

To,

Date: 10th February, 2026

The Listing and Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G block,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051
Script Code: SM – INFOBEAN

The Manager,
Listing Dept.
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
MH- IN
SYMBOL: INFOBEAN
Scrip Code: 543644

Subject: Intimation regarding the Notice of the NCLT convened meeting of the Equity Shareholders of the company

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of the NCLT convened meeting of the Equity Shareholders of the company along with the explanatory statement, being sent today for seeking approval of the members of the Company.

As directed by NCLT, the notice, together with the documents accompanying the same, is sent to all the Shareholders on 10th February, 2026 through the permitted mode(s) i.e. by registered post or speed post or courier service or electronically by e-mail to those Shareholders who have registered their email ids with the Transferee Company/Registrar & Share Transfer Agent (RTA)/NSDL and CDSL, and whose names appear in the register of members/list of beneficial owners as received from NSDL and CDSL as on the cut-off date directed by the NCLT i.e., 07th August, 2025. This is for your information and record.

Thanking you,
Yours Faithfully,

For InfoBeans Technologies Ltd

Surbhi Jain
Company Secretary and Compliance Officer



CREATING **WOW!**

INFOBEANS TECHNOLOGIES LTD

CIN: L72200MP2011PLC025622

Registered Office: Crystal IT Park,

STP-I, 2nd Floor, Ring Road, Indore-452001; Phone: 0731 7162102

Website: <https://www.infobeans.com/>; E-mail: investor.relations@infobeans.com

**NOTICE OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF
INFOBEANS TECHNOLOGIES LIMITED (“TRANSFEREE COMPANY”)**

Details for NCLT Convened Meeting of Equity Shareholders	
Date	14th March, 2026
Day	Saturday
Time	11.00 A.M.
Venue	Crystal IT Park, STP-I, Ring Road, Indore, Madhya Pradesh, India, 452001
Mode of Meeting	Physical meeting
Mode of Voting	Physically by polling paper/raising hand and E Voting.

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FORM NO. CAA. 2
[Pursuant to Section 230 (3) and rule 6 and 7)]
Company Petition No C.A.(CAA) No. 07/2025 Applicant(s)

InfoBeans Cloudtech Limited
CIN No: U72900MP2010PLC069518
Having its Registered Office 525,
5th Floor, Rafael Tower, 8/2,
Old Palasia, Indore-452018,
Madhya Pradesh, India.

.....Applicant/ Transferor Company

InfoBeans Technologies Limited
CIN No: L72200MP2011PLC025622
Having its Registered Office at Crystal
IT Park, STP-I, 2nd Floor, Ring Road,
Indore-452001, Madhya Pradesh, India

....Applicant/ Transferee Company

NOTICE is hereby given that by an order dated 02nd February, 2026 in consonance with the directions already issued vide order dated 04th November, 2025 by the Indore Bench of the National Company Law Tribunal has directed a Meeting of Equity Shareholders' of the transferee company to be held for the purpose of considering, and if thought fit, approving with or without modification, the compromise or arrangement proposed to be made by and between ***InfoBeans Cloudtech Limited ("the Applicant/Transferor Company")*** and ***InfoBeans Technologies Limited ("the Applicant/Transferee Company")***.

In pursuance of the said orders and as directed therein further notice is hereby given that a meeting of members of the Transferee Company will be held on ***Saturday, 14th March, 2026 at 11:00 AM*** at the registered office of the company situated ***at Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Madhya Pradesh, India, 452001.***

Copies of the Scheme of the said amalgamation, and the statement thereto under section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company. Persons entitled to attend and vote at the Meeting, may vote in person or by proxy or through e-voting, provided that all proxies in the prescribed form are deposited at the registered office of the company not later than 48 hours before the Meeting.

Further, The Tribunal has appointed Mr. Vipul Khandelwal, CA as the Chairperson and Mr Ronak Patni, CA as the Scrutinizer of the said Meeting.

