

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **14<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **ODIGMA CONSULTANCY SOLUTIONS LIMITED** will be held on Monday, September 22, 2025 at 11:00 a.m. IST through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

#### Item No. 1 – Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

#### Item No. 2 – Appointment of Mr. Laljibhai Lakhmanbhai Vora (DIN: 00535626), as a director, liable to retire by rotation:

To re-appoint Mr. Laljibhai Lakhmanbhai Vora (DIN: 00535626), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

### SPECIAL BUSINESS:

#### Item No. 3 – Appointment of Secretarial Auditor:

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the recommendations of Audit committee and Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Mr. Jitendra Leeya, Practising Company Secretary (peer reviewed certificate number: 2089/2022,) as the Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the 14<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 19<sup>th</sup> AGM of the Company to be held in the Financial Year 2029-30, on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, in consultation with the Secretarial Auditors, and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

#### Item No. 4 – Ratification of the Odigma Employee Stock Option Plan 2024-25 ("ESOP 2024-25"):

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, and rules made there under and applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA Regulations"), if any (including any amendment(s), statutory modification(s) or re-enactment thereof), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, the Odigma Employee Stock Option Plan 2024-25 ("ESOP 2024-25") ("Scheme") as formulated and approved by the members of the Company on July 30, 2024 prior to the Listing of Equity Shares of the Company on BSE Limited and National

Stock Exchange of India Limited and consequent to the Listing of the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEBSE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEBSE Regulations to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC), to create, grant, offer, issue, reissue, transfer and allot employee stock options ("Options") and reissue options that may have lapsed / cancelled / surrendered, already granted under the Scheme at any time to eligible employees under the ESOP 2024-25 on such terms and conditions as provided in the ESOP 2024-25 ("Scheme") and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue, reissue, transfer and allot in one or more tranches under ESOP 2024-25, at any time to or for the benefit of the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI SBEBSE Regulations, the total 30,00,000 Options, which on exercise would not entitle for more than 30,00,000 Shares (subject to adjustments), at such price and on such terms and conditions as may be fixed or determined by the Board under the ESOP 2024-25 in accordance with Applicable Laws as may be prevailing at that time.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted upon exercise of options from time to time in accordance with the ESOP 2024-25 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under ESOP 2024-25 in terms of the SEBI SBEBSE Regulations and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, amalgamation, arrangement, buy-back, scheme of arrangement, sale of division/ undertaking, stock split or consolidation or other re-organisation of capital structure of the Company, as applicable from time to time, if any, the ceiling shall be deemed to be increased/decreased as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under ESOP 2024-25.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company split or consolidated, then the number of Equity Shares to be allotted and the price payable by the option grantees under ESOP 2024-25 shall be changed automatically in the same proportion as the present Face Value of Rs. 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such split or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares, as and when allotted, under ESOP 2024-25 on the Stock Exchanges where the Equity Shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SEBI SBEBSE Regulations, and other guidelines, rules and regulations as may be applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the "Scheme" on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the "Scheme", from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the "Scheme" in such a manner as the Board or any other person authorized by the Board may determine.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, professionals, intermediaries, agencies, Consultants or Representatives, as may be involved or concerned and to execute all such documents, instruments, applications, forms, confirmations, undertakings and writings or any other agreements or documents, etc., with such agencies being incidental for the effective implementation and administration of the "Scheme" and to make applications to SEBI/Stock Exchanges, Depositories and/or any other relevant statutory authority, if any, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** any Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties."

