

June 05, 2024

To,
BSE Limited
2nd Floor, P.J. Towers,
Dalal Street,
Mumbai-400 001.

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

SCRIP CODE: 539807

SYMBOL: INFIBEAM

Sub: Details of Voting Results and Scrutinizer Reports with respect to the meeting of the Equity Shareholders and Unsecured Creditors of Infibeam Avenues Limited (“Company”) convened pursuant to the order dated April 29, 2024 passed by the Hon’ble National Company Law Tribunal, Ahmedabad Bench (“NCLT”) in CA(CAA)/13(AHM)2024 (“NCLT Order”)

Ref: Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

Dear Sir/Madam,

We are pleased to inform you that pursuant to the order dated April 29, 2024 passed by the Hon’ble National Company Law Tribunal, Ahmedabad Bench (“NCLT”) in CA(CAA)/13(AHM)2024 (“NCLT Order”), meetings of Equity Shareholders and Unsecured Creditors of the Company were held on Tuesday, June 04, 2024 at 10:00 A.M. and 12:00 Noon respectively, through Video Conference (“VC”)/Other Audio-Visual Means (“OAVM”) for approving the Composite Scheme of Arrangement amongst Infibeam Avenues Limited (“**Infibeam**”), Odigma Consultancy Solutions Limited (“**Odigma**”) and Infibeam Projects Management Private Limited (“**IPMPL**”) and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 (hereinafter referred to as the “Act”), and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 (“**Scheme**”).

Further, pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Company has provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the Equity Shareholders and Unsecured Creditors for approval of the Scheme.

In this regard, please find enclosed herewith the following:

- (i) Details of Voting results of Equity Shareholders along with the consolidated Scrutinizer’s Report as **Annexure - A**.
- (ii) Scrutinizer’s Report in respect of voting results of Unsecured Creditors as **Annexure - B**.

Based on the Scrutinizer Reports, the Scheme has been approved by the Equity Shareholders and Unsecured Creditors of the Company with requisite majority.

INFIBEAM AVENUES LIMITED

Regd. Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar,
Taluka & District - Gandhinagar – 382 355, **CIN: L64203GJ2010PLC061366**
Tel: +91 79 67772204 | **Fax:** +91 79 67772205 | **Email:** ir@ia.ooo | **Website:** www.ia.ooo

The voting results along with the scrutinizer's report is also available on the website of the Company at www.ia.ooo and on the website of the Link Intime India Private Limited at <https://instavote.linkintime.co.in/>.

You are requested to take the same on your records.

Thanking You,

Yours faithfully,

For, Infibeam Avenues Limited

Shyamal Trivedi
Sr. Vice President, Company Secretary

Declaration of voting results of NCLT Convened Meeting of Equity Shareholders

Sr. No.	Particulars	Details
1.	Date of Meeting	Tuesday, June 04, 2024
2.	Total no. of Shareholders as on record (As on cut- off date i.e. May 28, 2024)	8,69,565
3.	No. of Shareholders present in the meeting person or through proxy: i. Promoters and Promoter Group ii. Public	N.A.
4.	No. of Shareholders attend the meeting through Video Conferencing: i. Promoters and Promoter Group ii. Public	5 40

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Infibeam Avenues Limited									
Resolution Required :Special			1 - To consider and approve 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.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	763154460	763154460	100.0000	763154460	0	100.0000	0.0000	0
	E-Voting at Meeting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		763154460	100.0000	763154460	0	100.0000	0.0000	0
Public Institutions	E-Voting	193899378	135343007	69.8006	135343007	0	100.0000	0.0000	0
	E-Voting at Meeting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		135343007	69.8006	135343007	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	1824948292	889865170	48.7611	889863351	1819	99.9998	0.0002	0
	E-Voting at Meeting		7400	0.0004	7400	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		889872570	48.7615	889870751	1819	99.9998	0.0002	0
Total		2782002130	1788370037	64.2836	1788368218	1819	99.9999	0.0001	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Infibeam Avenues Limited

Resolution Required:			1 - To consider and approve 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.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	763154460	0	0.0000	0	0	0.0000	0.0000	0
	E-Voting at Meeting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	193899378	135343007	69.8006	135343007	0	100.0000	0.0000	0
	E-Voting at Meeting		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		135343007	69.8006	135343007	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	1824948292	889865170	48.7611	889863351	1819	99.9998	0.0002	0
	E-Voting at Meeting		7400	0.0004	7400	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		889872570	48.7615	889870751	1819	99.9998	0.0002	0
Total		2782002130	1025215577	36.8517	1025213758	1819	99.9998	0.0002	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

MAYUR JUGTAWAT ADVOCATE

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To,

Dr. B.K. SINHA

The Chairperson appointed for the meeting of the Equity Shareholders,
Infibeam Avenues Limited

CIN: L64203GJ2010PLC061366

Held on June 04, 2024 at 10.00 a.m.

through Video Conferencing/Other Audio Visual Means

Sub: Consolidated Scrutinizer's Report on the results of voting by Equity Shareholders of Infibeam Avenues 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 Infibeam Avenues Limited held on Tuesday, June 04, 2024 at 10:00 a.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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars 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, Regulation 44 of SEBI Listing Regulations, other applicable SEBI circulars 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 Equity Shareholders of Infibeam Avenues 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 members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the

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electronic voting system provided by Link Intime India Private Limited (Link Intime) by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.

