



ODIGMA CONSULTANCY SOLUTIONS LIMITED

TRANSCRIPT OF 14TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 22, 2025

➤ **Ms. Prachi Jain, Company Secretary & Compliance Officer**

Dear Members, A very good morning to everyone. I hope you all are safe and in good health. I, Prachi Jain, Company Secretary and Compliance Officer of the Company, have the privilege of welcoming you to the 14th Annual General Meeting of Odigma Consultancy Solutions Limited. I am delighted to inform you that this is the first AGM of the Company after getting listed on BSE and NSE.

Members may note that this Annual General Meeting is being held through video conferencing in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. The facility for joining this meeting through video conferencing or other audio visual means is made available for the members on a first-come-first-served basis. Members may also note that the participation through video conferencing is being reckoned for the purpose of quorum as per the circulars issued by MCA in this behalf.

As the requisite quorum of members is present, with the consent of Chairman Sir, I declare the meeting to be in order.

The deemed venue for the AGM shall be the Registered Office of the Company and the proceeding of this AGM shall be deemed to be conducted at the Registered office of the Company.

Now, let me introduce the members of the Board and KMPs present with us today,

1. **Mr. Vishal Mehta**, Chairman & Non-Executive Director, Chairman of Stakeholders' Relationship Committee
2. **Mr. Mathew Jose**, Managing Director
3. **Mr. Laljibhai Lakhamanbhai Vora**, Non- Executive Director
4. **Mr. Jigar Pradipchandra Shah**, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee
5. **Ms. Anal Ruchir Desai**, Independent Director
6. **Mr. Jigar Rameshbhai Shah**, Independent Director
7. **Ms. Guddi Bharatbhai Chauhan**, Chief Financial Officer of the Company

We also have with us,

Statutory Auditors, G.S. Mathur & Co.

CS Jitendra Leeya, Practising Company Secretary, Secretarial Auditor of the Company.

CS Ashish Doshi, Partner of M/s. SPANJ & Associates, who has been appointed as the Scrutinizer for this AGM.

Members may please note that the Company had provided the remote e-voting facility to all the persons who were members as on the cut-off date i.e. Monday, September 15, 2025 for voting on resolutions set out in the notice of AGM. The remote e-voting was kept open from Thursday, September 18, 2025 (from 09:00 A.M.) to Sunday, September 21, 2025 (till 05:00 P.M.). Members who have not cast their votes yet through remote e-voting facility and who are participating in this meeting can cast their vote during the AGM. No voting will be allowed once the AGM is over.

All the Statutory Registers and documents referred to in the notice of AGM are available for inspection, members can inspect the same by clicking on the option provided on the Dashboard.

As the AGM is being held through video conferencing, the facility for appointment of proxies by the members is not applicable and hence the proxy register is not available for inspection.

The Scrutinizer's Report, along with the consolidated voting results, shall be placed on the Company's website, NSDL's website and would also be communicated to the Stock Exchanges within the prescribed timelines.

The Notice of the 14th AGM and the Annual Report, containing Audited Financial Statements for the year ended March 31, 2025 and Board's and Auditors' Reports, have already been sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participant or Registrar and Share Transfer Agent ("RTA"). A letter containing the web link for the Annual Report has also been sent to those Members whose e-mail IDs are not registered. These documents have also been made available on the Company's website, NSDL's website and the website of Stock Exchanges.

I request the members to allow me to take the Notice convening this meeting as read.

The Statutory Auditor's report and the Secretarial Auditor's report do not contain any qualifications or modified opinion or adverse remarks. There being no qualifications, the entire report is not required to be read in this meeting and the Reports are being taken as read.

Since this meeting is being held through Video Conferencing/Other Audio-Visual Means and the resolutions mentioned in the Notice convening this meeting have already been put to the vote through "e-voting", there would be no proposing and seconding of resolutions.

Now we move towards the agenda items set forth in the AGM Notice.

In terms of the notice, the following items of businesses are to be considered at this meeting:

ORDINARY BUSINESS:

Item No. 1: 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. **(Ordinary Resolution)**

Item No. 2: To re-appoint Mr. Laljibhai Lakhmanbhai Vora (DIN: 00535626), who retires by rotation and being eligible, offers himself for re-appointment as a Director. **(Ordinary Resolution)**

SPECIAL BUSINESS:

Item No. 3: Appointment of Secretarial Auditor **(Ordinary Resolution)**

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

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 **(Special Resolution)**

Item No. 6: Approval of Material Related Party Transaction with Infibeam Avenues Limited **(Ordinary Resolution)**

Item No. 7: Approval of Material Related Party Transaction with Infinium Motors Private Limited **(Ordinary Resolution)**

The details of the resolutions, along with explanatory statement, was provided in the Notice, which was already circulated to the members.

All the items of businesses as per the Notice of this meeting have been taken-up. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

On behalf of the Board of Directors and the management of Odigma Consultancy Solutions Limited, I convey our sincere thanks to all the Members for attending and participating in this meeting. Stay healthy and safe. Take care.

Thank You very much for your participation.

Note: This transcript has been edited for readability and does not purport to be a verbatim record of the proceedings.