**Item No. 5 - Ratification of the extension of the benefits under Odigma Employee Stock Option Plan 2024-25 ("ESOP 2024-25") to the employees of the holding, subsidiary, associate or group Companies of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, and rules made there under and applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA Regulations"), if any (including any amendment(s), statutory modification(s) or re-enactment thereof), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, the Odigma Employee Stock Option Plan 2024-25 ("ESOP 2024-25") ("Scheme") as formulated and approved by the members of the Company on July 30, 2024 prior to the Listing of Equity Shares of the Company on BSE Limited and National Stock Exchange of India Limited and consequent to the Listing of the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEBSE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEBSE Regulations to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC), to create, grant, offer, issue, reissue, transfer and allot employee stock options ("Options") and reissue options that may have lapsed / cancelled / surrendered, already granted under the Scheme at any time to or for the benefit of the employee(s) of the Holding Company and Group Company(ies) including Subsidiary and Associate Companies (present and future) of the Company, on such terms and conditions as provided in the ESOP 2024-25 ("Scheme") and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted upon exercise of options from time to time in accordance with the ESOP 2024-25 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the "Scheme" on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the "Scheme", from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the "Scheme" in such a manner as the Board or any other person authorized by the Board may determine.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, professionals, intermediaries, agencies, Consultants or Representatives, as may be involved or concerned and to execute all such documents, instruments, applications, forms, confirmations, undertakings and writings or any other agreements or documents, etc., with such agencies being incidental for the effective implementation and administration of the "Scheme" and to make applications to SEBI/Stock Exchanges, Depositories and/or any other relevant statutory authority, if any, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** any Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

#### **Item No. 6 – Approval of Material Related Party Transactions with Infibeam Avenues Limited**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for entering into and/or carrying out and/or continuing with existing contracts/arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Infibeam Avenues Limited (“Infibeam”), consisting of Common director and holds along with his relatives, more than 2% of its paid-up share capital, a related party of the Company, for a period commencing from the 14<sup>th</sup> Annual General Meeting upto the date of 15<sup>th</sup> Annual General Meeting of the Company to be held in the year 2026, up to a maximum aggregate value of Rs. 650 Lakhs (Rupees Six Hundred and Fifty Lakhs only) plus applicable taxes, in the ordinary course of business of the Company and at arm’s length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and Infibeam.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/ Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No. 7 – Approval of Material Related Party Transactions with Infinium Motors Private Limited:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred

by this Resolution) for entering into and/or carrying out and/or continuing with existing contracts/arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Infinium Motors Private Limited, part of promoter group, a related party of the Company, for a period commencing from the 14<sup>th</sup> Annual General Meeting upto the date of 15<sup>th</sup> Annual General Meeting of the Company to be held in the year 2026, up to a maximum aggregate value of Rs. 1,000 Lakhs (Rupees One Thousand Lakhs only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and Infinium Motors Private Limited.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/ Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**Registered Office:**

27<sup>th</sup> Floor, GIFT Two Building,  
Block No. 56, Road-5C, Zone-5,  
GIFT CITY, Gandhinagar – 382 050,  
Gujarat, India

By the Order of the Board,  
**For, Odigma Consultancy Solutions Limited**

**Date:** August 01, 2025

**Prachi Jain**  
**Company Secretary**



## Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special businesses mentioned in the above Notice is annexed herewith.
2. A statement providing additional details of the Directors seeking appointment / re-appointment at the ensuing AGM of the Company are given in this Notice as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and other relevant circulars ("MCA Circulars") read with the earlier circulars of Securities and Exchange Board of India and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 October 03, 2024, which does not require physical presence of the Members at common venue. In view of this, the 14th Annual General Meeting (AGM) is being conducted through Video Conference ("VC")/Other Audio Visual Means ("OAVM"). The registered office of the Company shall be deemed to be the venue for the AGM.
4. Pursuant to the provisions of the Companies Act, 2013 ("Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of their respective Board Resolution or Governing Body Resolution/Authorization Letter/power of attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at [ir@odigma.ooo](mailto:ir@odigma.ooo).
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
8. In line with the aforesaid Circulars, the Notice of the AGM along with Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company / RTA / Depositories. Member may note that Notice and the Annual Report 2024-25 has been uploaded on the website of the Company at [www.odigma.ooo](http://www.odigma.ooo). The Notice and Annual Report 2024-25 can also be accessed from the websites of the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the e-voting website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
  
