

SHAH & TAPARIA

CHARTERED ACCOUNTANTS



203, Center Point Building, 100, Dr. Babasaheb Ambedkar Road,
Opp. Bharatmata Theater, Lalbaug, Parel, Mumbai - 400012.
Tel : 022-42116800 Fax : 022 - 4022 0314
E-mail : info@shahtaparia.com
visit us at : www.shahtaparia.com

To the Board of Directors
Infibeam Avenues Ltd
28th Floor, Gift two building,
Gift City, Gandhinagar,
Gujrat-382355

Sub: Independent Auditor's Certificate for the proposed accounting treatment in the books of Infibeam Avenues Limited contained in the Composite Scheme of Arrangement ("the Scheme")

Dear Sirs / Madam,

We, Shah & Taparia, the statutory auditors of Infibeam Avenues Limited ("the Company" or "the Transferor Company or "IAL"), have examined the proposed accounting treatment specified in clause 12 of the Draft Composite Scheme of Arrangement ("the Scheme"), between the Company and Odigma Consultancy Solutions Limited ("the Resulting Company") and Infibeam Projects Management Private Limited ("the Transferee") and Respective Shareholders and Creditors in terms of the provisions of Section 230 to 232 and Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") with reference to its compliances with the applicable Accounting Standards notified under the Act, as amended and other Generally Accepted Accounting Principles/Practices ("Applicable Accounting Standards").

Management's Responsibility

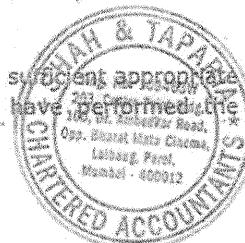
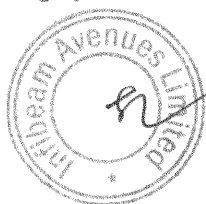
The responsibility for the preparation of the draft scheme and ensuring its compliance with all the applicable laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme.

Auditors' Responsibility

Pursuant to the requirements prescribed under section 232 of the Act, our responsibility is to provide reasonable assurance in the form of an opinion that the proposed accounting treatment in the books of the Company specified in clause 12 of the Scheme are in compliance with the applicable accounting standards notified by the Central Government under section 133 of Act.

Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph 1 above. We have performed the following procedures:



SHAH & TAPARIA

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Obtained the Composite Scheme, read and understood the accounting treatment in the books of Company specified in Clause 12 of the Scheme along with Applicable Accounting Standards.

We conducted our examination of accounting treatment in the books of the Company referred in paragraph 1 above in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination and according to the information and explanations given to us and as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under, we confirm that the accounting treatment contained in the aforesaid Scheme is in compliance with all the Applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

Restriction on Distribution and Use

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 for onward submission to Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, National Company Law Tribunal, Regional Director and Registrar of Companies. This Certificate should not be used for any other purpose without our prior written consent.

Yours faithfully,

For **SHAH & TAPARIA**

Chartered Accountants

ICAI Firm Registration No.: 109463W


Narottam Shah

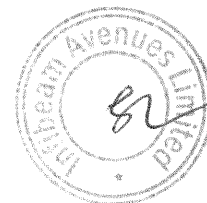
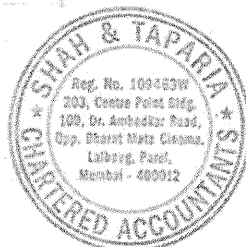
Partner

Membership Number: 106355

Place: Gandhinagar

Date: August 07, 2023

UDIN: 23106355BGXJAY6039





G. S. MATHUR & CO
Chartered Accountants

110, Hemkoot, Opp. Sanyas Ashram, Behind LIC Office, Ellsbridge, Ahmedabad – 380009
M No. +91 99134 34584 E-mail – bhargav.vaghela@gmail.com

To,
The Board of Directors,
Odigma Consultancy Solutions Limited
27th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY,
Gandhinagar – 382 355

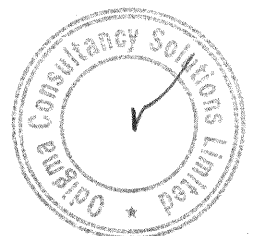
We, G S Mathur & Co, the statutory auditors of **Odigma Consultancy Solutions Limited**, (hereinafter referred to as “the Company” or “the Transferee Company”), have examined the proposed accounting treatment specified in clause 13 of the Draft Scheme of Arrangement (“the Scheme”) between **Infbeam Avenues Limited** (“the Transferor Company”) in terms of the provisions of section(s) 230 to 232 read with section 66 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 with reference to its compliances with the applicable Accounting Standards notified under the Act, and Other Generally Accepted Accounting Principles/Practices (“Applicable Accounting Standards”).