The aforesaid amalgamation, if approved by the meeting of members, shall be subject to the subsequent approval of the Tribunal.

THE EQUITY SHAREHOLDER OF THE COMPANY IS REQUESTED TO CONSIDER, APPROVE AND IF THOUGHT FIT, MAY APPROVE WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 230 to Section 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other applicable provisions, if any of the Companies Act, 2013 and the Rules, Regulations, Circulars and Notifications issued thereunder (including any statutory modification or re- enactment thereof) to the extent notified and applicable, enabling provisions in the Memorandum and Articles of Association of the Company and subject to the sanction of the National Company Law Tribunal Indore Bench, and subject to such other approvals of any Statutory/ Regulatory Authorities, as may be required and subject to such conditions and modifications as may be prescribed or imposed by the National Company Law Tribunal or by any Regulatory or Other Authorities while granting such consent, approvals and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution) and pursuant to the recommendation of the Audit Committee, the proposed Scheme of amalgamation of ***InfoBeans Cloudtech Limited (“the Applicant/Transferor Company”)*** and ***InfoBeans Technologies Limited (“the Applicant/Transferee Company”)*** and their respective Shareholders placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any officer(s)/ authorized representative(s) of the Company to give effect to the aforesaid resolutions and to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme of Amalgamation, to make or accept such alterations or changes or modifications in the Scheme of Amalgamation as may be advised by the regulatory authorities;

RESOLVED FURTHER THAT the Equity Shareholders entitled to attend and vote at the said meeting may vote in person or by proxy, provided that a proxy in the prescribed form duly signed by you or your authorized signatory, is deposited at the Registered Office of

the Transferee Company at “*Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Madhya Pradesh, India, 452001*”, not later than 48 hours before the scheduled time of the commencement of the said Meeting.”

**BY THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH**

**Date: 09th February 2026
Place: Indore (MP)**

**CA VIPUL KHANDELWAL
CHAIRPERSON
APPOINTED FOR INFOBEANS TECHNOLOGIES LTD**

NOTES OF THE NCLT CONVENED MEETING:

1. **ONLY EQUITY SHAREHOLDERS OF THE TRANSFEREE COMPANY MAY ATTEND AND VOTE (EITHER IN PERSON OR BY PROXY OR BY AUTHORIZED REPRESENTATIVE OF A BODY CORPORATE UNDER SECTIONS 112 AND 113 OF THE COMPANIES ACT, 2013) AT THE NCLT CONVENED MEETING. THE AUTHORIZED REPRESENTATIVE OF A BODY CORPORATE WHICH IS AN EQUITY SHAREHOLDER OF THE TRANSFEREE COMPANY MAY ATTEND AND VOTE AT THE MEETING, PROVIDED A CERTIFIED TRUE COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS UNDER SECTION 113 OF THE COMPANIES ACT, 2013/POWER OF ATTORNEY/ LETTER OF AUTHORITY OR OTHER GOVERNING BODY OF THE BODY CORPORATE IS DEPOSITED AT THE REGISTERED OFFICE OF THE TRANSFEREE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING AUTHORIZING SUCH REPRESENTATIVE TO ATTEND AND VOTE AT THE NCLT CONVENED MEETING.**
2. The Equity Shareholders of the Transferee Company (which includes the public shareholders) whose names appear in the records of the Company as on the **cut off date directed by the NCLT i.e., 07th August, 2025** shall be eligible to attend and vote at the meeting of the Equity Shareholders of the Transferee Company. Persons who are not the Equity Shareholder of the Transferee Company as on the cut-off date should treat this notice for information purposes only.
3. Equity Shareholders of the Transferee Company are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Transferee Company.
4. A member entitled to attend in person and vote at the National Company Law Tribunal "NCLT" Indore convened meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Transferee Company. The proxy form duly completed should, however, be deposited at the registered office of the Company not less than 48 hours before the scheduled time of the commencement of the meeting.
5. All alterations made in the Proxy Form should be initialed.
6. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the

