

November 28, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001
Scrip Code : 539807

Dear Sir/Madam,

Sub: Submission of No-Objection Certificate received from Secured Creditors

Ref: Application vide number 183146 under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) for the Composite Scheme of Arrangement of Infibeam Avenues Limited (“Company”), Odigma Consultancy Solutions Limited (“Odigma”) and Infibeam Projects Management Private Limited (“IPMPL”) and their respective shareholders and creditors under section 230 to 232 and section 66 of the Companies Act, 2013, and other applicable laws including the rules and regulations (“Scheme”)

We refer to the captioned application filed vide application number 183146.

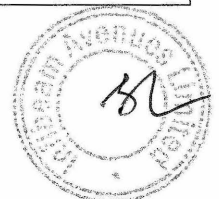
The Company undertakes that it has three secured creditors, details of which are as under:

No.	Name of secured creditor	Type of facility
1	HDFC Bank Limited	Credit facilities for an amount in aggregate of Rs. 15.05 crores granted by HDFC Bank Limited to the Company as per the terms of sanction letter bearing Ref No. 87331321 dated March 04, 2023, Addendum Facility Agreements for Fund Based limits and Non-fund based limits executed between the Bank and the Company
2	ICICI Bank Limited	Overdraft (Credit facilities) fully backed by Fixed Deposit for an amount aggregate of Rs. 8.55 crores granted by ICICI Bank Limited to the Company on November 09, 2023.
3	IndusInd Bank Limited	Credit facilities of Rs. 93.50 crores granted by IndusInd Bank Limited vide sanction letter bearing Ref No. IBL/CCBG-Corporate Banking (Mid Corporates)-WEST/SLR-16970/FY22-23 dated March 31, 2023 and any Addendum thereto and Master Facility Agreement dated February 14, 2023 and any Addendum thereto executed between IndusInd Bank Limited and the Company

INFIBEAM AVENUES LIMITED

Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar,
Taluka & District - Gandhinagar - 382355. CIN: L64203GJ2010PLC061366

Tel: +91 079 67772204 | Fax: +91 079 67772205 | Email: ir@ia.ooo | Website: www.ia.ooo



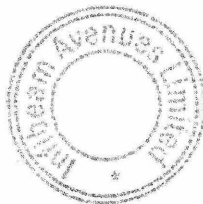
The Company submitted the letter dated August 21, 2023 that it initiated the process of obtaining No-objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A(2)(k) of Part I of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/ 0000000665 dated 23rd November, 2021 as amended by Para A(2)(k) of Part 1 of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 ("SEBI Master Circular"). Further, the Company is required to submit the NOC with the exchanges before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has now received NOC for the Scheme from the above-mentioned secured lenders. We are submitting the copies of the said NOC with your goodself vide **Annexure-1**. We undertake that there are only three secured creditors of the Company who have provided their No-objection and necessary consent to the Scheme and accordingly, the Company has received no-objection and consent from 100% secured creditors as evident from Annexure-1.

Should you require any further information, explanation or clarification, we would be happy to furnish the same. We request you to kindly take necessary actions for further processing of the said application.

Thank you,
Yours faithfully,

For, Infibeam Avenues Limited,



Shyamal Trivedi
Sr. Vice President, Company Secretary & Compliance Officer

Date: 23.10.2023

To,
Infibeam Avenues Limited
28th Floor, GIFT Two Building,
Block. No. 56, Road-5C,
Zone-5, Gift City,
Gandhinagar-382355, Gujarat.
(the "Borrower")

Subject: No objection/ consent for the Composite Scheme of Arrangement between Infibeam Avenues Limited, Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited

Dear Sir,

Ref: (a) Your request letter dated 21-08-2023 (the "Request Letter")

(b) The credit facilities for an amount in aggregate of Rs. [15.05] crores (the "Facility") granted by HDFC Bank Limited (the "Bank") to the Borrower as per the terms of sanction letter bearing Ref No. [87331321] dated [04.03.2023] and sanction letter bearing Ref No. [87331321] dated [04.03.2023] and Master Facility Agreement dated [], Addendum Facility Agreements for Fund Based limits and Non-fund based limits dated [15.05 Crores] executed between the Bank and the Borrower (collectively referred to as the "Finance Documents", which terms shall include all amendments, modifications and supplemental made thereto from time to time).

We refer to your Request Letter seeking our no objection certificate in respect of Composite Scheme of Arrangement for demerger of Global Top Level Domain (GTLD) Undertaking by Infibeam Avenues Limited with and into Odigma Consultancy Solutions Limited and sale of Project Management Undertaking on Slump Sale basis with and into Infibeam Projects Management Private Limited (the "Scheme").

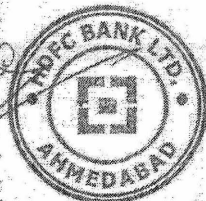
Without prejudice to the rights and interest of the Bank under the Finance Documents and any other document executed between the Bank and the Borrower in respect of the Facility, we hereby convey our no objection to the aforesaid Scheme. Provided however, in an event of any modification made in the Scheme affecting the rights and interest of the Bank under the Finance Documents and any other documents, the Borrower shall seek prior written consent in respect of such modification.

