

August 17th, 2018

To,

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Subject: Notice of Annual General Meeting (AGM)

Reference : SM – INFOBEAN

Dear Sir/Madam,

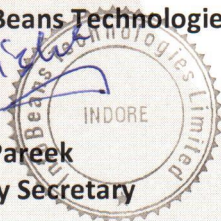
We enclose herewith copy of Notice of the 08th Annual General Meeting scheduled to be held on Monday 10th September, 2018.

Thanking you,

Yours sincerely,

For InfoBeans Technologies Limited


Nitisha Pareek
Company Secretary



Encl: As above

Notice

Notice is hereby given that the 08th Annual General Meeting of the members of InfoBeans Technologies Limited will be held on Monday, 10th September, 2018 at 4.00 P.M. at Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) 452001 to transact the following business:-

ORDINARY BUSINESS :-

Item No. 1- Adoption of Financial Statements :-

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, including the Audited Balance Sheet as on 31st March, 2018, the statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard pass the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31st, 2018 including Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss Account for the year ended on 31st March, 2018 and the Cash Flow Statement for the year ended on that date and together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.

Item No. 2 - Declaration of Dividend:-

To declare a final dividend at the rate of Re. 0.50 (Fifty Paise) per equity share capital of the company for the year ended 31st March 2018.

Item No.3-Appointment of Mr. Avinash Sethi as a Director:-

To appoint a Director in place of Mr. Avinash Sethi (DIN 01548292), who retires by rotation and being eligible offer himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT Mr. Avinash Sethi (DIN 01548292), who retires by rotation at this meeting and being eligible has offered himself for re-appointment be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:-

Item No. 4- Approval for FIIs/FPIs/QFIs/NRI (Repatriable) to invest in the equity of the Company upto 24% of the paid-up equity share capital of the Company from the present allowed limit of 10% of the paid-up equity share capital of the company.

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

“RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the SEBI (Foreign Portfolio Investors) Regulations, 2014 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being

in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, consent of the members of the Company be and is hereby accorded to permit Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), Qualified Foreign Investors (QFIs) and NRI (Repatriable) to acquire and hold on their own account and on behalf of each of their sub accounts to make investment in the equity shares of the company upto an aggregate limit of 24% (Twenty Four Percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI/QFI/ NRI (Repatriable) in its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned regulatory body or other authorities for matters connected therewith and delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Executive(s) of the Company.”

Item No. 5 - Reappointment of Mr. Siddharth Sethi as Managing Director of the Company:-

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

RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Siddharth Sethi (DIN: 01548305) as a Managing Director & Chief Executive Officer (designated as “Executive Director”) of the Company, to hold office for a term of 3 (three) consecutive years with effect from 05th March 2018, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the company shall not pay any sitting fee to Mr. Siddharth Sethi for attending the

meetings of the Board of Directors or any other meetings.

RESOLVED FURTHER THAT the remuneration payable to Mr. Siddharth Sethi, shall not exceed the overall ceiling limit of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of profits in any financial year, during the tenure of Mr. Siddharth Sethi as Managing Director & Chief Executive Officer, the monthly salary, allowances, perquisites and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and / or

remuneration as it may deem fit and as may be acceptable to Mr. Siddharth Sethi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard. in India.

*For and on behalf of Board of Directors of
InfoBeans Technologies Limited*

Nitisha Pareek
Company Secretary

Date : 13th August 2018
Place : Indore

NOTES:-

- a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 5 as stated above in annexed hereto.
- b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 'd) Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
- e) The Register of Members and Transfer Books of the Company will be closed from Monday 3rd September, 2018 to Monday 10th September, 2018 (Both days inclusive).
- f) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents Link Intime India Pvt. Ltd, C - 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083. Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.
- g) Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority..
- h) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and

number of shares held by them.

- i) The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
- j) The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode.
- k) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched to those members whose names shall appear on the Company's Register of Members on Monday, 03rd September, 2018; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by Central Depository Services (India) Limited & National securities depository Limited (NSDL) as beneficial owners on that date.

