

May 04, 2024

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai- 400 001 Scrip Code : 539807	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: INFIBEAM
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Dear Sir/Madam,

Sub: Newspaper Advertisement for the upcoming NCLT Convened Meetings of Equity Shareholders and Unsecured Creditors of Infibeam Avenues Limited

In terms of the Order dated April 29, 2024 passed in CA(CAA)/13(AHM)/2024 by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, ('NCLT'), Infibeam Avenues Limited ('Company') is convening a meetings of the Equity Shareholders of the Company on June 04, 2024 at 10:00 a.m. (IST) and of the Unsecured Creditors of the Company on June 04, 2024 at 12:00 Noon through video-conferencing or other audio-visual means in compliance with the applicable provisions of the Companies Act, 2013 read with applicable circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Meeting'), to consider and if thought fit, to approve, with or without modifications, the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ("**Company**" or "**Demerged Company**" or "**Transferor Company**"), Odigma Consultancy Solutions Limited ("**Resulting Company**") and Infibeam Projects Management Private Limited ("**Transferee Company**") under Sections 230 to 232 and Section 66 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder ("**Act**") and all other applicable rules and regulations, (hereinafter referred to as the "**Scheme**"). The Company is using the services of the Link Intime India Private Limited to provide to its equity shareholders and unsecured creditors the facility of remote e-voting prior to the Meeting and e-voting during the Meeting.

In this regard, please find enclosed herewith the copies of Newspaper advertisement published in Financial Express (Ahmedabad edition) in English language and Financial Express (Ahmedabad edition) in Gujarati language on May 04, 2024 inter-alia intimating about the dispatch of the notices for the meetings and other relevant information of the proposed meetings of the Equity Shareholders and Unsecured Creditors of the Company.

The advertisements may also be accessed on the website of the Company at www.ia.ooo.

You are requested to kindly take the above on record.

Thanking You,

Yours faithfully,

For, Infibeam Avenues Limited

Shyamal Trivedi
Sr. Vice President & Company Secretary

INFIBEAM AVENUES LIMITED

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

indianexpress.com

The Indian Express
— JOURNALISM OF COURAGE —

I choose substance over sensation.

Inform your opinion with credible journalism.



The Indian Express.
For the Indian Intelligent.

Odigma **ODIGMA CONSULTANCY SOLUTIONS LIMITED**
Registered Office: 27th Floor, GIFT Two Building, Block No. 56, Road - 5C, Zone-5, GIFT City, Gandhinagar-382355, Gujarat, India. Tel: +91 79 6777 2200
E-mail: ir@odigma.oo; Website: www.odigma.com; CIN: U72900GJ2011PLC131548

FORM NO. CAA. 2
[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016]
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH COMPANY SCHEME APPLICATION NO. CA(CAA)/13(AHM)/2024
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016
AND
IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT AMONGST INFIBEAM AVENUES LIMITED, ODIGMA CONSULTANCY SOLUTIONS LIMITED AND INFIBEAM PROJECTS MANAGEMENT PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Odigma Consultancy Solutions Limited
(CIN: U72900GJ2011PLC131548)
A company incorporated under the provisions of the Companies Act, 1956 Having its registered office situated at 27th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar - 382 355, Gujarat, India. the Applicant Company 2 (Resulting Company)

