InfoBeans
CREATING WOW!

Regd. Office :
Crystal IT Park,
STP-I, 2nd Floor,
Ring Road,
Indore - 452 001 (M.P.) India
T : +91 731 6702000

PUNE :
Unit 101-C, Level 1, Delta -1,
Giga Space IT Park,
Viman Nagar,
Pune - 411014 (M.H.), India
T : +91 20 67211838

Date: 14.05.2019

To
National Stock Exchange of India Limited
Listing and Compliance Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),Mumbai - 400051

NSE Symbol- INFOBEAN

**Subject: Submission of Notice of Postal Ballot and Calendar of Events**

Dear Sir/ Madam,

This is to inform you that the Company is conducting Postal ballot voting on resolution "MIGRATION TO MAIN BOARD OF NSE LIMITED."

The Company is also providing E-Voting facility to its shareholders to vote on resolution to be passed by way of postal ballot.

Now we are herewith submitting the notice of postal ballot and calendar of events.

Kindly take the same on your record.

**For InfoBeans Technologies Limited**

InfoBeans Technologies Limited INDORE

**Surbhi Jain**
**Company Secretary and Compliance Officer**
**M.NO: [A32127]**

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# NOTICE OF POSTAL BALLOT

**[Pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014]**

To
All Shareholders,
InfoBeans Technologies Limited

Notice is hereby given pursuant to Section 110 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof from time to time and for time being in force), that the draft resolutions appended herein below are proposed to be passed by the members through Postal Ballot/E-voting.

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section-102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members are requested to carefully read the instructions annexed thereto and submit the Postal ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer, at: Link Intime India Pvt Ltd, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400083 before 14th day of June, 2019 till 5.00 p.m. Kindly note that the Postal Ballot Form(s) received beyond the said date shall be treated as if reply from the member(s) has not been received.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management &Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is also providing remote e-voting facility to its members to exercise their votes by electronic voting system. Furthermore, the Company has engaged the services of Link Intime India Pvt Ltd to provide the E-voting facility. The instructions for e-voting are annexed to this notice. References to Postal Ballot in this Postal Ballot notice includes votes received electronically (e-voting).

Mr. Manish Maheshwari, Practicing Company Secretary having Membership No. 5174 and CP No. 3860 having office at Shalimar Corporate Centre, 301, Nath Mandir Rd, South Tukoganj, Indore, Madhya Pradesh 452001 has been appointed as the Scrutinizer at the meeting of the Board of Directors of the Company, who in the opinion of the Board can conduct the Postal ballot voting as well remote e-voting process in fair & transparent manner.

The Scrutinizer shall keep the Postal Ballot Form received back from the shareholders of the Company in his safe custody & after the receipt of assent or dissent of the shareholders in writing or by electronic means on or before 14th day of June, 2019, the Scrutinizer shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on 15th day of June, 2019.

InfoBeans Technologies Limited INDORE

The result will be announced by the Chairman of the Company on Saturday, the **15th day of June, 2019** at Company's Registered Office situated at Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore-452001.

The Resolutions, if approved, will be taken as passed effectively on the date of the declaration of result i.e. **15th day of June, 2019** & it will be placed on the website of the Company: www.infobeans.com and on the website of National Stock Exchange www.nseindia.com along with the Scrutinizer's Report.

The Notice along with Postal ballot Form has also been placed on the website: www.infobeans.com of the Company, on the website of National Stock Exchange www.nseindia.com and on Link Intime e-voting system link https://instavote.linkintime.co.in

**SPECIAL BUSINESS:**

**ITEM NO. 01**

**MIGRATION FROM EMERGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE Limited:**

To consider and, if thought fit, to pass with or without modification(s) as may deem fit the following, as a Special Resolution:

"**RESOLVED THAT** pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, and other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) consent of the shareholders be & is hereby accorded to migrate the company, currently listed on Emerge Platform of NSE Limited to Main Board of NSE Limited

**RESOLVED FURTHER THAT** Mr. Siddharth Sethi, Managing Director(DIN:01548305) and Mr. Avinash Sethi, Director(DIN:01548292) of the Company be and are hereby authorized severally/jointly to deal with any Government or Semi- government authorities or any other concerned intermediaries including but not limited to NSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized severally/jointly to all such acts, deeds and things as may be necessary to give effect to the above resolution."