The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2024-25 at the Company's website and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited.
9. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
10. Shareholders seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

## Notes:

11. To prevent fraudulent transactions, Members holding shares in demat form are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. To support the "Green Initiative", A Members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id and bank account for receiving all communication including Annual Report 2024-25, Notices, Circulars, etc. from the Company electronically.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form.
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
15. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts.
16. SEBI introduced Online Dispute Resolution Mechanism ("ODR Mechanism") through various circulars including its updated Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023 i.e. "Master Circular for Online Dispute Resolution". The said Master Circular and the process note are available on the website of the Company at [www.odigma.ooo](http://www.odigma.ooo). As per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at <https://scores.sebi.gov.in/>, in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
- Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved in accordance with and subject to the relevant SEBI circulars. It must be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law. There shall be no fees for registration of a complaint/dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor / Company/other market participant as the case may be.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act, the certificate from Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM.
18. The Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. Members desiring to claim unclaimed shares and net proceeds of Fractional Shares are requested to correspond with RTA as mentioned above or to the Company at its Registered Office. Members are requested to note that, shares and net proceeds of Fractional Shares if not claimed for a consecutive period of 7 years from the date of its allotment, are liable to be transferred to the demat account of the IEPF Authority and Investor Education and Protection Fund ("IEPF"), respectively as per Section 124 of the Act, read with applicable IEPF rules. In view of this, Members/ Claimants are requested to claim their unclaimed shares and net proceeds of fractional shares from the Company, within the stipulated timeline.

## Notes:

Members may please note that in the event of transfer of such shares and the unclaimed net proceeds of Fractional Shares to IEPF, members are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website [www.mca.gov.in](http://www.mca.gov.in) and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.

### **20. Process for those members whose email ids are not registered – for registration of Email addresses to obtain AGM Notice/Annual Report of the Company:**

- (a) Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant.

### **21. General Information:**

- (i) Shareholders/Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- (ii) Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (iii) Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (iv) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- (v) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance at least 7 days before the AGM by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at [ir@odigma.ooo](mailto:ir@odigma.ooo). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### **22. VOTING THROUGH ELECTRONIC MEANS:**

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI

vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by National Securities Depository Limited (NSDL).

- B. The Members, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- C. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participant in the AGM through VC but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences at 09:00 a.m. on Thursday, September 18, 2025 and ends at 05:00 p.m. on Sunday, September 21, 2025. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 15, 2025, may cast their vote by remote e-voting. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences at 09:00 a.m. on Thursday, September 18, 2025 and ends at 05:00 p.m. on Sunday, September 21, 2025 or e-Voting during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- E. The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company.
- F. The voting rights of shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the cut-off date, being Monday, September 15, 2025.



## Notes:

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E – VOTING AND JOINING GENERAL MEETING ARE AS UNDER: –

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system


##### A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

## Notes:

Type of shareholders	Login Method
	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## Notes:

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### **B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

## Notes:

5. Password details for shareholders other than Individual shareholders are given below:
  - A. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - B. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - C. How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## Notes:

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [ir@odigma.ooo](mailto:ir@odigma.ooo). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



## Notes:

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### OTHER INSTRUCTIONS:

1. M/s. SPANJ & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same.
3. Based on the report received from the Scrutinizer, the Company will submit within two working days of the conclusion of the Meeting to the stock exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the Listing Regulations and that shall also be placed on the Company's website [www.odigma.ooo](http://www.odigma.ooo). and on the website of NSDL <https://www.evoting.nsdl.com/>
4. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### **Item No. 3 Appointment of Secretarial Auditor:**

In terms of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015, every listed Company is required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary (PCS), to its Board Report.

The Board of Directors of the Company at its meeting held on May 29, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the members of the Company, appointment of Mr. Jitendra Leeya, Practicing Company Secretary (peer reviewed certificate number: 2089/2022,) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, from the conclusion of the 14<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 19<sup>th</sup> AGM of the Company to be held in the Financial Year 2029-30.