NOTICE AND ADVERTISEMENT OF NOTICE CONVENING THE MEETING OF UNSECURED CREDITORS OF ODIGMA CONSULTANCY SOLUTIONS LIMITED

Notice is hereby given that, by an Order dated April 29, 2024, passed in Company Scheme Application No CA(CAA)/13(AHM)/2024 ("Order"), the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Hon'ble Tribunal" or "NCLT"), has directed, inter alia, that a meeting of the unsecured creditors of Odigma Consultancy Solutions Limited ("Resulting Company" or "Company") be convened and held on Tuesday, June 04, 2024 via physical mode or Video Conferencing ("VC") Other Audio-Visual Means ("OAVM") ("Meeting") to consider and, if thought fit, to approve with or without modifications(s), the Scheme of Arrangement amongst Infibeam Avenues Limited, Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited and their respective shareholders and creditors ("Scheme"). Pursuant to the said Order of NCLT, the Company is convening the meeting of unsecured creditors on Tuesday, June 04, 2024 at 02:00 PM (IST) only through video-conferencing or other audio-visual mode ("VC / OAVM") in compliance with the provisions of the Companies Act, 2013 ("Act") read with Companies (Compromise, Arrangements and Amalgamations) Rules, 2016, and other applicable Rules, the applicable general circulars issued by Ministry of Corporate Affairs for conducting general meeting through VC/OAVM and providing e-voting facility and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2").

The Company has completed the dispatch of the above-mentioned Notice dated May 03, 2024, along with the Statement as required under Sections 102, 230 to 232 and other applicable provisions of the Act, read with Rule 6 of Companies (Compromise, Arrangements and Amalgamations) Rule, 2016, and the related Annexures to the said Notices on May 03, 2024, to the Unsecured Creditors whose names appear in the record of the Company as on Sunday, March 31, 2024, by electronic mode who have already registered their e-mail addresses with the Company and through physical mode whose mail addresses were not registered with the Company.

A copy of the said Notice along with the Statement and Annexures including the Scheme is made available on the website of the Company at www.odigma.com and on the website of Link Intime India Private Limited (agency for providing the e-voting facility) at https://instavote.linkintime.co.in.

In case any unsecured creditor wishes to receive a physical copy of the Notice, Statement and other accompanying documents, a request may be sent to the Company at ir@odigma.oo and the Company will arrange to send to the registered address of unsecured creditor. Alternatively, the unsecured creditors can obtain the above-mentioned documents free of charge from the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public holidays), up to the date of Meeting. The electronic copy of the documents for inspection as mentioned in the Notice are available under "Investors" section on the website of the Company at www.odigma.com.

As this Meeting is being held through VC/OAVM, physical attendance of unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the unsecured creditors of the Company is not available at this Meeting.

The Hon'ble Tribunal has appointed Dr. Binod Kumar Sinha, Ex-Member NCLT to be the Chairman of the NCLT convened Meeting and its adjournment, if any.

The Scheme, if approved by the requisite majority of unsecured creditors of the Company as per Section 230(6) of the Act will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

E-voting:
In compliance with the provisions of the Order of the NCLT and Section 108, and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, SS-2, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs, the Company is providing its unsecured creditors the facility of remote e-voting prior to the meeting and e-voting during the meeting through the facility provided by Link Intime India Private Limited. The detailed procedure for attending the Meeting through VC and e-voting forms part of the Notes of the Notice. Some of the important details regarding e-voting are provided as below:

Particulars	Unsecured Creditors
EVSN	240167
Cut-off dates for E-voting	Sunday, March 31, 2024
Commencement of remote e-voting period	Friday, May 31, 2024 at 9:00 a.m. IST (0900 hours)
End of remote e-voting period	Monday, June 03, 2024 at 05:00 p.m. IST (1700 hours)

The remote e-voting module shall be disabled by the Link Intime India Private Limited thereafter, the Company is also providing the facility of e-voting at the Meeting.

The voting rights of the unsecured creditors will be in proportion to their debts as per the records of the Company, as on the Cut-Off Date i.e. March 31, 2024. A person whose name is recorded in the Accounts of the Company, as on the Cut-Off Date only shall be entitled to vote. Unsecured creditors will be provided with the facility for e-voting during the Meeting and those who have not casted their vote on resolution by remote e-voting (prior to the Meeting) will be eligible to exercise their right to vote on such resolution at the Meeting. Unsecured creditors who have casted their votes on resolution by remote e-voting prior to the Meeting will also be eligible to participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote on such resolution again.