VOTING SYSTEM:-

- l) Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the poll process.
- m) A Member present in person or by Proxy shall, on a poll, have votes in proportion to his share in the paid up equity share capital of the company, subject to differential rights as to voting, if any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares. A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- n) Members may also note that the Notice of the 8th Annual General Meeting and the Annual Report for the FY 2017-18 will also be available on the Company's website for the purpose of downloading. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send request to the Company's investor email id: investor.relations@infobeans.com

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:-

1. Name of Director	Mr. Siddharth Sethi	Mr. Avinash Sethi
2. Date of Birth	13/02/1975	19/02/1972
3. Date of Appointment	18/03/2011	18/03/2011
4. Qualification/	Graduate in Electrical Engineering from SGSITS, Indore, India and an MBA from IIM, Indore.	Graduate in Electrical Engineering from SGSITS, Indore, India and an MBA from IIM, Indore.
5. Other Directorship held excluding Private Companies as on 31st March 2017-18	Nil	Nil
6. List of outside Directorship held in other Listed Cos	Nil	Nil
7. Chairman/Member of the Committee of Board of the Directors of the Company	Member-Corporate Social responsibility Committee	Member-Audit Committee Member-Stake holder's relationship Committee

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4&5 of the accompanying Notice:

ITEM No. 4

Approval for FIIs/FPIs/QFIs/NRI (Repatriable) to invest in the equity of the Company upto 24% of the paid-up equity share capital of the Company from the present allowed limit of 10% of the paid-up equity share capital of the company.

In accordance with the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 issued under the Foreign Exchange Management Act, 1999 investment in Equity shares by NRI (Repatriable) is limited to 24% of a company's paid-up Equity Share Capital.

In view of the likely issuance of securities in the international market and to improve the free float of the Company's scrip for purchase/trading by NRI's, it is proposed to raise the limit for investment by NRIs in the paid-up Equity Share Capital of the Company from 10% to 24%. It is needless to emphasize that such a proposal would be in the wider interest of the members.

The Resolution set out in Item no. 4 of the Notice would enable the NRI's to acquire shares of the Company within the revised ceiling under the Portfolio Investment Scheme of Reserve Bank of India (RBI).

Board of Directors, therefore, recommends the Resolution set out at item no. 4 of notice for the approval of members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding in the company.

ITEM No. 5

Mr. Siddharth Sethi (DIN : 01548305) is re-appointed as

Managing Director for a term of 3 years w.e.f. 05.03.2018 and his tenure will expire on March,04th 2021. Board feels that the services of Mr. Siddharth Sethi should be available for a further period of 3 (three) years with effect from 05th March,2018.

The Company has received consent in writing from Mr. Siddharth Sethi to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 08th Annual General Meeting, reappointed Mr. Siddharth Sethi as Managing Director of the Company at their meeting held on March 05, 2018.

The main terms and conditions of re-appointment of Mr. Siddharth Sethi, Managing Director are given below:

A. Term :

The term of Chairman & Managing Director is for a period of 3 (Three) years commencing w.e.f. 05th March, 2018 to 04th March, 2021.

a) Salary : Rs.5,85,000/- (Before Tax, PT and PF deduction) per month(Rupees Five lakh eighty five thousand only).

b) Perquisites& Allowances: The perquisites shall be valued as per Income Tax Rules, 1962However the amount of perquisites shall be restricted to annual salary. For this purpose, perquisites will be as follows:-

1. Term Insurance :Term Insurance premium for covering self.
2. Leave Travel Concession: As per the company policy.

c) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr.

Siddharth Sethi's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

d) Other Benefits : In addition to the perquisites, the Chairman & Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

1) Provident Fund : Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' provident fund and Miscellaneous Provisions Act, 1952.

2) Gratuity : As per the rules of the Company applicable to the Senior Executive.

Overall Remuneration

Subject to an overall limit of 5% of the net profit individually and 10% of the net profit collectively payable to the Chairman & Managing Director and Whole-time Director of the Company, as calculated in accordance with Section 197 and other applicable provisions read with Schedule V to the said Act, as may be for the time being in force.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of the appointees, the Company may pay them remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required.