Mr. Jitendra Leeya is an Associate Member of The Institute of Company Secretaries of India (peer reviewed), with over a decade of professional experience having specialization in corporate, secretarial & compliance advisory services for large and medium sized corporates. He is also involved into regulatory compliance management of various listed and closely held Companies.

Mr. Jitendra Leeya has given his consent to act as secretarial auditor of the Company and confirmed that the aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, he has provided a confirmation that he is subject to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to the Secretarial Auditor for FY 2025-26 is Rs. 1,44,000/- excludes applicable taxes and out-of-pocket expenses. In addition to the Secretarial Audit, the Company may also obtain certifications from Mr. Jitendra Leeya, Practicing Company Secretary under various statutory provisions and other permissible non-audit services as required from time to time. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

The above disclosures are in compliance of the provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

#### **Item No. 4 & 5**

The Company wishes to bring about employee participation in the growth and prospects of the Company and has, therefore, decided to introduce the Scheme that would encourage a long term and committed involvement of the Employees in the management and future of the Company. To reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company the Board of Directors ("Board") in their meeting held on July 08, 2024, recommended and approved the Odigma Employees Stock Option Plan 2024-25 ("ESOP 2024-25") in accordance with the Companies Act, 2013 ("Act") and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"). The plan was subsequently approved by the members through a special resolution at the Annual General Meeting held on July 30, 2024.

The Nomination and Remuneration Committee (NRC) and the Board of Directors at its meetings held on August 01, 2025 has approved the proposal for ratification of ESOP 2024-25 and recommend to the members for approval.

Under Regulation 12(1) of SEBI SBEBSE Regulations, no company is permitted to make fresh grants that involve the allotment or transfer of shares to its employees under a stock option plan formulated prior to listing of its shares unless such a plan confirms with the SEBI SBEBSE Regulations and is ratified by its members post-listing. Accordingly, member approval is sought for ratification of the ESOP 2024-25 and the issuance of employee stock options ("Options") to eligible participants as may be determined by the NRC, in accordance with the ESOP 2024-25.

Pursuant to the Composite Scheme of Arrangement the Company got listed on the BSE Limited and the National Stock Exchange of India Limited on December 12, 2024. Consequently, the ESOP 2024-25 must be ratified by the Company's members under Regulation 12(1) of the SEBI SBEBSE Regulations before any fresh grants can be made under ESOP 2024-25. Accordingly, the ESOP 2024-25 is presented for member's ratification in compliance with Regulation 12(1) and other applicable provisions of the SEBI SBEBSE Regulations.

The resolutions outlined in Items No. 4 and 5 seek member approval to authorise the NRC to create, issue, reissue, offer, and allot shares periodically to the employees of the Company and its group companies (including holding, subsidiary, associate or group Companies) under the ESOP 2024-25 and undertake necessary actions for administration the Options.

The salient features and other details of the ESOP 2024-25, as required under Regulation 12(1) of the SEBI SBEBSE Regulations, are as under:

## **1. Brief Description of the Scheme**

The Odigma Employees Stock Option Plan 2024-25 ("ESOP 2024-25") aims to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company wishes to bring about employee participation in the growth and prospects of the Company. The Company has, therefore, decided to introduce the Scheme that would encourage a long term and committed involvement of the Employees in the management and future of the Company.

The Nomination and Remuneration Committee (Committee) of the Company shall act as Compensation Committee for implementation and administration of ESOP 2024-25. All matters related to the interpretation of the ESOP 2024-25 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2024-25.

## **2. Total number of Options to be offered and granted**

The total number of options to be granted under ESOP 2024-25 shall not exceed 30,00,000 (Thirty Lakhs) options. Each option when exercised would be converted into equal no. of Equity Share of Rs. 1/- (Rupees One only) each fully paid-up.

