

MAYUR JUGTAWAT ADVOCATE
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Science City, Ahmedabad-380060
Mo.:+918989619165
Email: mayur.jugtawat@gmail.com

To,
Dr. B.K. Sinha
The Chairperson appointed for the meeting of the Unsecured Creditors,
Odigma Consultancy Solutions Limited
CIN: U72900GJ2011PLC131548
Held on June 04, 2024 at 02.00 P.M.
through Video Conferencing/Other Audio Visual Means

Sub: Consolidated Scrutinizer's Report on the results of voting by Unsecured Creditors of Odigma Consultancy Solutions Limited through e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('Hon'ble Tribunal' 'NCLT') of Odigma Consultancy Solutions Limited held on Tuesday, June 04, 2024 at 02:00 P.M. IST ('Meeting'), through video conferencing/other audio visual means ('Meeting'), pursuant to Sections 230 to 232 of the Companies Act, 2013 ('Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Arrangement Rules'), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('Management Rules') as amended read with the applicable general circulars issued by the Ministry of Corporate Affairs and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2') and as per the directions issued by the Hon'ble Tribunal vide Order dated April 29, 2024 in Company Scheme Application CA(CAA)/13(AHM)2024.

Dear Sir,

I, Mayur Jugtawat, Practicing Advocate, have been appointed by the Hon'ble Tribunal, vide its Order dated April 29, 2024 in Company Application CA(CAA)/13(AHM)2024 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230 to 232 of the Companies Act, 2013 ('Act') read with Arrangement Rules and Sections 108 of the Act read with Management Rules read with the applicable general circulars issued by the Ministry of Corporate Affairs and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the Unsecured Creditors of Odigma Consultancy Solutions Limited ('Company') to the scheme, in terms of the Notice dated May 03, 2024, convening the said meeting.

I do hereby submit my report as under:

1. The Company had provided its Unsecured Creditors the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by Link Intime India Private Limited (Link Intime) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.

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2. The voting period for the remote e-voting prior to the meeting commenced on Friday, May 31, 2024 at 9:00 a.m. (IST) and ended on Monday, June 03, 2024 at 5:00 p.m. (IST).
3. The Company had also provided e-voting facility to the Unsecured Creditors present at the NCLT Convened meeting through video-conferencing/other audio visual means and who had not cast their votes through remote e-voting prior to the meeting. The voting facility was provided during the meeting and also after 15 minutes from the conclusion of the meeting.
4. The cut-off date was Sunday, March 31, 2024 for the purpose of determining the Unsecured Creditors entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated May 03, 2024 convening the meeting of the Unsecured Creditors of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ('Scheme') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Unsecured Creditors in respect of the resolution passed at the meeting of the Company through electronic mode via e-mail to those Unsecured Creditors whose e-mail addresses are registered with the Company and through physical mode whose e-mail address not registered with the Company. The Company had also issued a Public Notice dated May 02, 2024, through publication in two daily newspapers, both in English and in Vernacular languages, requesting Unsecured Creditors to register their email IDs with the Company for better communication.
6. After the closure of the voting at the NCLT convened meeting of the Unsecured Creditors, the report on the voting done at the meeting and the votes cast under remote e-voting facility prior to the NCLT convened meeting were unblocked and counted in presence of two witness Mr. Rahul Bhavsar, Occupation-Practicing Advocate and Ms. Pragati Tiwari, Occupation-Practicing Advocate.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Link Intime e-voting system. The downloaded data was reconciled with the records maintained by the Company as well as authorisations lodged with the Company.
8. During the meeting, requisite quorum was present (21 Unsecured Creditors) against the minimum requirement of 10 as per Hon'ble NCLT order. Copy of screenshot shared by Link Intime is attached herewith.

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9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to voting through remote e-voting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the Unsecured Creditors.
10. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated.
11. The Resolution placed before the Unsecured Creditors and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Unsecured Creditors of the Company are given below from the remote e-voting system, and e-voting at the meeting provided by Link Intime.