total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. In terms of the directions contained in the NCLT's Order, the quorum for the Meeting shall be as prescribed under Section 103 of the Companies Act, 2013. In case the required quorum as stated above is not present at the commencement of the meeting(s), the meeting(s) shall be adjourned by 30 (thirty) minutes and thereafter the persons/shareholders present shall be deemed to constitute the quorum.
9. Explanatory Statement for the proposed Resolution pursuant to Section 230(3), 232 and 102 of the Companies Act, 2013 along with applicable rules thereunder setting out material facts forms part of this Notice. Also, all the Annexures as mentioned above in the index and attached to this Notice form part of this notice.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.
11. Members are requested to bring their copies of the Notice to the Meeting. Members/Proxies attending the Meeting should bring the Attendance Slip, duly filled and signed, for handing over at the venue of the meeting.
12. The email address of the company is compliance@infobeans.com.
13. The Notice is being sent to the Members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively, the "Depositories") as on the cut off date directed by the NCLT i.e., 07th August, 2025.
14. Relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, between 11.00 A.M. to 01:00 P.M. up to the date of the meeting and also available on the website of the company at www.infobeans.com.

15. Route map of the venue is enclosed for reference of the Members.
16. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if the resolution mentioned in the Notice have been approved at the Meeting by the majority of such equity shareholders of the Transferee Company, voting in person or by proxy or through remote e-voting as prescribed under section 230-232 read with the Rules thereunder.
17. As directed by the Hon'ble NCLT, Indore Bench, the Transferee Company shall serve notice of the Scheme, in accordance with the provisions of Section 230 of the Companies Act, 2013, along with all relevant documents, to all applicable statutory and regulatory authorities. Further, the said notice shall be sent to each of the Equity Shareholders of the Applicant Transferee Company in compliance with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by courier, registered post, speed post, hand delivery, or by email (to those Equity Shareholders whose email addresses are duly registered with the Applicant Transferee Company for the purpose of receiving such notices), at their respective last known addresses or email addresses as per the records of the Applicant Transferee Company, as applicable.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **11th March, 2026** (9:00 A.M. IST) and ends on 13th March, 2026 (5:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **07th August, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to

	<p>see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be</p>

Participants (DP)	redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@infobeans.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

**ANNEXURE TO NOTICE OF NCLT CONVENED MEETING OF THE EQUITY
SHAREHOLDERS**

Explanatory Statement under Sections 230(3), 232 and Section 102 of the Companies Act, 2013 read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions.

A Scheme of Amalgamation between *InfoBeans Cloudtech Limited ("the Applicant/ Transferor Company")* and *InfoBeans Technologies Limited ("the Applicant/ Transferee Company")* and their respective Shareholders, has been proposed and approved by the Board of Directors of the Applicant Companies at its meeting held on 01st May, 2025 and 02nd May, 2025 respectively. The other definitions contained in the Scheme of Amalgamation between the Transferor Company and the Transferee Company and their respective shareholders (herein after referred to as the "Scheme" or "Scheme of Amalgamation") will also apply to this statement under Sections 230(3), 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Explanatory Statement").

In terms of section 230-232 of the Companies Act, 2013 read with the other applicable provisions of the Companies Act, 2013 and provisions of the SEBI Circulars, the Company is required to seek approval of its shareholders for the purpose of approval of the Scheme of Amalgamation and accordingly this Notice is being issued along with the accompanying documents for approval of the resolution enumerated herein by way of E-voting and also voting at the venue of the meeting.

The Scheme of Amalgamation, if approved by the Equity Shareholders, shall be operative from the Appointed Date.