The SEBI SBEBSE Regulations requires that in case of any corporate action(s) such as rights issue, bonus issue, merger, amalgamation, arrangement, stock split, consolidation and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such manner that the total value of the options granted under ESOP 2024-25 remain the same after any such corporate action(s). Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 30,00,000 (Thirty Lakhs) shall be deemed to be increased to the extent of such additional options so issued.

## **3. Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2024-25**

- a. an employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole time Director or not but including a non-executive Director who is not a promoter or member of the Promoter Group, but excluding an independent director; or
- c. an employee, as defined in sub-clauses (a) or (b) in this Para, of a Group Company including Subsidiary Company or Associate Company or any future Subsidiary / Associate Company, in India or outside India, or of a holding company of the Company, But excludes:
  - an employee who is a Promoter or a person belonging to Promoter Group; or
  - Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.
  - An Independent Director

## **4. Requirements of vesting and period of vesting**

All the options granted on any date shall vest not earlier than one year from the date of grant of options or period more than one year as may be determined by the Committee.

The vesting dates in respect of the options granted under the Scheme shall be determined by the Committee and may vary from an employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee. Options shall vest based on continuation of employment and achievement of any performance condition(s), if any, for vesting as prescribed by the Committee.

**5. Maximum period within which the options shall be vested**

All the options granted would vest not less than one year from the date of grant and not more than 4 (Four) years from the date of vesting of such options. Vesting of options would be subject to continued employment and achievement of performance conditions, if any, as prescribed by the Committee.

**6. Exercise price, purchase price or pricing formula**

The Exercise Price shall be equal to Face Value of Equity Shares i.e. Rs. 1/- per option or such other price as the committee decides, from time to time.

**7. Exercise period /offer period and process of exercise/acceptance of offer**

The exercise period would commence from the date of vesting and will expire on completion of four years from the date of vesting or any other period as may be decided by the Committee from the date of respective vesting of options.

The vested Options shall be exercisable by the employees either in full or in tranches as may be permitted by the Scheme by a written application to the Company expressing his/her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

**8. Appraisal process for determining the eligibility of employees under ESOP 2024-25**

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

**9. Maximum number of Options to be offered and issued per employee and in aggregate, if any**

The maximum number of Stock Options to be granted to any employee shall be decided by the Board or Nomination and Remuneration Committee. However, the number of Stock Options that may be granted to a single employee under the Scheme, during any one year, shall not exceed 0.99% of the paid-up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organization of capital structure of the Company from time to time). The aggregate of all such Stock Options shall not result into more than 30,00,000 (Thirty Lakhs) Equity Shares which shall be adjusted in lieu of corporate actions, adjustments/ re-organization of capital structure of the Company from time to time.

During any one year, if grant of options to any employee would be equals to or exceeds 1% of the issues capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options, separate approval of the Shareholders shall be obtained as per provisions of SEBI SBEBSE Regulations, prior to such grant.

**10. Maximum quantum of benefits to be provided per employee under the scheme**

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

**11. Implementation and Administration**

The Scheme shall be implemented and administered directly by the Company.

**12. Whether the Scheme involves new issue of Equity Shares by the Company or secondary acquisition or both**

The Scheme contemplates fresh/new issue of shares by the Company.

**13. The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.**

This is not applicable under the present Scheme.

**14. Maximum percentage of secondary acquisition**

This is not applicable under the present Scheme.

**15. Statement regarding the conformity of Accounting Policies as specified in Regulation 15 of SEBI SBEBSE Regulations.**

The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.

**16. The method which the Company shall use to value its options**

The Company shall adopt the fair value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws and regulations.

**17. The following statement, if applicable:**

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.

The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

**18. Period of Lock-in**

The Company has not specified the Lock in period for the shares issued pursuant to exercise of the option. However, the same may be imposed at the time of exercise of ESOPs for reasonable period, if it deems fit by the Board and/or NRC within the powers given under various statutes, law and regulations.

**19. Terms & Conditions for buyback, if any, of specified securities covered under these regulations**

As per the Scheme Not Applicable.