The Hon'ble Tribunal has appointed Mr. Mayur Jugtawat, Practising Advocate, as the Scrutinizer of the Company to scrutinize the remote e-voting process as well as e-voting during the Meeting in a fair and transparent manner and submit a report on the votes cast to the Chairperson of the Meeting or to any person so authorized by the Chairperson, within 48 hours of the conclusion of the Meeting.

The results of the voting shall be displayed on the registered office of the Company as well as on the website of the Company at www.odigma.com and at Link Intime India Private Limited at https://instavote.linkintime.co.in.

In case of any queries/grievances, unsecured creditors may refer the frequently asked questions and e-voting manual available at https://instavote.linkintime.co.in under help section or send an email to instameet@linkintime.co.in or contact on: Tel: 022-49186175.

Sd/-
Dr. Binod Kumar Sinha
Chairman appointed for the Meeting

INFIBEAM AVENUES LIMITED
Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar-382355
Tel: +91 79 67772204; Fax: +91 79 67772205; Email: ir@ia.oo; Website: www.ia.oo
CIN: L64203GJ2010PLC061366

FORM NO. CAA. 2
[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH COMPANY SCHEME APPLICATION NO. CA(CAA)/13(AHM)/2024
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016
AND
IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT AMONGST INFIBEAM CONSULTANCY SOLUTIONS LIMITED AND INFIBEAM PROJECTS MANAGEMENT PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Infibeam Avenues Limited
(CIN: L64203GJ2010PLC061366)
A company incorporated under the provisions of the Companies Act, 1956 Having its registered office situated at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar - 382 355, Gujarat, India.the Applicant Company 1 (Demerged Company) Transferee Company

NOTICE AND ADVERTISEMENT OF NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS AND UNSECURED CREDITORS OF INFIBEAM AVENUES LIMITED

Notice is hereby given that, by an Order dated April 29, 2024, passed in Company Scheme Application No CA(CAA)/13(AHM)/2024 ("Order"), the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Hon'ble Tribunal" or "NCLT"), has directed, inter alia, that a meeting of the Equity Shareholders and Unsecured Creditors of the Infibeam Avenues Limited ("Demerged Company" or "Transferee Company" or "Company") be convened and held on Tuesday, June 04, 2024 via physical mode or Video Conferencing ("VC") Other Audio-Visual Means ("OAVM") ("Meeting") to consider and, if thought fit, approve with or without modifications(s), the Scheme of Arrangement amongst Infibeam Avenues Limited, Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited and their respective shareholders and creditors ("Scheme"). Pursuant to the Order of NCLT, the Company is convening the meeting of Equity Shareholders on Tuesday, June 04, 2024 at 10:00 a.m. (IST) and of Unsecured creditors on Tuesday, June 04, 2024 at 12:00 noon (IST) respectively only through video-conferencing or other audio-visual mode ("VC / OAVM") in compliance with the provisions of the Companies Act, 2013 ("Act") read with Companies (Compromise, Arrangements and Amalgamations) Rules, 2016, and other applicable Rules, the applicable general circulars issued by Ministry of Corporate Affairs for conducting general meeting through VC/OAVM and providing e-voting facility, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 ("SEBI Listing Regulations"), read with applicable SEBI Circulars and Standards on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2").

The Company has completed the dispatch of the above mentioned Notice dated May 03, 2024, along with the Statement as required under Sections 102, 230 to 232 and other applicable provisions of the Act, read with Rule 6 of Companies (Compromise, Arrangements and Amalgamations) Rule, 2016, the SEBI Listing Regulations and other applicable SEBI Circulars and the related Annexures to the said Notices on May 03, 2024, only by electronic mode to those members whose names appear in the register of members/list of beneficial owners on Friday, April 26, 2024 and to unsecured creditors whose names appear in the record of the Company as on Sunday, March 31, 2024, by electronic mode who have already registered their e-mail addresses with the Company and through physical mode whose mail addresses were not registered with the Company.

A copy of the said Notice along with the Statement and Annexures including the Scheme is made available on the website of the Company at www.ia.oo and on the website of Link Intime India Private Limited (agency for providing the e-voting facility) at https://instavote.linkintime.co.in. Additionally, the Notice is also made available on the website of the stock exchanges where equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and that of SEBI at www.sebi.gov.in.