The details as required under rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 are as under: -

S. No	Particular	Details
1.	Details of the order of the Tribunal directing the calling, convening and conducting of the meeting	Order dated 02 nd February, 2026 in consonance with the directions already issued vide order dated 04 th November, 2025 by the National Company Law Tribunal, Indore Bench. Copy of which is attached as <u>ANNEXURE - 4.</u>

2.	Date of the Order	04 th November, 2025 & 02 nd February, 2026	
3.	Date, Time and Venue of the Meeting	Date: 14 th March, 2026 Day: Saturday Time: 11:00 AM Venue: Crystal IT Park, STP-I, Ring Road, Indore, Madhya Pradesh, India, 452001	
4.	Details of the company including:		
		InfoBeans Cloudtech Limited (“Transferor Company”)	InfoBeans Technologies Limited (“Transferee Company”)
	Corporate Identification Number (CIN) or Global Location Number (GLN) of the Company,	U72900MP2010PLC069518	L72200MP2011PLC025622
	Permanent Account Number (PAN)	AACCE5434H	AACCI5864K
	Name of the company	InfoBeans Cloudtech Limited	InfoBeans Technologies Limited
	Date of incorporation	14/10/2010	18/03/2011
	Type of the company (whether public or private or one-person company)	Public Company	Public Company
	Registered office address and e-mail address;	Office Number 525, 5th Floor, Rafael Tower, 8/2, Old Palasia, Indore Manorama Ganj, Madhya Pradesh, India, 452018. icl.finance@infobeans.com	Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Madhya Pradesh, India, 452001. avinash.sethi@infobeans.com

	<p>Details of change of name, registered office and objects of the company during the last five years</p>	<p>The name of the Transferor Company was changed from <u>"Eternus Solutions Private Limited" to "InfoBeans Cloudtech Private Limited"</u> and a fresh certificate of Incorporation consequent upon change of name was issued on 1st August, 2022.</p> <p>Thereafter, changed from <u>"InfoBeans Cloudtech Private Limited" to "InfoBeans Cloudtech Limited"</u> and a fresh certificate of Incorporation consequent upon change of name was issued on 16th August, 2022.</p>	<p>The name of the Transferee Company was changed from <u>"InfoBeans Software Solutions Private Limited" to "InfoBeans Systems India Private Limited"</u> and a fresh certificate of Incorporation consequent upon change of name was issued on 07th December, 2012.</p> <p>The name of the Transferee Company was further changed from <u>"InfoBeans Systems India Private Limited" to "InfoBeans Technologies Private Limited"</u> and a fresh certificate of Incorporation consequent upon change of name was issued on 03rd March, 2015.</p> <p>The name of the Transferee Company was later changed from <u>"InfoBeans Technologies Private Limited" to "InfoBeans Technologies Limited"</u> and a fresh certificate of Incorporation consequent upon change of name was issued on 03rd March, 2015</p>
	<p>Name of the stock exchange (s) where securities of the company are listed, if applicable;</p>	<p>-</p>	<p>BSE Limited (BSE)</p> <p>National Stock Exchange of India Limited (NSE)</p>