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 Equity Shareholders 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 Tuesday, May 28, 2024 for the purpose of determining the shareholders 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 Equity shareholders 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 Equity Shareholders in respect of the resolution passed at the meeting of the Company only through electronic mode via e-mail to those Equity Shareholders whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participant(s)/Depositories as on April 26, 2024. 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 equity shareholders 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 Equity Shareholders, 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's Registrar and Transfer Agents ('RTA') and the authorisations lodged with the Company/ Company's RTA.

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8. During the meeting, requisite quorum was present (45 shareholders) against the minimum requirement of 30 as per Hon'ble NCLT order. Copy of screenshot shared by Link Intime is attached herewith.
9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations 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 Equity shareholders.
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 shareholders 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 Equity Shareholders 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 to 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, the Securities and Exchange Board of India Act, 1992 and the regulations made thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and duly amendment thereof from time to time and other applicable circulars issued by the Securities and Exchange Board of India from time to time, the no adverse observations letter(s)/No-objection letter(s) issued by BSE Limited dated February 22, 2024 and the National Stock Exchange of India Limited dated February 23, 2024, and subject to the provisions of the Memorandum of Association and Articles of Association of the Company 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

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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 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 equity shareholders to the end and intent that the equity shareholders 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."*

RESOLVED FURTHER THAT *the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company."*

The result of remote e-voting prior to the meeting and e-voting during the meeting of Equity Shareholders provided by Infibeam Avenues Limited through Link Intime, on the resolution is as follows:

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I. Total voting:

Mode of voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number votes casted by the Equity Shareholders
Remote e-voting prior to the meeting	301	1,78,83,62,645	100%
E-voting during the meeting	3	7,400	
Total	304	1,78,83,70,045	100%

II. Voted in 'FAVOUR' of the resolution:

Mode of voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of votes casted by the Equity Shareholders
Remote e-voting prior to the meeting	296	1,78,83,60,818	100.00%
E-voting during the meeting	3	7400	
Total	299	1,78,83,68,218	100.00%

III. Voted 'AGAINST' of the resolution:

Mode of voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of votes casted by the Equity Shareholders
Remote e-voting prior to the meeting	5	1,819	0.00%
E-voting during the meeting	NIL	NIL	
Total	5	1,819	0.00%

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IV. Invalid votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	NIL	NIL
E-voting at EGM conducted through VC/OAVM	NIL	NIL
Total	NIL	NIL

V. Abstain votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	1	8
E-voting at EGM conducted through VC/OAVM	NIL	NIL
Total	1	8

As mentioned in the Notice to the Equity Shareholders, in accordance with the provisions of Section 230 to 232 of the Act, the Scheme shall be considered approved by the Equity Shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the Equity Shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

Further, in compliance with the SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Resolution placed before the Public Equity Shareholders and the result of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the Public Equity Shareholders of the Company are given below:

I. Total voting:

Mode of voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number votes casted by the Equity Shareholders
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Remote e-voting prior to the meeting	289	1,02,52,08,185	100%
E-voting during the meeting	3	7,400	
Total	292	1,02,52,15,585	100%

II. Voted in 'FAVOUR' of the resolution:

Mode of voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of votes casted by the Equity Shareholders
Remote e-voting prior to the meeting	284	1,02,52,06,358	100.00%
E-voting during the meeting	3	7400	
Total	299	1,02,52,13,758	100.00%

III. Voted 'AGAINST' of the resolution:

Mode of voting	Number of equity shareholders voted	Number of votes cast by them (in terms of number of shares held)	% of total number of votes casted by the Equity Shareholders
Remote e-voting prior to the meeting	5	1,819	0.00%
E-voting during the meeting	NIL	NIL	
Total	5	1,819	0.00%

IV. Invalid votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	NIL	NIL

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E-voting at EGM conducted through VC/OAVM	NIL	NIL
Total	NIL	NIL

V. Abstain votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	1	8
E-voting at EGM conducted through VC/OAVM	NIL	NIL
Total	1	8

In addition to the above requirements under Section 230 to 232 of the Act, as per Rule 10(b) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favour of the resolution are more than the number of votes cast by the Public Shareholders against it.