By order of the Board
For InfoBeans Technologies Limited
Place: Indore
Date: 01/05/2019

InfoBeans Technologies Limited
INDORE

SURBHI JAIN
Company Secretary and Compliance Officer
M.NO: [A32127]

**Notes:**

1. Shareholders who have registered their e-mail IDs with Depository Participants (DPs) are being sent notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDS will receive physical notice of Postal Ballot along with Postal Ballot Form.

2. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.

3. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

4. Members who haven't received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to investor.relations@infobeans.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

5. A Member cannot exercise his / her vote through proxy on postal ballot.

6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 03rd day of May, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting through Postal Ballot. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.

7. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Friday, 14th June, 2019.

8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than not later than 5:00 P.M. on 14th day of June, 2019. Postal Ballot forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.

9. E-Voting will commence on 16th day of May, 2019 at 9:00 A.M. and will end on 14th day of June, 2019 at 5:00 P.M. E-Voting shall not be allowed beyond the said time and date.

10. In case of any query or grievance, members may contact the following:

    Ms. Surbhi Jain, Company Secretary and Compliance Officer, InfoBeans Technologies Limited, Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore 452001 at Telephone No. 0731-7162102 or at e-mail ID investor.relations@infobeans.com

InfoBeans Technologies Limited
INDORE

## Instructions for shareholders to vote electronically:

### ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIIPL)

1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
   a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
   b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
   c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
   If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

   Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

| | **For Shareholders holding shares in Demat Form or Physical Form** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).<br>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field. |
| DOB/ DOI | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Bank Account Number | Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.<br>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c). |

InfoBeans Technologies Limited INDORE

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
   Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

   Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

Infobeans Technologies Limited
INDORE

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

## ❖ General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**.

  They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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## EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

### ITEM NO.1

Our Company is currently listed on Emerge Platform of NSE Ltd with post issue face value capital of Rs. 24.02 crores. Our Company was listed on Emerge Platform of NSE Ltd on May 02, 2017. As per the requirement of NSE Circular dated March 10, 2014, the Company complies the requirement of Equity Share capital of more than Rs. 10 crores & continued listing of 2 years on Emerge Platform of NSE Ltd for migration purpose. The Board of Director are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy sufficient returns from on their investments. Hence, the Board of Directors of the Company in their meeting held on 01st day of May, 2019 decided to migrate from Emerge Platform to Main Board of NSE Ltd.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By Order of the Board
For InfoBeans Technologies Limited
Place: Indore
Date: 01/05/2019

InfoBeans Technologies Limited INDORE

SURBHI JAIN
Company Secretary and Compliance Officer
M.NO: [A32127]

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**CALENDER OF EVENTS**

**FOR SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT/E-VOTING FOR MIGRATION OF COMPANY FROM EMEMRGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE LIMITED**

| S.NO. | ITEMS | DATE |
|---|---|---|
| 1 | Date of Board Meeting | 01/05/2019 |
| 2 | Authorizing Company Secretary for issue of Notice of Postal Ballot | 01/05/2019 |
| 3 | Appointment of Scrutinizer | 01/05/2019 |
| 4 | Cut- off date for e-voting and postal ballot | 03/05/2019 |
| 5 | Printing and dispatch of Notice | 14/05/2019 |
| 6 | Sending of Notice of Postal Ballot to NSE | 14/05/2019 |
| 7 | Uploading of notice of postal ballot at Company Website | 14/05/2019 |
| 8 | Advertisement in Newspaper | 15/05/2019 |
| 9 | E-Voting commencement date & time | 16/05/2019<br>At 09:00 a.m. |
| 10 | E-Voting ending date and time and Last date of receiving Postal Ballot forms by Scrutinizer | 14/06/2019<br>At 05:00 p.m. |
| 11 | Report by Scrutinizer to Company | 15/06/2019 |
| 12 | Declaration of Result | 15/06/2019 |
| 13 | Uploading of result of Postal Ballot on the website of Stock Exchange & on Company's Website | 15/06/2019 |

**For InfoBeans Technologies Limited**

**Place: Indore**
**Date: 01/05/2019**

InfoBeans Technologies Limited, INDORE

**Surbhi Jain**
**Company Secretary & Compliance Officer**
**M. No. A32127**