	<p><u>Summary of main object as per the memorandum of association and main business carried on by the transferor company:</u></p> <p>1. To carry out the business of providing software consultancy services in the field of CRM, ERP, custom development, cloud computing technologies, Mobility, AI/ML, Digital transformation, blockchain technologies, testing and application development in all software services.</p> <p><u>Summary of main object as per the memorandum of association; and main business carried on by the transferee company:</u></p> <p>1. To engage in India or elsewhere with or without collaboration in the business and activities of developers, designers, manufacturers, producers, processors, buyers, sellers, resellers, importers, exporters, traders, distributors, suppliers, in software, hardware, E-commerce, internet, E-business, ERP, computers and peripherals, telecommunication, media, information bank, technology transfer, technology development, technology patent, and electronic and communication system, or in the field of all types of industries and business activities, and to promote, encourage, establish, develop, maintain, organize, undertake, manage, operate, conduct and run, to act as franchisee or to appoint franchisee or sub-franchisee in India or abroad, for software development/consultancy, website development/consultancy, software/hardware research and development, computer software & hardware training centers, data processing centers, computer coaching classes, computer consultancy, manpower consultancy, business & other allied activities for all sorts of services relating to computer, its maintenance, repairs, programs & operations, and to establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and other technological, social or other services, and to carry on the business as buyers, sellers and dealers in all types of electronic components and equipment necessary for attaining the above objects.</p> <p>2. To carry on the business of, to purchase and sell advertising time or space at any Internet, Web, television center, Radio station or in India or abroad of any other kind of media currently in vogue or may be in vogue at any time like, newspaper advertising, video consultancy, space booking, Video Conferencing, creative support, contracting, and other activities related to advertising agencies, publisher, internet, ecommerce and video-industry and to carry on the business as buy, sell, hire, lease, sponsor, sponsor, trade or otherwise deal in commercial programming/broadcasting through satellite network channels, cable, and other media and equipment.</p>
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Details of the capital structure of the Transferor Company including authorized, issued, subscribed and paid-up share capital as on 31st March, 2025:

Particular	Amount in Rs
Authorised Share Capital	
11,65,000 Equity Shares of Rs. 10/- each	1,16,50,000
2,35,000 Preference Shares of Rs.10/- each	23,50,000
Total	1,40,00,000
Issued, Subscribed and Paid-up Share Capital	
8,00,256 Equity Shares of Rs. 10/- each	80,02,560

Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid-up share capital as on 31st March, 2025:

Particular	Amount in Rs
Authorised Share Capital	
2,50,00,000 Equity Shares of Rs. 10/- each	25,00,00,000
Total	25,00,00,000
Issued, Subscribed and Paid-up Share Capital	
2,43,68,830 Equity Shares of Rs. 10/- each fully paid	24,36,88,300
Total	24,36,88,300

Name of the promoters and directors along with their addresses of Transferor Company:

Board of Directors of Transferor Company			
Sr. No.	Name of Director	DIN	Address
1	Avinash Sethi	01548292	57, Ananda colony, Radisson Square, Mr-10 Ring Road Junction, Indore 452010, Madhya Pradesh
2	Mitesh Bohra	01567885	504 Yashraj Residency, 10/1 Manoramaganj, Indore - 452001 Madhya Pradesh-
3	Siddharth Sethi	01548305	23, Silver Enclave, 11/2 Old Palasiya, Indore, 5452001 Madhya Pradesh
4	Sumer Bahadur Singh	07514667	The Kila, Lalpur Rupnagar, Rupnagar, 140117 Punjab

Promoter of the Transferor Company			
Sr. No.	Name of Promoter	PAN	Address
1	InfoBeans Technologies Limited (CIN: L72200MP2011PLC025622)	AACCI5864K	Crystal IT Park, STP-I, 2 nd Floor, Ring Road, Indore, Madhya Pradesh, 452001.
Name of the promoters and directors along with their addresses of the Transferee Company:			
Board of Directors of the Transferee Company			
Sr. No.	Name of Director	DIN	Address
1	Avinash Sethi	01548292	57, Ananda colony, Radisson Square, Mr-10 Ring Road Junction, Indore 452010, Madhya Pradesh
2	Mitesh Bohra	01567885	504 Yashraj Residency, 10/1 Manoramaganj, Indore - 452001 Madhya Pradesh-
3	Siddharth Sethi	01548305	23, Silver Enclave, 11/2 Old Palasiya, Indore, 452001 Madhya Pradesh
4	Sumer Bahadur Singh	07514667	The Kila, Lalpur Rupnagar, Rupnagar, 140117 Punjab
5	Shilpa Saboo	06454413	110, Retreat, Radisson Irvine CA, US
6	Mayuri Mukherjee	10117888	House No-804 Karnak, Teh Nile, Sohna road, Sector-49, Nirvana, Gurgaon, 122018 Haryana
7	Opal Gay Perry	10932638	1009 N Waterway Dr, Fort Myers, FL 33919-5921, United States,