Management’s Responsibility

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the scheme.

Auditor’s Responsibility

1. Pursuant to the requirements prescribed under section 232 of the Act, our responsibility is to provide reasonable assurance in the form of an opinion that the proposed accounting treatment in the books of the Company specified in Clause 13 of the Scheme are in compliance with the applicable accounting standards notified by the Central Government under section 133 of Act.
2. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.
3. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph 1 above. We have performed the following procedures :





G. S. MATHUR & CO
Chartered Accountants

110, Hemkoot, Opp. Sanyas Aashram, Behind LIC Office, Ellisbridge, Ahmedabad - 380009
M No. +91 99134 34584 E-mail - bhargav.vaghela@gmail.com

Obtained the Scheme, read and understood the accounting treatment in the books of Company specified in Clause 13 of the Scheme along with Applicable Accounting Standards.

4. We conducted our examination of accounting treatment in the books of the Company referred in paragraph 1 above in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

Opinion

Based on our examination and according to the information and explanations given to us and as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under, we confirm that the accounting treatment contained in the aforesaid Scheme is in compliance with all the Applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

Restriction on Distribution and Use

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 for onward submission to Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, National Company Law Tribunal, Regional Director and Registrar of Companies. This Certificate should not be used for any other purpose without our prior written consent.

Date: 07/08/2023

Place: Ahmedabad

For G.S. Mathur & Co.
Chartered Accountants

Bhargav

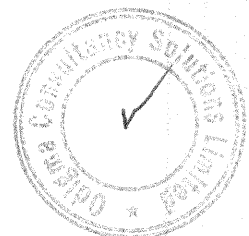
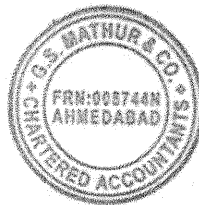
CA. Bhargav Vaghela

Partner

M. No: 124619

FRN: 008744N

UDIN : 23124619BGQPCL6537



RAJPARA ASSOCIATES

Chartered Accountants

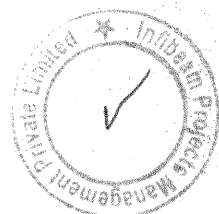
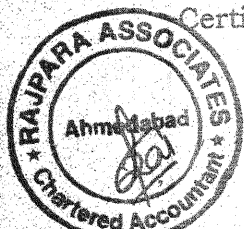
D -1107, The First, Near Hotel ITC Narmada, Behind Keshavbaug Party Plot, Vastrapur,
Ahmedabad-380 015. Phone: 079-4849 3366. E mail: admin@carajpara.com
carajpara.com

To,
The Board of Directors,
Infibeam Projects Management Private Limited
28th Floor, Gift Two Building,
Block No. 56, Road-5C, Zone-5,
Gandhinagar-382 355

INDEPENDENT AUDITOR'S CERTIFICATE FOR THE PROPOSED
ACCOUNTING TREATMENT IN THE BOOKS OF INFIBEAM PROJECTS
MANAGEMENT PRIVATE LIMITED CONTAINED IN THE COMPOSITE
SCHEME OF ARRANGEMENT ("THE SCHEME")

We, Rajpara Associates, the statutory auditors of Infibeam Projects Management Private Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 24 of the Draft Composite Scheme of Arrangement between the Company, Infibeam Avenues Limited and Odigma Consultancy Solutions Limited in terms of the provisions of section 230 to 232 read with section 66 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with




the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, National Company Law Tribunal, Regional Director and Registrar of Companies. This Certificate should not be used for any other purpose without our prior written consent.

For, Rajpara Associates
Chartered Accountants
Firm Registration No.: 113428W


C J Rajpara
Partner
Membership Number: 046922

Place: Ahmedabad
Date: 07/08/2023
UDIN: 23046922BGUEYH5990

