



INFIBEAM AVENUES LIMITED

TRANSCRIPT OF

**NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF INFIBEAM AVENUES LIMITED
ON JUNE 04, 2024**

➤ **Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary:**

Dear Shareholders, good morning and welcome to the Meeting of Equity Shareholders of Infibeam Avenues Limited. This meeting has been convened pursuant to the order dated April 29, 2024 of the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), in connection with the Composite Scheme of Arrangement amongst Infibeam Avenues Limited, Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable laws including rules and regulations made thereunder.

I hope you are safe and in good health.

This Meeting is being held through video conferencing which is in compliance with the applicable provisions of the Companies Act, 2013 and the orders of the Hon'ble NCLT. The facility for joining this meeting through video conferencing or other audio visual means is made available for the members on a first-come-first-served basis. Members may also note that the participation through video conferencing is being reckoned for the purpose of quorum as per the circulars issued by MCA in this behalf.

The Hon'ble NCLT has appointed Dr. Binod Kumar Sinha as the Chairperson, and Advocate Mayur Jugtawat as the Scrutinizer of the Meeting who are present here with us.

Now, let me also introduce the Board members and KMPs present with us today,

1. Mr. Vishal Mehta, Chairman & Managing Director
2. Mr. Sunil Bhagat, Chief Financial Officer of the Company.

We also have with us, Mr. Bhavitavya Shah from Shah & Taparia, Statutory Auditors of the Company and Mr. Ashish Doshi, partner of SPANJ & Associates, Secretarial Auditor of the Company.

I will now hand over the proceedings to Dr. Sinha, Chairperson appointed for the Meeting."

➤ **Mr. Binod Sinha, Chairperson of the meeting:**

"Dear Shareholders, I am pleased to extend a very warm welcome to all of you attending this Meeting of Equity Shareholders of Infibeam Avenues Limited which is convened pursuant to the order dated April 29, 2024 of the Hon'ble National Company Law Tribunal, Ahmedabad Bench in connection with the Composite Scheme of Arrangement amongst the companies namely M/s. Infibeam Avenues Limited, M/s. Odigma Consultancy Solutions Limited and M/s. Infibeam Projects Management Private Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable laws including rules and regulations made thereunder.

I have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, as the Chairperson for this meeting.

At this juncture, before we proceed further, we shall once again verify the Quorum. Is the quorum complete Mr. Trivedi?

➤ **Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary:**

Yes sir.

➤ **Mr. Binod Sinha, Chairperson of the meeting:**

If the Quorum is present.

We would like to request that the meeting is called to order.

I now request Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary of the Company to provide instructions to the shareholders for conducting the proceedings of the meeting.

➤ **Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary:**

Thank you sir. The Company has taken all feasible efforts to enable the shareholders to participate through video conference and vote at the Meeting through electronic mode.

During the course of the meeting, shareholders facing any technical issue may kindly contact the helpline numbers provided in the notice. Shareholders are further requested to refer to the instructions provided in the notice for seamless participation through video conference.

In terms of the Order dated April 29, 2024, the notice of the Meeting and other accompanying documents have been sent by electronic mode to all shareholders of the Company whose e-mail addresses are registered with the Company or Depositories. These documents have also been made available on the Company's website, Link Intime's Instavote website and the website of Stock Exchanges.

Considering the same, the Notice of the meeting and other accompanying documents are being taken as read.

I would like to bring to your notice that, the Company had provided the facility to the shareholders to cast vote electronically, to all the persons who were members as on the cut-off date i.e. Tuesday, May 28, 2024 for voting on the resolution set forth in the Notice through remote e-voting from Friday, May 31, 2024 (from 09:00 A.M.) to Monday, June 03, 2024 (till 05:00 P.M.) or vote electronically at the meeting. The shareholders who have not cast their votes electronically earlier through remote e-voting, can cast their votes during the course of meeting through the e-voting system provided by Link Intime India Private Limited.

All the documents referred to in the notice of the Meeting are available for inspection, members can inspect the same by clicking on the option provided on the Dashboard.

As the Meeting is being held through VC (video conferencing), the facility for appointment of proxies by the members is not applicable and hence the proxy register is not available for inspection.

I now hand over the proceedings to the Chairperson.

➤ **Mr. Binod Sinha, Chairperson of the meeting:**

Thank you, Mr. Trivedi.

We shall now take up the business to be transacted at this meeting, with the agenda as set out in the notice of the meeting with one agenda item.

It is presumed that since all the details of the scheme as well as the explanatory statement has been already delivered to shareholders, they are deemed to be read.

The agenda item on which the vote is required is this:

To approve the resolution, with or without modification(s) for the arrangement embodied in the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ("Infibeam" or "Demerged Company" or "Transferor Company"), Odigma Consultancy Solutions Limited ("ODIGMA" or "Resulting Company") and Infibeam Projects Management Private Limited ("IPMPL" or "Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable laws including rules and regulations made thereunder.

Now, if there are any queries or any questions or any observations from any shareholders of the company Mr. Trivedi would address the same.

➤ **Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary:**

Thank you, Sir.

No emails have been received.

➤ **Mr. Binod Sinha, Chairperson of the meeting:**

As there are no queries or questions received from any shareholders, I now authorize Advocate Mayur Jugtawat, the Scrutinizer to complete the voting procedure and also authorize him to declare the results of voting after the conclusion of the meeting as per the prescribed timelines.

The e-voting facility will remain available for another 15 minutes to enable the shareholders to cast their votes. The proceedings of the meeting will close after the Shareholders participating in the meeting have cast their vote through e-voting which will lapse after 15 minutes.

I would like to thank all for attending the meeting.

Thank you.

➤ **Mr. Mayur Jugtawat, Scrutinizer of the meeting:**

The e-voting has been kept open for 15 minutes. The shareholders are requested to cast their vote.

The results will be announced as per the prescribed timelines.

The resolution as set forth in the notice will be deemed to be passed today subject to the requisite number of votes.

Thank you all for participating at the meeting.

➤ **Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary:**

Please again note that voting during the meeting has started from 10.12 and it will be open till further 15 minutes and thereafter this meeting shall be concluded.

Note: This transcript has been edited for readability and does not purport to be a verbatim record of the proceedings.