	Promoters of the Transferee Company			
	Sr. No.	Name	PAN	Address
	1	Avinash Sethi	AEXPS7740G	57, Ananda colony, Radisson Square, Mr-10 Ring Road Junction, Indore 452010, Madhya Pradesh
	2	Mitesh Bohra	AIUPB1580E	504 Yashraj Residency, 10/1 Manoramaganj, Indore - 452001 Madhya Pradesh-
	3	Siddharth Sethi	AVGPS0623L	23, Silver Enclave, 11/2 Old Palasiya, Indore, 452001 Madhya Pradesh
5.	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies		Not applicable	
6.	The date of the Board meeting at which the scheme was approved by the Board of directors of InfoBeans Cloudtech Limited ("the Applicant/Transferor Company") including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/participate on such resolution.		Date of Board Meeting: 01 st May, 2025 Name of the directors who voted in favour: Mr. Avinash Sethi, Mr. Mitesh Bohra, Mr. Siddharth Sethi, Mr. Sumer Bahadur Singh Name of the directors who voted against the resolution: NIL Name of the directors who did not vote/participate on such resolution: NIL	
7.	The date of the Board meeting at which the scheme was approved by the Board of directors of InfoBeans Technologies Limited ("the Applicant/Transferee Company") including the name of the directors who voted in favour of the		Date of Board Meeting: 02 nd May, 2025. Name of the directors who voted in favour: Mr. Avinash Sethi, Mr. Mitesh Bohra, Mr. Siddharth Sethi, Mr. Sumer Bahadur Singh, Ms. Shilpa Saboo, Ms. Mayuri Mukherjee, Ms. Opal Gay Perry	

	resolution, who voted against the resolution and who did not vote/ participate on such resolution.	<p>Name of the directors who voted against the resolution: NIL</p> <p>Name of the directors who did not vote/ participate on such resolution: NIL</p>
8.	Explanatory statement disclosing details of the scheme of compromise or arrangement including	
	Parties involved in such compromise or arrangement;	Amalgamation between <i>InfoBeans Cloudtech Limited ("the Applicant/Transferor Company")</i> and <i>InfoBeans Technologies Limited ("the Applicant/Transferee Company")</i> and their respective Shareholders
	In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	<p>"Appointed Date" means April 01, 2025 or such other date as may be fixed or approved by the National Company Law Tribunal (NCLT), Indore Bench or any other competent authority.</p> <p>"Effective Date" means the date on which the certified copy of the order of NCLT (as defined hereinafter), sanctioning this Scheme of Amalgamation is filed by the Transferor Company and Transferee Company with the Registrar of Companies, Gwalior</p> <p>Since the Transferor Company is a wholly-owned subsidiary of the Transferee Company, no consideration shall be payable and no shares shall be issued by the Transferee Company pursuant to the Scheme of Amalgamation. Upon amalgamation, the existing shareholding of the Transferee Company in the Transferor Company shall stand automatically cancelled and extinguished, without any further act or deed.</p>
	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that	As the Transferor Company is a wholly-owned subsidiary (WOS) of the Transferee Company and the entire equity share capital of the Transferor Company is held by the Transferee Company, no new shares shall be issued and no cash consideration shall be paid pursuant to the Scheme of Amalgamation. Accordingly, a valuation report is also not required.

	the valuation reports is available for inspection at the registered office of the company;	
	Details of capital/debt restructuring, if any;	Not applicable
	Rationale for the compromise or arrangement;	<p>a) Amalgamation will provide synergies by strengthening the operational capabilities and streamline operations which will result in efficiency of management and maximization of value for all the stakeholders;</p> <p>b) Pooling and more efficient utilization of the resources, leading to optimum use of infrastructure, cost reduction and efficiency; and</p> <p>c) Ensuring a streamlined group structure by reducing the number of legal entities in the group, reducing the administrative hassles and multiplicity of inter-alia, legal and regulatory compliances required at present.</p>
	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	The proposed Scheme of Compromise/Arrangement does not confer any distinct or separate benefit to the Company, its members, creditors, or other stakeholders, as the Scheme involves amalgamation of a wholly-owned subsidiary with its holding company and is primarily undertaken for administrative and structural consolidation purposes.