In case any Member or Unsecured Creditor wishes to receive a physical copy of the Notice, Statement and other accompanying documents, a request may be sent to the Company at ir@ia.oo and the Company will arrange to send to the registered address of the Member/Unsecured Creditor. Alternatively, the Member or Unsecured Creditors can obtain the above-mentioned documents free of charge from the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public holidays), up to the date of Meeting. The electronic copy of the documents for inspection as mentioned in the Notice are available under "Investors" section on the website of the Company at www.ia.oo.

As this Meeting is being held through VC/OAVM, physical attendance of Members and unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Members/unsecured creditors of the Company is not available at this Meeting.

The Hon'ble Tribunal has appointed Dr. Binod Kumar Sinha, Ex-Member NCLT to be the Chairman of the NCLT convened Meeting(s) and its adjournment, if any.

The Scheme, if approved by the requisite majority of Equity Shareholders and Unsecured Creditors of the Company as per Section 230(6) of the Act read with SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Scheme Circular") and other applicable SEBI Circulars, if any, will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

E-voting:
In compliance with the provisions of the Order of the NCLT and Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and other applicable provisions of the SEBI Listing Regulations read with SEBI Scheme Circular and other applicable SEBI Circulars, SS-2, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs, the Company is providing its Members and unsecured creditors the facility of remote e-voting prior to the meeting and e-voting during the meeting through the facility provided by Link Intime India Private Limited. The detailed procedure for attending the Meeting through VC and e-voting forms part of the Notes of the Notice. Some of the important details regarding e-voting are provided as below:

Particulars	Equity	Unsecured Creditors
EVSN	240165	240166
Cut-off dates for E-voting	Tuesday, May 28, 2024	Sunday, March 31, 2024
Commencement of remote e-voting period	Friday, May 31, 2024 at 9:00 a.m. IST (0900 hours)	
End of remote e-voting period	Monday, June 03, 2024 at 05:00 p.m. IST (1700 hours)	

The remote e-voting module shall be disabled by the Link Intime India Private Limited thereafter, the Company is also providing the facility of e-voting at the Meeting.

The voting rights of the Members and unsecured creditors will be in proportion to their shares of the paid-up equity share capital and total unsecured debt of the Company, respectively as on the Cut-Off Date i.e. May 28, 2024 and March 31, 2024. A person whose name is recorded in the Register of Members maintained by the Company / RTA or in the Register of Beneficial Owners maintained by the Depositories / Accounts of the Company, as on the Cut-Off Date, only shall be entitled to vote.

Members and Unsecured Creditors shall be provided with the facility for e-voting during the Meeting and those who have not casted their vote on resolution by remote e-voting (prior to the Meeting) will be eligible to exercise their right to vote on such resolution at the Meeting. Members and unsecured creditors who have casted their votes on resolution by remote e-voting prior to the Meeting will also be eligible to participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote on such resolution again.

Those persons who have acquired shares and have become Members of the Company after emailing of notice by the Company and whose names appear in the Register of Members of the Company/ in the statement of beneficial owners maintained by depositories as on cut-off date can exercise their voting rights through e-voting by following the procedure as mentioned in the said Notice and the unsecured creditors can follow detailed procedure for attending the Meeting through VC and e-voting as mentioned in the Notes of the notice.

The Hon'ble Tribunal has appointed Mr. Mayur Jugtawat, Practising Advocate, as the Scrutinizer of the Company to scrutinize the remote e-voting process as well as e-voting during the Meeting in a fair and transparent manner and submit a report on the votes cast to the Chairperson of the Meeting or to any person so authorized by the Chairperson, within 48 hours of the conclusion of the Meeting.

The results of the voting shall be displayed on the registered office of the Company as well as on the website of the Company at www.ia.oo and at Link Intime India Private Limited at https://instavote.linkintime.co.in besides being sent to the BSE Limited and National Stock Exchange of India Limited on the said date.