In view of the above scrutiny, I hereby certify that the above resolution has been passed with requisite majority (in terms of the Act and also, in terms of the SEBI Master Circular) on Tuesday, June 04, 2024 by the Equity Shareholders of Infibeam Avenues Limited.

Thanking You,

Yours Faithfully,

MAYUR Digitally signed
by MAYUR
JUGTAWAT
JUGTAWAT
AT Date: 2024.06.05
12:02:18 +05'30'


Date: June 05, 2024


Place : Ahmedabad

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

For, INFIBEAM AVENUES LIMITED


COMPANY SECRETARY

Grand Total

45

(Shares) 1266338290

No.of shareholders present
at meeting but
already cast vote

34

(Shares) 1266266905

No. of shareholders
eligible to vote

11

(Shares) 71385

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

45
(Shares) 1266338290

No. of shareholders present
at meeting but
already cast vote

34
(Shares) 1266266905

No. of shareholders
eligible to vote

11
(Shares) 71385

Holding Summary

Category of shareholder	No. of shareholders	Total no. shares held	Voting Rights	Total as a % of Total Voting right
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Remote e-voting Statistics

Category of shareholder	Total no. of shareholders cast vote	Total no. shares held
Promoter and Promoter Group	12	763154460

Promoter and Promoter Group	12	763154460	763154460	27.43
Public Institutions	105	193899378	193899378	6.97
Public Non Institutions	869448	1824948292	1824948292	65.6
TOTAL	869565	2782002130	2782002130	100

Public Institutions	70	135343007
Public Non Institutions	219	889865178
TOTAL	301	1788362645

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To,
Dr. B.K. SINHA
The Chairperson appointed for the meeting of the Unsecured Creditors,
Infibeam Avenues Limited
CIN: L64203GJ2010PLC061366
Held on June 04, 2024 at 12.00 Noon.
through Video Conferencing/Other Audio Visual Means

Sub: Consolidated Scrutinizer's Report on the results of voting by Unsecured Creditors of Infibeam Avenues 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 Infibeam Avenues Limited held on Tuesday, June 04, 2024 at 12:00 Noon 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars 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, Regulation 44 of SEBI Listing Regulations, other applicable SEBI circulars 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 Infibeam Avenues 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

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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.

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.

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8. During the meeting, requisite quorum was present (51 Unsecured Creditors) against the minimum requirement of 15 as per Hon'ble NCLT order. Copy of screenshot shared by Link Intime is attached herewith.
9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations 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 to 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, the Securities and Exchange Board of India Act, 1992 and the regulations made thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and duly amendment thereof from time to time and other applicable circulars issued by the Securities and Exchange Board of India from time to time, the no adverse observations letter(s)/No-objection letter(s) issued by BSE Limited dated February 22, 2024 and the National Stock Exchange of India Limited dated February 23, 2024, and subject to the provisions of the Memorandum of Association and Articles of Association of the Company 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

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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 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. ”.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Unsecured Creditors of the Company. ”

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

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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	61	10,03,87,436	100%
E-voting during the meeting	NIL	N.A.	
Total	61	10,03,87,436	100%

II. Voted in 'FAVOUR' of the resolution:

Mode of voting	Number of Unsecured creditors voted	Number 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	56	9,98,75,100	99.48%
E-voting during the meeting	NIL	N.A.	
Total	56	9,98,75,100	99.48%

Voted 'AGAINST' of the resolution:

Mode of voting	Number of Unsecured creditors voted	Number 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	N.A.	N.A.
Total	NIL	N.A.	N.A.

III. Invalid votes:*

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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	5	5,12,336
E-voting at EGM conducted through VC/OAVM	NIL	
Total	5	5,12,336

*Votes are counted as invalid due lack 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 Infibeam Avenues Limited.

Thanking You,

Yours Faithfully,

MAYUR
JUGTAWAT

Digitally signed by
MAYUR JUGTAWAT
Date: 2024.06.05
12:03:15 +05'30'

Date: June 05, 2024

Place : Ahmedabad

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

For, INFIBEAM AVENUES LIMITED


COMPANY SECRETARY

Grand Total

51
(Shares) 51

No.of shareholders present
at meeting but
already cast vote

50
(Shares) 50

No. of shareholders
eligible to vote

1
(Shares) 1

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

Representative

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

In Person

51
(Shares)51

No.of shareholders present
at meeting but
already cast vote

50
(Shares) 50

No. of shareholders
eligible to vote

1
(Shares) 1

Holding Summary

Category of shareholder	No. of shareholders	Total no. shares held	Voting Rights	Total as a % of Total Voting right
Public Non Institutions	301	301	301	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	301	301	301	100
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Public Institutions	0	0
Public Non Institutions	61	61
TOTAL	61	61