



March 29, 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Company Code No.: 544301	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Company Symbol: ODIGMA
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Dear Sir / Madam,

Sub: Report of Audit Committee and Independent Directors of the Company certifying distribution of proceeds to eligible shareholders of fractional shares in accordance with the Composite Scheme of Arrangement of Infibeam Avenues Limited ("Demerged Company"), Odigma Consultancy Solutions Limited ("Resulting Company") and Infibeam Projects Management Private Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").

We wish to inform you that in accordance with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93-Scheme of Arrangement by Listed Entities dated June 20, 2023 issued by Securities and Exchange Board of India, we are submitting herewith the Report from the Audit Committee dated March 29, 2025 and Report from the Independent Directors of the Company dated March 29, 2025 respectively certifying distribution of proceeds to the eligible shareholders pursuant to the Scheme.

We request you to kindly take the same on your records please.

Thanking You,

Yours faithfully,

For Odigma Consultancy Solutions Limited

Prachi Jain
Company Secretary & Compliance Officer

Encl.: As Above

ODigMa Consultancy Solutions Limited
CIN: L72900GJ2011PLC131548

Registered Office:

27th Floor, GIFT Two Building, Block No 56 Road 5C,
Zone 5, GIFT City, Gandhinagar - 382355, Gujarat, India.

Ph: +91 79 6777 2200 | **Website:** www.odigma.ooo | **Mail ID:** ir@odigma.ooo

Corporate Office:

No. 211, 2nd & 3rd Floor, Kasturi Nagar Service Road,
Outer Ring Road, Bengaluru-560043, Karnataka, India.

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REPORT OF THE AUDIT COMMITTEE OF ODIGMA CONSULTANCY SOLUTIONS LIMITED CERTIFYING DISTRIBUTION OF PROCEEDS TO THE ELIGIBLE SHAREHOLDERS OF FRACTIONAL SHARES ON ACCOUNT OF THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST INFIBEAM AVENUES LIMITED ('DEMERGED COMPANY' OR 'INFIBEAM'), ODIGMA CONSULTANCY SOLUTIONS LIMITED ('RESULTING COMPANY' OR 'ODIGMA') AND INFIBEAM PROJECTS MANAGEMENT PRIVATE LIMITED ('IPMPL') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 AND SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ('SCHEME')

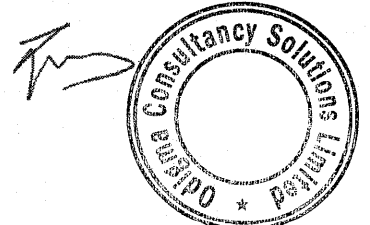
MEMBERS OF THE AUDIT COMMITTEE:

Mr. Jigar Pradipchandra Shah	Chairman
Ms. Anal Desai	Member
Mr. Jigar Rameshbhai Shah	Member
Mr. Mathew Jose	Member

1. BACKGROUND

- 1.1. 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 and section 66 and other applicable provisions of the Companies Act, 2013 ('Scheme') for demerger and transfer of Global Top Level Domain Undertaking from Infibeam to Odigma and transfer of Project Management Undertaking of Infibeam on a Slum Sale basis to IPMPL has become effective on September 14, 2024, upon completion of filing of the certified copy of Order passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal") dated August 29, 2024 read with corrigendum order dated September 13, 2024 sanctioning the Scheme, in Form INC-28 with the Registrar of Companies.
- 1.2. In terms of the provisions of the Scheme, the eligible shareholders of Infibeam Avenues Limited as on the record date (i.e. Wednesday, September 11, 2024) were allotted the Equity Shares of Odigma Consultancy Solutions Limited in the share exchange ratio of 89:1 i.e.

"1 (One) Fully Paid-up Equity Share of Re.1/- each of Odigma Consultancy Solutions Limited for every 89 (Eighty-Nine) Fully Paid-Up Equity Shares of Re.1/- each held in Infibeam Avenues Limited"
- 1.3. Subsequently, on September 18, 2024 ("Allotment Date"), the allotment of shares was completed in accordance with the provision of the Scheme. While determining the allotment pursuant to the Scheme, some shareholders became entitled to fractional entitlements.
- 1.4. In accordance with the provisions of the Scheme, the fractional entitlements which aggregated to 2,74,378 Equity Shares were allotted directly in a separate demat account of trustee(s) nominated by the Board of Directors of Resulting Company.
- 1.5. In terms of the Securities and Exchange Board of India's ("SEBI") Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub- rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated June 20, 2023 ("SEBI Master Circular"), a report from the Audit Committee is required certifying that the proceeds from the sale of fractional entitlements are given to the Eligible Shareholders in proportion to their entitlements. This report is made to comply with the requirements of the said Master Circular.



