



ODIGMA CONSULTANCY SOLUTIONS LIMITED

TRANSCRIPT OF

NCLT CONVENED MEETING OF THE UNSECURED CREDITORS OF ODIGMA CONSULTANCY SOLUTIONS LIMITED ON JUNE 04, 2024

➤ **Mr. Raj Kumar Pareek, Company Secretary:**

“Dear Creditors, good afternoon and welcome to the Meeting of Unsecured Creditors of Odigma Consultancy Solutions 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 Unsecured Creditors. Unsecured Creditors may also note that the participation through video conferencing is being reckoned for the purpose of quorum.

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 members of the Board and KMP present with us today,

1. Mr. Mathew Jose, Managing Director
2. Mr. Lalji Vora, Non-Executive Director

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

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

“Dear Creditors, I am pleased to extend a very warm welcome to all of you attending this Meeting of Unsecured Creditors of M/s. Odigma Consultancy Solutions 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, 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 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 verify the Quorum.

After verification,

If the Quorum is present then the meeting is now called to order.



I now request Mr. Raj Kumar Pareek, Company Secretary of the Company to provide instructions to the Unsecured Creditors for conducting the proceedings of the meeting.

➤ **Mr. Raj Kumar Pareek, Company Secretary:**

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

During the course of the meeting, creditors facing any technical issue may kindly contact the helpline numbers provided in the notice convening the meeting. Creditors 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 to all Unsecured Creditors of the Odigma by electronic mode whose e-mail addresses are registered with the Company and through physical mode whose e-mail address not registered with the Company. These documents have also been made available on the Company's website and Link Intime's Instavote website.

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 Unsecured Creditors to cast vote electronically, to all the persons who were Unsecured Creditors as on the cut-off date i.e. Sunday, March 31, 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 Creditors 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, creditors can inspect the same by clicking on the option provided on the Dashboard.

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

I now hand over the proceedings to the Chairperson.

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

Thank you, Mr. Pareek.

As has been declared by Mr. Pareek that the notice of the meeting and all other accompanying documents were duly delivered to all the creditors either through email or through physical mode, therefore all those notice and accompanying documents are being taken as read.

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 only one agenda item.

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 that the agenda item is once again reaffirmed I would like any of the unsecured creditor if have any query or any question, Mr. Pareek would address the same.

➤ **Mr. Raj Kumar Pareek, Company Secretary:**

Thank you, Sir.

We have not received any questions/queries from any Unsecured Creditors of the Company, we will not have a Question-Answer session.

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

Now if there are no queries/questions from the unsecured creditors of the Company, 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 creditors to cast their votes. The proceedings of the meeting will close after the creditors 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 unsecured creditors 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. Raj Kumar Pareek, Company Secretary:**

Thank you all for participating in the Meeting and e-voting. Hope you have a good day.

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