The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act. The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actuals.

Sitting Fee

The appointees shall not so long as they act as Chairman & Managing Director of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination

Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving two calendar months' notice in writing in that

behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointees three months' salary as specified herein above under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

Service of Notice

Any notice to be given hereunder shall be sufficiently given or served in case of the appointees by being delivered either personally to them or left for them at their addresses last known to the Company or sent by registered post addressed to them at such address and in the case of the Company by being delivered at or sent by registered post addressed to its Registered Office; any such notice if so posted shall be deemed served on the day following that on which it was posted. In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act. In the event of loss or inadequate profits, the Company will obtain approval of Central Government for continuing the payment of Remuneration to the aforesaid appointees.

Memorandum of Interest

None of the Directors, Key managerial personnel and relatives of such persons except Mr. Siddharth Sethi is, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution. The Board accordingly recommends the Resolutions set out in item Nos. 5 of the accompanying Notice for members' approval by way of Special Resolution.

Inspection of documents

The draft of the proposed Agreements to be entered into between the Company and the appointees are available for inspection by the Members of the Company at its Registered Office, on any working day prior to the date of the meeting during 2.00 p.m to 4.00 p.m (with prior intimation) and will also be available at the meeting.

Abstract of Terms and Conditions

This should be treated as an abstract of the terms of appointment and memorandum of interest of the respective appointees as required under Section 190 of the Act. In terms of the Schedule V of the Companies Act, 2013 the following information is given to the shareholders:

Statement pursuant to the provisions of Part II section II (B)(iv) of Schedule V of Companies Act, 2013:

I. General Information:				
1. Nature of Industry		Information Technology		
2. Date of incorporation		2011		
3. Financial performance based on given indicators.				
Year ending 31st March	Sales	Operating Profit	Profit before Tax	Profit After Tax
2013-14	3,296.60	1044.38	943.94	913.57
2014-15	3,496.37	885.93	615.92	542.56
2015-16	6,155.52	1783.03	1518.45	1,342.27
2016-17	6,745.98	1499.06	1211.24	1263.02
2017-18	8,010.03	2167.96	1927.65	1692.21
4. Export Performance		FOB Value of Export for the year		
		2015-16 - Rs. 6,000.07		
		2016-17 - Rs. 6,612.32		
		2017-18 - Rs. 7,801.93		
5. Foreign investments or collaborators, if any		Company has three foreign wholly owned Subsidiary namely:-		
		a) InfoBeans INC ,USA		
		b) InfoBeans Technologies DMCC, UAE		
		c) InfoBeans Technologies GmbH, Europe		
II. Information about the appointee:				
a) Background details		He is a professional and currently the Chairman and Managing Director of the Company. He is a graduate in Electrical Engineering from SGSITS, Indore, India and an MBA from IIM, Indore and has over 22 years of experience.		
Past remuneration		The remuneration drawn by Mr. Siddharth Sethi during the past two years is as follows:		
b) Past remuneration		Year	Rs.	
		2015-16	53.94Lakhs.	
		2016-17	66.00 Lakhs.	
c) Recognition or awards		The appointee takes interest in the social and cultural activities.		
d) Job Profile and Suitability		Mr. Siddharth Sethi is Chairman and Managing Director of the Company. Devotes his whole time and attention to the business and management of affairs of the Company and carries out such duties as entrusted to him by the Board and exercises such powers as assigned to him from time to time by the Board subject to superintendence control and direction of the Board in connection with and in the best interest of the Company including the business of its associates and/or its subsidiaries. He is one of the Promoter of the Company. His job profile centers to provide vision, guidance and direction for long term growth of the Company.		
e) Remuneration Proposed		It is proposed to pay consolidated remuneration to Mr. Siddharth Sethi upto Rs. 70 lakhs per annum (Rupees Seventy Lakhs) per annum by way of Salary and perquisites, performance based rewards/ incentives etc.		
f) Comparative Remuneration Profile with respect to Industry, Size of Company, Profile of the position and person.		Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similar positioned businesses.		