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2. TREATMENT OF FRACTIONAL ENTITLEMENTS

- 2.1. In accordance with the provisions of the Scheme, the fractional entitlements aggregating to 2,74,378 Equity Shares were allotted directly in a separate demat account of trustee(s) nominated by the Board of Directors of Resulting Company. The Trustee(s) were required to dispose of the aggregate of all such fractional holding as per the said Master Circular and distribute the net proceeds (after deduction of expenses incurred) to the respective shareholders of the Demerged Company in proportion to their respective fractional entitlements.
- 2.2. Accordingly, the Trustee(s) sold 2,74,378 (Two Lakhs Seventy-Four Thousand Three Hundred Seventy-Eight Only) Equity Shares allotted against the fractional entitlements as per the following details:

No of Shares sold	Average Selling Price (Rs. Per Share)	Net Proceeds distributed to Shareholders
2,74,378	39.3876	1,08,06,655.19*

*Difference in amount is due to rounding off.

- 2.3. The Company has distributed proceeds from the sale of the fractional entitlements on March 25, 2025 to the Eligible shareholders in proportion to their fractional entitlements after deducting the statutory expenses.

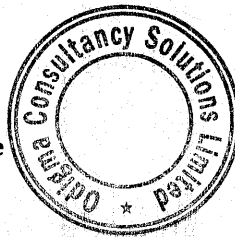
3. CERTIFICATION OF AUDIT COMMITTEE:

The Audit Committee, after due deliberation and due consideration of all the necessary documents, certifies that the proceeds from the sale of fractional entitlements have been distributed to the Eligible Shareholders in proportion of their fractional entitlements in accordance with Paragraph D of Part 1 of the SEBI Master Circular and Clause 10.3 of the Scheme.

This report is made in order to comply with the requirements of the SEBI Master Circular after considering all the necessary documents.

For and on behalf of the Audit Committee of
Odigma Consultancy Solutions Limited

Jigar Pradipchandra Shah
Chairman of the Audit Committee
DIN: 08174430



Date: March 29, 2025

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INDEPENDENT DIRECTORS OF THE COMPANY:

Mr. Jigar Pradipchandra Shah
Ms. Anal Desai
Mr. Jigar Rameshbhai Shah

1. BACKGROUND

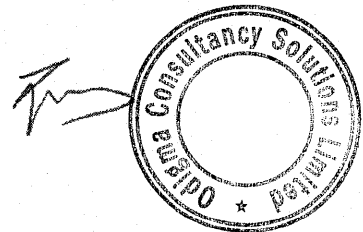
- 1.1. Composite Scheme of Arrangement amongst Infibeam Avenues Limited ("**Infibeam**" or "**Demerged Company**" or "**Transferor Company**"), Odigma Consultancy Solutions Limited ("**ODIGMA**" or "**Resulting Company**") and Infibeam Projects Management Private Limited ("**IPMPL**" or "**Transferee Company**") and their respective shareholders and creditors under sections 230 to 232 and section 66 and other applicable provisions of the Companies Act, 2013 ('Scheme') for demerger and transfer of Global Top Level Domain Undertaking from Infibeam to Odigma and transfer of Project Management Undertaking of Infibeam on a Slum Sale basis to IPMPL has become effective on September 14, 2024, upon completion of filing of the certified copy of Order passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal") dated August 29, 2024 read with corrigendum order dated September 13, 2024 sanctioning the Scheme, in Form INC-28 with the Registrar of Companies.
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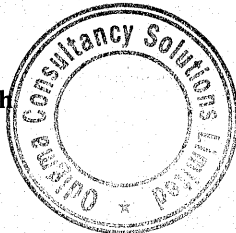
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The Independent Directors, after due deliberation and due consideration of all the necessary documents, certifies that the proceeds from the sale of fractional entitlements have been distributed to the Eligible Shareholders in proportion of their fractional entitlements in accordance with Paragraph D of Part 1 of the SEBI Master Circular and Clause 10.3 of the Scheme.

This report is made in order to comply with the requirements of the SEBI Master Circular after considering all the necessary documents.

By order of the Independent Directors of
Odigma Consultancy Solutions Limited

Jigar Pradipchandra Shah
Independent Director
DIN: 08174430



Date: March 29, 2025

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