण
National Company Law Tribunal
भारत सरकार / Govt. of India



FREE OF COST COPY

IN THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
COURT-V

Item No.-101

CP (CAA) No. 121/230/232/ND/2021 (2nd Motion),
New CA/341/2022

IN THE MATTER OF:

Digilife Distribution and Marketing Service Ltd And HCL Infosystems Pvt Ltd
....Applicant

SECTION

U/s 230-232

Order delivered on 12.09.2022

CORAM:

SHRI P.S.N. PRASAD,
HON'BLE MEMBER (JUDICIAL)

SHRI RAHUL BHATNAGAR,
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Rajeev Kumar, Adv.
For the OL : Ms. Hemlata Rawat

ORDER

CA/341/2022:

This is an application filed under Rule 154 of NCLT Rules, 2016 and also read with Rule 11 of NCLT Rules, 2016 for modification of the order dated 10.08.2022. Ld. Counsel for Applicant submitted that the present application is filed on behalf of Transferor Company No. 2 seeking correction of typographical error in the order dated 10.08.2022 passed by this Tribunal in CP (CAA) No. 121/ND/2021.

We have heard the submissions made by Ld. Counsel for Petitioner as well as gone through the prayers made in this application. The correct cause title of the order dated 10.08.2022 passed by this Hon'ble Tribunal in CP (CAA) No. 121/ND/2021 mentioning HCL Learning Limited as Transferor Company No. 2 in place of Transferee Company No. 2.

At the request of Ld. Counsel for Petitioner, 30 days' time has been granted for meeting the compliances with RoC and others. The present application is allowed and the order dated 10.08.2022 stands modified as indicated above. Let this order be read as part of the order dated 10.08.2022 in CP (CAA) No. 121/ND/2021 application is **allowed**.

-sd-

(RAHUL BHATNAGAR)
MEMBER (T)

Md Saddam



-sd-

(P.S.N. PRASAD)
MEMBER (J)

14/09/2022

बॉबी नारायण / Bobby Narayan
सहायक रजिस्ट्रार / Assistant Registrar
राष्ट्रीय कम्पनी विधि अधिकरण
National Company Law Tribunal
भारत सरकार / Govt. of India


14/9/2022

IN THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
COURT-V

Item No.-103

CP (CAA) No. 121/230/232/ND/2021

New CA/220/2022

IN THE MATTER OF:

Digilife Distribution and Marketing Service Ltd And HCL Infosystems Pvt Ltd
....Applicant

SECTION

U/s 230-232

Order delivered on-09.06.2022 915

CORAM:

SHRI ABNI RANJAN KUMAR SINHA
HON'BLE MEMBER (JUDICIAL)

SHRI HEMANT KUMAR SARANGI,
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Rajeev Kumar, Adv
For the Respondent :

Date of Presentation
Date of application for Copy 24/08/2022
No. of Pages 1
Copying Fee 5/-
Registration & Postage 10/-
Total ₹ 10/-
Date of Receipt
Record of Copy
Date of Preparation of Copy 05/09/2022
Date of Delivery of Copy 13/09/2022

ORDER

New CA/220/2022:-

By filing this application, the applicant has prayed to change the appointed date from April 1, 2020 to April 1, 2022 in view of the reasons stated hereinabove.

Heard the Ld. Counsel for the petitioner and perused the resolution passed by the Transferor and Transferee Company placed at Page Nos. 29 to 34 of the application.

Ld. Counsel for the Transferor Company vide resolution dated 27.05.2020 and the Transferee Company vide resolution dated 28.05.2022 resolved to take appropriate steps for change the appointed date from April 1, 2020 to April 1, 2022.

Considering the submissions and the resolution, we hereby allow the prayer. Accordingly, we hereby change the appointed date from April 1, 2020 to April 1, 2022.

With this order, the present applicant i.e. New CA/220/2022 stands disposed of.

Sd/-

(HEMANT KUMAR SARANGI)
MEMBER (T)

Khushboo



Sd/-

(ABNI RANJAN KUMAR SINHA)
MEMBER (J)

Sd/- 25.9.2022
Deputy Registrar
National Company Law Tribunal
CGO Complex, New Delhi-110003