g) Pecuniary relationship directly or indirectly with the company or relationship with the Managerial Personnel, if any.	Except salary and perquisites to be received from the Company by the appointee including their relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Mr. Siddharth Sethi do not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company.
III. Other Information	Not Applicable
Information pursuant of the Secretarial Standards on General Meetings (SS-2) regarding Director seeking appointment/ Re-appointment:-	
Mr. Siddharth Sethi	
Age	43 years
Qualifications	Graduate in Electrical Engineering from SGSITS, Indore, India and an MBA from IIM, Indore
Experience	17 years
Terms And Conditions of appointment or re-appointment	(i) Tenure of this appointment shall be three years with effect 05th March, 2018 to 04th March, 2021.
	(ii) The Managing Director of the Company is the whole time Director of the Company and shall not be liable to retire by rotation. The Managing Director would be employed on a whole time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case.
	(iii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act.
	(iv) Managing Director will cease to be Director on cessation of his employment with the Company.
	(v) The appointment shall be governed by section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder.
	(vi) The separation from this engagement could be effected by either side giving two months' notice.
Last drawn remuneration	Rs.66 Lakhs per annum
Date of first appointment on the Board	March 18th, 2011
No. of shares held	5891200 Shares
Relationship with Directors, Managers & KMP	Nil
Number of Board Meetings Attended during the year	7 (Seven)
Other Directorships	(i) InfoSignz Technologies Private Limited (ii) InfoBeans IT City Private Limited
Chairman/ Member of the Committees of the Boards of other Companies	Member- Corporate Social Responsibility Committee

ATTENDANCE SLIP

*DP ID									Regd. Folio No.	
*Client ID									No of Shares held	

Name of Member	
Address	

I/ We hereby record my/ our presence at the *08th Annual General Meeting* of the Company held on Monday, 10th September, 2018 at 4:00 P.M. at Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP)-452001

Name of Member / Representative / Proxy : _____

Signature of Member / Representative / Proxy : _____

* Applicable for investors holding shares in electronic form

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

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]