“RESOLVED THAT pursuant to the provisions of Sections 230 – 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof) as may be applicable issued by the Ministry of Corporate Affairs, Section 2(1B) of the Income-Tax Act, 1961, and subject to the provisions of the Memorandum of Association and Articles of Association of Odigma Consultancy Solutions Limited and subject to the approval of Hon'ble National Company Law Tribunal, Ahmedabad Bench (“Hon'ble Tribunal”/“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Arrangement amongst Infibeam Avenues Limited and Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited and their respective shareholders and creditors (“Scheme”) the draft of which was circulated along with this Notice, as enclosed with this notice of the meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required

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and/or imposed by the NCLT or tribunals while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected or incidental thereto, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval of the unsecured creditors to the end and intent that the unsecured creditors shall be deemed to have given their approval thereto expressly by authority under the aforementioned and this resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that maybe considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to these resolutions and implementation of the arrangement.”

The result of remote e-voting prior to the meeting and e-voting during the meeting of Unsecured Creditors provided by Odigma Consultancy Solutions Limited through Link Intime, on the resolution is as follows:

I. Total voting:

Mode of voting	Number of Unsecured creditors voted	Value of votes cast by them (in terms of Amount Outstanding in Rs.)	% of total Value votes casted by Unsecured Creditors
Remote e-voting prior to the meeting	19	12,04,63,025	100%
E-voting during the meeting	NIL	N.A.	N.A.
Total	NIL	12,04,63,025	100%

II. Voted in 'FAVOUR' of the resolution:

Mode of voting	Number of Unsecured creditors voted	Value of votes cast by them (in terms of Amount Outstanding in Rs.)	% of total Value of valid votes casted by Unsecured Creditors
Remote e-voting prior to the meeting	18	12,04,35,967	100.00%
E-voting during the meeting	NIL	N.A.	N.A.
Total	18	12,04,35,967	100.00%

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III. Voted 'AGAINST' of the resolution:

Mode of voting	Number of Unsecured creditors voted	Value of votes cast by them (in terms of Amount Outstanding in Rs.)	% of total Value of valid votes casted by Unsecured Creditors
Remote e-voting prior to the meeting	NIL	N.A.	N.A.
E-voting during the meeting	NIL	NA.	N.A.
Total	NIL	N.A.	N.A.

IV. Invalid votes:*

Type of Voting	Total Number of unsecured creditors whose votes were declared invalid	Value of votes cast by them (in terms of Amount Outstanding in Rs.)
Remote E-voting	1	27,058
E-voting at EGM conducted through VC/OAVM	NIL	NA
Total	1	27,058

*Votes are counted as invalid due non-availability of proper Authorisation

Based on the aforesaid report. I certify that the Resolution as set out in the Notice has been passed on Tuesday, June 04, 2024 by the Unsecured Creditors of Odigma Consultancy Solutions Limited.

Thanking You,
Yours Faithfully,

Date: June 05, 2024

Place : Ahmedabad

MAYUR
JUGTAWAT

Digitally signed by
MAYUR JUGTAWAT
Date: 2024.06.05
12:03:55 +05'30'

Mayur Jugtawat
Advocate

Scrutinizer appointed by the Hon'ble Tribunal for the meeting

WITNESS:

Name: Rahul Bhavsar
Occupation: Practicing Advocate

Name: Pragati Tiwari
Occupation: Practicing Advocate

Odigma Consultancy Solutions Limited

Pragati
COMPANY SECRETARY

Grand Total

21
(Shares) 21

No. of shareholders present
at meeting but
already cast vote

19
(Shares) 19

No. of shareholders
eligible to vote

2
(Shares) 2

Proxy *(Currently not applicable)*

0
(Shares) 0

No. of shareholders present
at meeting but
already cast vote

0
(Shares) 0

No. of shareholders
eligible to vote

0
(Shares) 0

Authorised

0

Representative

(Shares) 0

No. of shareholders present
at meeting but
already cast vote

0
(Shares) 0

No. of shareholders
eligible to vote

0
(Shares) 0

In Person

21
(Shares) 21

No. of shareholders present
at meeting but
already cast vote

19
(Shares) 19

No. of shareholders
eligible to vote

2
(Shares) 2

Holding Summary

Category of shareholder	No. of shareholders	Total no. shares held	Voting Rights	Total as a % of Total Voting right
Public Non Institutions	43	43	43	100

Remote e-voting Statistics

Category of shareholder	Total no. of shareholders cast vote	Total no. shares held
Promoter and Promoter Group	0	0

TOTAL	43	43	43	100
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Public Institutions	0	0.
Public Non Institutions	19	19
TOTAL	19	19