Thanking you,

Yours' truly,

For, HDFC Bank Limited

(Authorized Signatory)





Date: November 09, 2023

To,
Infibeam Avenues Limited
28th Floor, GIFT Two Building,
Block. No. 56, Road-5C,
Zone-5, Gift City,
Gandhinagar-382355, Gujarat.
(the "Borrower")

Subject: No objection/ consent for the Composite Scheme of Arrangement between Infibeam Avenues Limited, Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited

Dear Sir,

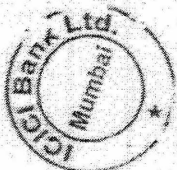
Ref: (a) Your request letter dated 21-08-2023 (the "Request Letter")
(b) As on 09-11-2023 ICICI Bank Limited (the "Bank") has sanctioned Overdraft (credit facilities) fully backed by Fixed Deposit for an amount in aggregate of Rs. 8.55 crores (the "Facility") to the Borrower.


We refer to your Request Letter seeking our no objection certificate in respect of Composite Scheme of Arrangement for demerger of Global Top Level Domain (GTLD) Undertaking by Infibeam Avenues Limited with and into Odigma Consultancy Solutions Limited and sale of Project Management Undertaking on Slump Sale basis with and into Infibeam Projects Management Private Limited (the "Scheme").

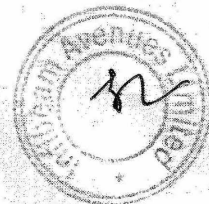
Without prejudice to the rights and interest of the Bank under the Finance Documents and any other document executed between the Bank and the Borrower in respect of the Facility, we hereby convey our no objection to the aforesaid Scheme. Provided however, in an event of any modification made in the Scheme affecting the rights and interest of the Bank under the Finance Documents and any other documents, the Borrower shall seek prior written consent in respect of such modification.

Thanking you,

Yours' truly,
For, ICICI Bank Limited




GURVRAJ AHLUWALIA
(Authorized Signatory)



ICICI Bank Limited
6th Floor, Ackruti Centre Point,
Kondivita, Near Telephone Exchange,
MIDC, Andheri (East),
Mumbai - 400 093,
Maharashtra, India.

Tel. : 022-68053000
Website www.icicibank.com
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

IndusInd Bank

Ref No. IBL/CAD/CCBG/2075/FY23-24

Date: 24 November 2023

To,
Infibeam Avenues Limited
28th Floor, GIFT Two Building,
Block. No. 56, Road-5C,
Zone-5, Gift City,
Gandhinagar-382355, Gujarat.
(the "Borrower")

Subject: No objection/ consent for the Composite Scheme of Arrangement between Infibeam Avenues Limited, Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited

Ref: (a) Your request letter dated 21-08-2023 (the "**Request Letter**")

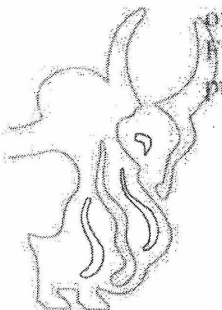
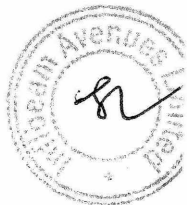
(b) The credit facilities for an amount in aggregate of Rs. 93.50 crores (the "**Facility**") granted by IndusInd Bank Limited (the "**Bank**") to the Borrower as per the terms of sanction letter bearing Ref No. IBL/CCBG-Corporate Banking (Mid Corporates)-WEST/SLR-16970/FY22-23 dated March 31, 2023 and any Addendum thereto and Supplemental Master Facility Agreement dated February 14, 2023 and any Addendum thereto executed between the Bank and the Borrower (collectively referred to as the "**Finance Documents**", which terms shall include all amendments, modifications and supplemental made thereto from time to time).

Dear Sir,

We refer to the Facility sanctioned to you in terms of the Finance Documents executed between you as the Borrower and the Bank and in terms of the said Finance Documents, we are in receipt of your Request Letter seeking our no objection certificate in respect of Composite Scheme of Arrangement for demerger of Global Top Level Domain (GTLD) Undertaking by Infibeam Avenues Limited with and into Odigma Consultancy Solutions Limited and sale of Project Management Undertaking on Slump Sale basis to Infibeam Projects Management Private Limited (the "**Scheme**").

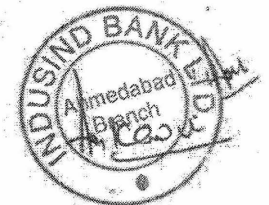
In respect of your aforesaid Request Letter, we hereby state as under :

1. Without prejudice to the rights and interest of the Bank and Borrower's obligation under the Finance Documents and any other document executed between the Bank and the Borrower in respect of the Facility, we hereby convey our no objection to the aforesaid Scheme, and for the Borrower to do all other acts, deeds and things, and execute all other documents, forms and instruments as may be required in connection with the Scheme. Provided however, in an event of any modification made in the Scheme affecting the rights and interest of the Bank under the Finance Documents and any other documents in respect of the Facility, the Borrower shall seek prior written consent in respect of such modification.



Parkar House Ahmedabad Office : IndusInd Bank Limited, 2nd & 3rd floor, A&B Wing, Parkar House, Law Garden Road, New Panchvati Circle, Ahmedabad - 380 009, Gujarat, Tel: (9179) 61916300

Registered Office : 2401 Gen. Thimmayya Road, Pune 411 001, India
Tel.: (020) 2634 3201 Fax: (020) 2634 3241 Visit us at www.indusind.com
CIN: L65191PN1994PLC076333




Ref No. IBL/CAD/CCBG/2075/FY23-24

Date: 24 November 2023

2. The Bank authorize you to deliver a copy of this consent letter to any governmental, statutory or regulatory authorities, or as may be required by any order of a Court/NCLT. It is clarified that the contents of this certificate may also be disclosed in any document relating to the Scheme.

Thanking you,

Yours' truly,
For IndusInd Bank Limited

 Anil Dabau
(Authorized Signatory)