*DP ID									Regd. Folio No.	
*Client ID									No of Shares held	

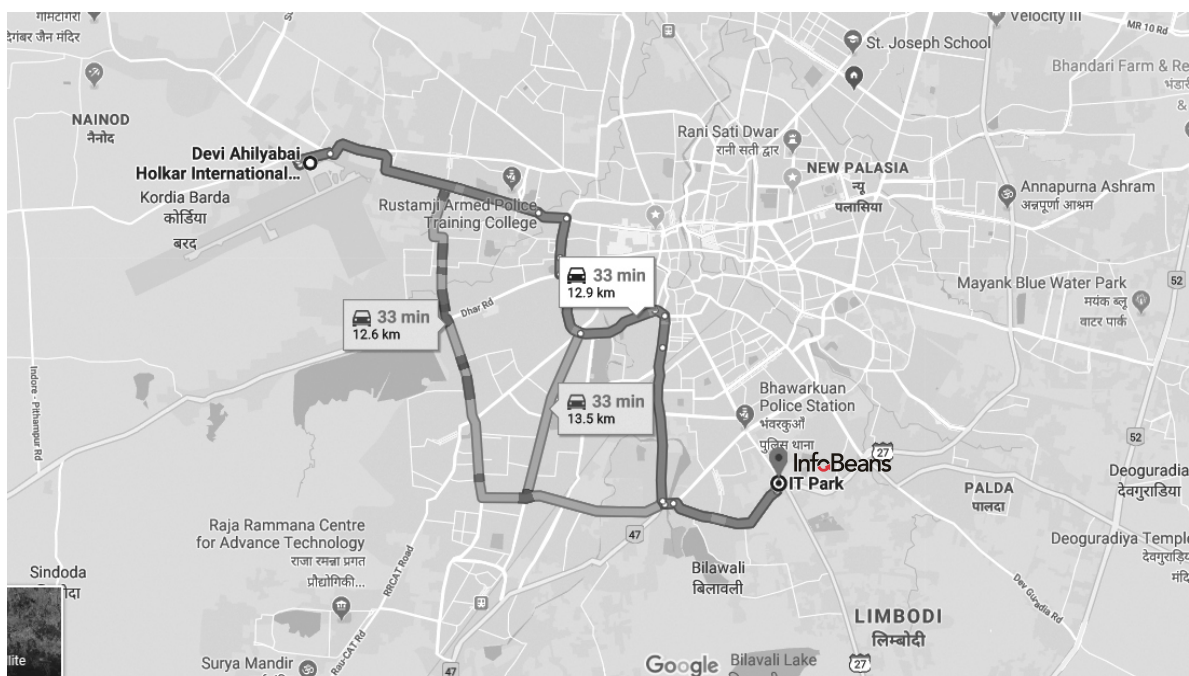
Name of Member	
Registered Address	

I/We, being the member(s) of.....shares of InfoBeans Technologies Limited, hereby appoint;

- 1) _____ of _____ having e-mail Id _____ Signature _____, or failing him
- 2) _____ of _____ having e-mail Id _____ Signature _____, or failing him
- 3) _____ of _____ having e-mail Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the *08th Annual General Meeting* of the Company held on Monday, 10th September, 2018 at 4:00 p.m. at Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) - 452001 and at any adjournment thereof in respect of resolutions as are indicated below:-

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



S.No.	Resolutions	For	Against
1.	Adoption of Financial Statements		
2.	Declaration of Dividend		
3.	Appointment of Mr. Avinash Sethi as a Director		
4.	Approval for FIIs/FPIs/QFIs/NRI (Repatriable) to invest in the equity of the Company upto 24% of the paid-up equity share capital of the Company from the present allowed limit of 10% of the paid-up equity share capital of the company.		
5.	Reappointment of Mr. Siddharth Sethi as Managing Director of the company		

Signed this _____ day of _____ 2018

Signature of Shareholder

Affix
Revenue
Stamp

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

NOTE:

- ▶ The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- ▶ A Proxy need not to be member of the Company.
- ▶ A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- ▶ This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- ▶ Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- ▶ In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- ▶ For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 08th Annual General Meeting.
- ▶ Please complete all details including detail of member(s) in above box before



CREATING WOW!

InfoBeans Technologies Limited

CIN: L72200MP2011PLC025622

Regd Off: Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) 452001

Website : www.infobeans.com; Email : investors.relations@infobeans.com

BALLOT FORM

Serial No* : Member's Registered Folio No./DP ID&Client ID

1. Name(s) of the Member(s) including joint Holder(s) : _____
If Any (IN BLOCK LETTERS)
2. Postal Address of the Member : _____
3. Registered Folio No. /DP ID & Client ID* : _____
(*Applicable to Investors Holding Shares in demat form)
4. Number of Share(s) held : _____

I/ We hereby exercise my/our vote in respect of the Resolutions set out in the Notice of the **8th Annual General Meeting** of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick (p) mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of Shares held	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1.	Adoption of Financial Statements	Ordinary			
2.	Declaration of Dividend	Ordinary			
3.	Appointment of Mr. Avinash Sethi as a Director	Ordinary			
4.	Approval for FIIs/FPIs/QFIs/NRI (Repatriable) to invest in the equity of the Company upto 24% of the paid-up equity share capital of the Company from the present allowed limit of 10% of the paid-up equity share capital of the company.	Special			
5.	Reappointment of Mr. Siddharth Sethi as Managing Director of the company being liable to retire by rotation	Special			

Place :

Date :

(Signature of the Member)



INSTRUCTIONS

1. This Ballot Form is provided for the benefit of members as pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the of the registered shareholder will also be accepted.
2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned ballot or incomplete ballot forms will be rejected.
5. For any queries related to Ballot Form or for request of Duplicate Form, you can send an email to compliance@infobeans.com.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the as on date i.e. 31st August, 2018.
7. In case of shares held by companies, trusts, societies etc. the duly filled in ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
8. In case of the ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the ballot form. In case a ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the ballot should accompany the ballot form.
9. Shareholders are requested not to send any other paper along with the ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the company and any extraneous paper found in such envelope would be destroyed by the company.