	Amount due to unsecured creditors.	Rs. 3,86,280/-	
9.	disclosure about the effect of the compromise or arrangement on- (a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employee of the company	There is no impact of the proposed compromise or arrangement on the following of both the Transferor and Transferee Companies- (a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employee of the company	
10.	Disclosure about effect of compromise or arrangement on material interests or directors, Key Managerial Personnel (KMP) and debenture trustee.	No Interest except to the extent of their respective shareholding	

The following documents will be open for inspection by the members of the Transferee Company on all working days except Sundays and public holidays between 10:00 A.M. to 1:00 P.M. upto 14th day of March, 2026 at its registered office and also available on the website of the company at www.infobeans.com :

- a. Resolution passed by the Board of Directors of the Transferor and Transferee Company approving the Scheme of Amalgamation.
- b. Certified Copy of the Order of the National Company Law Tribunal, Indore Bench in the said Company Application directing the convening of the meeting of the Equity Shareholders of the Transferee Company.

- c. Memorandum and Articles of Association of Transferee Company and the Transferor Company.
- d. Audited Financial Statements of the Transferee Company and Transferor Company for the financial year ended 31st March, 2025.

The members are requested to consider and approve the resolution as set out in the accompanying Notice.

**BY THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH**

**Date: 09th February, 2026
Place: Indore (MP)**

**CA VIPUL KHANDELWAL
CHAIRPERSON
APPOINTED FOR INFOBEANS TECHNOLOGIES LTD**

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72200MP2011PLC025622

Name of the company: InfoBeans Technologies Limited

Registered office: : Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Indore, Madhya Pradesh, India, 452001

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of the above-named company holding _____equity shares of the Company, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at NCLT Convened Meeting Of The Equity Shareholders of the company, to be held on Saturday 14th March, 2026 at 11:00 A.M., at the registered office of the Company at Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Indore, Madhya Pradesh, India, 452001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution (business to be transacted)	Type of Resolution	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	TO CONSIDER, APPROVE AND IF THOUGHT FIT, MAY APPROVE WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION	As specified u/s 230(6) of the Companies Act, 2013		

Signed this day of

Signature of shareholder
Proxy holder(s)

Signature of

Notes:

THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING

APPOINTING A PROXY DOES NOT PREVENT A MEMBER FROM ATTENDING A MEETING IN PERSON IF HE/SHE SO DESIRES

Affix Rupee
Revenue
Stamp

(Signature across stamp)

ATTENDANCE SLIP

CIN: L72200MP2011PLC025622

Name of the company: InfoBeans Technologies Limited

Registered office: Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Indore, Madhya Pradesh, India, 452001

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE VENUE

Joint Shareholders may obtain additional attendance slips at the entrance.

Registered Folio No.

Name of the attending Member/proxy.....

No. of Shares held

I hereby accord my presence at the NCLT Convened Meeting of the Equity Shareholders of the company, held on Saturday 14th March 2026 at 11:00 A.M., at the registered office of the Company at Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Indore, Madhya Pradesh, India, 452001

Date:

Place:

SIGNATURE OF THE SHAREHOLDER OR PROXY

ROUTE MAP TO THE VENUE OF NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY OF THE MEMBER OF INFOBEANS TECHNOLOGIES LIMITED TO BE HELD ON SATURDAY, 14TH MARCH, 2026.