**20. Conditions under which option vested in employees may lapse**

The Options vested in employees may lapse in case of termination of employment for cause, failure to exercise the options within the exercise period, however, the Board / Committee at its sole discretion can further extend the period on reasonable request by such employee and such other events as detailed in the Scheme.

**21. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee**

It shall always be a pre-condition for the exercise of the options that the employee should be in services with the Company and in the event the employee ceases from the services of the Company by reason of resignation or termination (except for reason of misconduct) the entire lot of the unexercised vested options shall have to be exercised before his last working day of the employment with the Company and if the options are not so exercised, they shall lapse. However, the Board at its sole discretion can further extend the period on reasonable request by such employee. Further, where an Employee has resigned or dissociated from the Company or its Subsidiary (as the case may be) and in the opinion of the Company is engaged in activities which are materially detrimental to the business or interests of the Company, its subsidiaries, its associates or its Employees or has joined or going to join the Company of the competitors, all the vested and unvested Options held by the Employee shall be cancelled partly or in full as a disciplinary measure at the sole discretion of the Board or the Committee.

In exceptional cases or if it is in the interest of the Company / Subsidiary Companies and its employees, the Board or the Compensation Committee has also power to restrict the right of the employee to exercise the options in case of resignation, termination, discharge, dismissal, abandonment or any other legal and reasonable grounds as it may deem fit.

In the event of resignation, all Unvested Options, on the date of submission of resignation, shall expire and stand terminated with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee on or before the date of acceptance of his resignation by the Company. However, the Board at its sole discretion can further extend the period on reasonable request of such employee. All the related tax liabilities will be borne by the employee.

As per the SEBI SBEBSE Regulations, a separate special resolution is required to be passed, if the benefits of the Employee Stock Option Plan are to be extended to the employees of present or future subsidiary(s) of the Company and such employees be allowed to enjoy the benefits of ESOP 2024-25 in the same manner and subject to terms and conditions as mentioned herein. Accordingly, separate Special Resolutions are being duly proposed for members' approval in item no. 5 for extending the ESOP 2024-25 to employees of the present or future subsidiary companies of the Company.



None of the Directors, KMP of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

The Board recommends the Special Resolution set out at Item no. 4 & 5 of the Notice for approval of the Members.

## Item No. 6 & 7

As per Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Board and Members at the AGM. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The relevant information pertaining to transactions with the Related Parties as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is given as follows:

Sr.No.	Description	Details	Details
1.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Infibeam Avenues Limited ("Infibeam") Common Director along with his relatives holds more than 2%	Infinium Motors Private Limited ("IMPL") Part of Promoter group
2.	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	<p>Service Taken</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>The shareholders' approval will be valid for a period commencing from 14<sup>th</sup> AGM of the Company up to the date of 15<sup>th</sup> AGM of the Company to be held in the year 2026</p>	<p>Services to be Given</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>The shareholders' approval will be valid for a period commencing from 14<sup>th</sup> AGM of the Company up to the date of 15<sup>th</sup> AGM of the Company to be held in the year 2026.</p>

3.	Value of the transaction	Up to Rs. 650 Lakhs plus applicable taxes	Up to Rs. 1,000/- Lakhs plus applicable taxes.
4.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Approximately 14% of annual turnover of the Company for FY 2024-25.	Approximately 21% of annual turnover of the Company for FY 2024-25.
5.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:		
	a. Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	Not Applicable	Not Applicable
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>• Nature of indebtedness</li> <li>• Cost of funds and</li> <li>• Tenure</li> </ul>	Not Applicable	Not Applicable
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	Not Applicable
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable

6.	Justification as to why the RPT is in the interest of the Company	Odigma Consultancy Solutions Limited is in the business of providing Digital Advertisement and other associated services to many of its client. Infibeam owns and offers services relating to its advertisement framework to many of its clients including Odigma since more than 3-4 years. To ensure the consistent business from the existing customers of Odigma and to leverages niche skills, capabilities and resources which Infibeam has and also with a business motive of retaining the customers, sustain them and grow the business of Odigma, this business arrangement is evident. Further, all the transactions are in the ordinary course of business and on arm's length basis and are intended to retain the Company's business interests.	Infinium Motors Private Limited is in the business of selling of Toyota brand vehicles including servicing and selling of spare parts in the Gujarat region.  Odigma Consultancy Solutions Limited is in the business of providing Digital Advertisement and other associated services to many of its client. Odigma specialises in creative digital solutions right from website creation to video marketing. with over a decade of experience in the digital space, it brings forth knowledge on how to build, maintain and upgrade an online presence for brands from various verticals.  To ensure the B2B as well as B2C customer awareness and maintain and upgrade an online presence for the Toyota vehicles and associated services thereof and also with a motive of augmenting the business of IMPL, this arrangement is evident.  Further, all the transactions are in the ordinary course of business and on arm's length basis and are intended to retain the Company's business interests.
7.	Any valuation or other external report relied upon by the Company in relation to the transactions	Not Applicable	Not Applicable
8.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.	

The proposed related party transactions are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Company and towards achieving synergies and economies of scale and strengthen sustainability.

As per the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

None of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 6 and 7 of the Notice.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item No. 6 and 7 of the Notice convening this AGM, for approval by the Members.

**Registered Office:**

27<sup>th</sup> Floor, GIFT Two Building,  
Block No. 56, Road-5C, Zone-5,  
GIFT CITY, Gandhinagar – 382 050,  
Gujarat, India

By the Order of the Board,  
**For, Odigma Consultancy Solutions Limited**

**Date:** August 01, 2025

**Prachi Jain**  
**Company Secretary**

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT:

[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Profile of the Director
<b>Name of the Director(s)</b>	Mr. Laljibhai Lakhamanbhai Vora
<b>DIN</b>	00535626
<b>Date of Birth</b>	June 01, 1958
<b>Age</b>	67 Years
<b>Nationality</b>	Indian
<b>Date of appointment on the Board</b>	May 29, 2023
<b>Qualifications</b>	Company Secretary from ICSI, LLB & B.Com
<b>Experience &amp; Expertise in specific functional areas</b>	Mr. Laljibhai Lakhamanbhai Vora is non-executive Director of our Company. By qualification he is Company Secretary and has a LLB & Bachelor of Commerce Degree. He has more than 30 years of experience in the Secretarial field.
<b>Terms and conditions of Appointment/ reappointment</b>	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
<b>Remuneration proposed to be paid</b>	Not applicable, he will be paid sitting fees in accordance with applicable provisions of law.
<b>Remuneration last drawn (including sitting fees, if any)</b>	Please refer to the Corporate Governance Report (Annexure - B) as part of Board's Report
<b>Number of Meeting of the Board attended during the Financial Year 2024-25</b>	10 (Ten)
<b>Names of other Companies in which the Director holds Directorship as on as on 31.03.2025</b>	<ol style="list-style-type: none"> <li>1. Pirimid Technologies Limited</li> <li>2. Infibeam Digital Entertainment Private Limited</li> <li>3. NSI Infinium Global Limited</li> <li>4. Uvik Technologies Private Limited</li> <li>5. Avenues Infinite Private Limited</li> <li>6. Indu Refoils Private Limited</li> <li>7. Jatan Greentech Private Limited</li> <li>8. Sine Qua Non Solutions Private Limited</li> </ol>

<b>Names of other listed Companies from which the Director has resigned in past three years.</b>	Nil
<b>Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2025</b>	Nil
<b>Shareholding in the Company as on 31.03.2025</b>	02 Equity Shares
<b>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N.A.
<b>Relationships between Directors, Key Managerial Personnel and Managers of the Company</b>	N.A.
<b>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018</b>	Mr. Laljibhai Lakhamanbhai Vora is not debarred from holding the office of director pursuant to any SEBI order or any other authority