In case of any queries/grievances, Members/unsecured creditors may refer the frequently asked questions and e-voting manual available at https://instavote.linkintime.co.in under help section or send an email to instameet@linkintime.co.in or contact on: Tel: 022-49186175.

Sd/-
Dr. Binod Kumar Sinha
Chairman appointed for the Meetings

INFIBEAM AVENUES LIMITED
Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar-382355
Tel: +91 79 67772204; Fax: +91 79 67772205; Email: ir@ia.oo; Website: www.ia.oo
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AND
IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT AMONGST INFIBEAM CONSULTANCY SOLUTIONS LIMITED AND INFIBEAM PROJECTS MANAGEMENT PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Infibeam Avenues Limited
(CIN: L64203GJ2010PLC061366)
A company incorporated under the provisions of the Companies Act, 1956 Having its registered office situated at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar - 382 355, Gujarat, India.the Applicant Company 1 (Demerged Company) Transferee Company

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A copy of the said Notice along with the Statement and Annexures including the Scheme is made available on the website of the Company at www.ia.oo and on the website of Link Intime India Private Limited (agency for providing the e-voting facility) at https://instavote.linkintime.co.in. Additionally, the Notice is also made available on the website of the stock exchanges where equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and that of SEBI at www.sebi.gov.in.

In case any Member or Unsecured Creditor wishes to receive a physical copy of the Notice, Statement and other accompanying documents, a request may be sent to the Company at ir@ia.oo and the Company will arrange to send to the registered address of the Member/Unsecured Creditor. Alternatively, the Member or Unsecured Creditors can obtain the above-mentioned documents free of charge from the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public holidays), up to the date of Meeting. The electronic copy of the documents for inspection as mentioned in the Notice are available under "Investors" section on the website of the Company at www.ia.oo.

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The Hon'ble Tribunal has appointed Dr. Binod Kumar Sinha, Ex-Member NCLT to be the Chairman of the NCLT convened Meeting(s) and its adjournment, if any.

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E-voting:
In compliance with the provisions of the Order of the NCLT and Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and other applicable provisions of the SEBI Listing Regulations read with SEBI Scheme Circular and other applicable SEBI Circulars, SS-2, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs, the Company is providing its Members and unsecured creditors the facility of remote e-voting prior to the meeting and e-voting during the meeting through the facility provided by Link Intime India Private Limited. The detailed procedure for attending the Meeting through VC and e-voting forms part of the Notes of the Notice. Some of the important details regarding e-voting are provided as below:

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Members and Unsecured Creditors shall be provided with the facility for e-voting during the Meeting and those who have not casted their vote on resolution by remote e-voting (prior to the Meeting) will be eligible to exercise their right to vote on such resolution at the Meeting. Members and unsecured creditors who have casted their votes on resolution by remote e-voting prior to the Meeting will also be eligible to participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote on such resolution again.

Those persons who have acquired shares and have become Members of the Company after emailing of notice by the Company and whose names appear in the Register of Members of the Company/ in the statement of beneficial owners maintained by depositories as on cut-off date can exercise their voting rights through e-voting by following the procedure as mentioned in the said Notice and the unsecured creditors can follow detailed procedure for attending the Meeting through VC and e-voting as mentioned in the Notes of the notice.

The Hon'ble Tribunal has appointed Mr. Mayur Jugtawat, Practising Advocate, as the Scrutinizer of the Company to scrutinize the remote e-voting process as well as e-voting during the Meeting in a fair and transparent manner and submit a report on the votes cast to the Chairperson of the Meeting or to any person so authorized by the Chairperson, within 48 hours of the conclusion of the Meeting.

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In case of any queries/grievances, Members/unsecured creditors may refer the frequently asked questions and e-voting manual available at https://instavote.linkintime.co.in under help section or send an email to instameet@linkintime.co.in or contact on: Tel: 022-49186175.

Sd/-
Dr. Binod Kumar Sinha
Chairman appointed for the Meetings

