FINANCIAL EXPRESS

InfoBeans INFOBEANS TECHNOLOGIES LIMITED

CREATING WOW!

CIN:L72200MP2011PLC025622

Registered Office: Crystal IT Park, STP-I 2ndFloor, Ring Road, Indore-452 001 | Telephone: 0731- 7162102 | Email: compliance@infobeans.com | Contact Person: Ms.Surbhi Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF INFOBEANS TECHNOLOGIES LIMITED IN CONNECTION WITH THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined 7. hereinafter) of Equity Shares (as defined hereinafter) of Infobeans Technologies Limited("Company") through the tender offer process, pursuant to Regulation 7(i) and Schedule II along with other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER FOR BUYBACK NOT EXCEEDING 4,31,717 (FOUR LAKHS THIRTY ONE THOUSAND SEVEN HUNDRED AND SEVENTEEN) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (RUPEES TEN ONLY) ("EQUITY SHARES") AT A PRICE OF ₹ 232.00 (RUPEES TWO HUNDRED AND THIRTY TWO ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER METHOD FROM THE SHAREHOLDERS/BENEFICIAL OWNERS OF THE COMPANY.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that

DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

- Pursuant to the resolution passed by the board of directors of Infobeans Technologies Limited (the "Company") (the board of directors of the Company are hereinafter referred to as the "Board" or the "Board of Directors") on April 26, 2021 ("Board Resolution"), the Company hereby announces the buyback of not exceeding 4,31,717(Four Lakhs Thirty One Thousand Seven Hundred and Seventeen only) Equity Shares from the equity shareholders/beneficial owners of Equity Shares of the Company (the "Shareholders" or "Equity Shareholders") as on May 07, 2021 (the "Record Date"), on a proportionate basis, through the "tender offer" process, in accordance and in compliance with Article 25 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (the "Companies Act") and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended, the SEBI Buyback Regulations, and subject to approvals, permissions, sanctions as may be necessary and subject to any modifications and conditions, as may be prescribed by the Securities and Exchange board ("SEBI"), Registrar of Companies, Gwallor Madhya Pradesh ("ROC") and/or other appropriate authorities, which may be agreed to by the Board and/or any committee thereof, at a price of ₹ 232.00 (Rupees Two Hundred and Thirty Two only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding ₹10,01,58,344 (Rupees Ten Crores One Lakh Fifty Eight Thousand Three Hundred and Forty Four only) (the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback").
- 1.2 The Buyback Offer Size and the Buyback Offer Price do not include taxes payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz., brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"). 1.3 The Buyback Size is subject to receipt of approvals, permissions, exemptions and sanctions as may be
- necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities under applicable laws, including SEBI and National Stock Exchange of India Limited ("NSE") (NSE is hereinafter referred as the, "Stock Exchange") where the Equity Shares of the Company are listed and which may be agreed to by the Board and/or any committee thereof. 1.4 The Equity Shares are currently listed and traded on the Stock Exchange. The Buyback shall be undertaken
- on a proportionate basis from the Equity Shareholders of the Company as on the Record Date through the tender offer process prescribed under Regulation 4 (iv)(a) of the SEBI Buyback Regulations. The Buyback Offer Size represents 5.99% and 6.10% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financial statements of the Company as on March 31. 2021 on a standalone and consolidated basis respectively.
- 1.5 The Buyback is in accordance with the provisions of the Companies Act, Article 25 of the Articles of Association of the Company and subject to the provisions of the SEBI Buyback Regulations, and such other approvals, permissions as may be required from time to time from the Stock Exchanges and/or from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. issued by SEBI, which prescribes mechanism for acquisition of shares through stock exchange and in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020; the physical shareholders are allowed to tender their shares in the Buyback, as per the provisions of the SEBI Buyback Regulations (the "SEBI Circulars"). In this regard, the Company will request NSE to exclusively provide the acquisition window facilities for the Buyback.
- The Buyback will be met out of internal accruals, retained earnings, cash and bank balances and investments made by the Company. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- 1.7 The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.
- 1.8 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the promoter and promoter group of the Company (the "Promoter and Promoter Group") may change from its existing voting rights of 74.97% in the Company. The Promoter and Promoter Group of the Company is already in control over the Company and therefore such change in voting rights of the Promoter and Promoter Group pursuant to the Buyback will not result in any change in control over the Company. 1.9 A copy of this Public Announcement is available on the Company's website www.infobeans.com and is
- expected to be available on the websites of SEBI (www.sebi.gov.in) and NSE (www.nseindia.com) during the period of the Buyback.
- OBJECTIVE/ NECESSITY FOR THE BUYBACK The Buyback is being proposed by the Company to return surplus funds to the Shareholders, which are
- over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase the Shareholders' value and the Buyback would result in the following benefits, amongst other things: . Improving the return on equity, by reduction in the equity base, thereby leading to long term increase in
- Equity Shareholders' value. . Helping the Company to distribute surplus cash to its Equity Shareholders, broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.
- . Provides an option to the Equity Shareholders to either (i) participate or receive cash payments in lieu of
- Equity Shares to be accepted under the Buyback, or (ii) not participate and enjoy a resultant increase in their percentage shareholding in the Company, after the Buyback, without any additional investment. The Buyback, which is being implemented through the tender offer method as prescribed under the Buyback
- proposes to Buyback to Small Shareholders as per Regulation 2(i)(n) of the SEBI Buyback Regulations; The Buyback is not likely to cause any material impact on the profitability or earnings of the Company except a reduction in current investments.

Regulations and SEBI Circulars, would involve an allocation of 15% of the Equity Shares that the Company

- MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES
- In accordance with the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback
 - Size of ₹ 10.01.58.344 (Rupees Ten Crores One Lakh Fifty Eight Thousand Three Hundred and Forty Four only)excluding Transaction Costs, represents 5.99% and 6.10% of the aggregate of the Company's paid-up capital and free reserves as per the audited financial statements of the Company as on March 31, 2021 on a standalone and consolidated basis respectively, and it does not exceed 10,00% of the aggregate of the fully paid up share capital and free reserves of the Company as on March 31, 2021. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of a company in that financial year. Since the Company proposes to Buyback not exceeding 4,31,717 (Four Lakhs Thirty One Thousand Seven Hundred and Seventeen Only) Equity Shares representing 1.80% of the total number of Equity Shares in the total paid up equity share capital of the Company as at March 31, 2021, the same is within the aforesaid 25% limit.
- MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES OR OTHER SPECIFIED SECURITIES ARE PROPOSED BE BOUGHT BACK AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE
- The Equity Shares of the Company are proposed to be bought back at a Price of ₹ 232.00 (Rupees Two Hundred and Thirty Two only) per Equity Share.
- 4.2 The Buyback Price of ₹ 232.00 (Rupees Two Hundred and Thirty Two only) per Equity Share has been arrived at after considering various factors such as including, but not limited to, the trends in the volume weighted average prices of the Equity Shares of the Company on the Stock Exchanges, the net worth of the Company, price earnings ratio and impact on other financial parameters and the possible impact of Buyback on the earnings per share.
- 4.3 The Ruyback Price represents the following:

Sr. No.	Particulars	Price in ₹
	Offer Price	232.00
	Stock Exchange	NSE
1	3 Months Volume Weighted Average Price (VWAP) from the Date of Intimation of Board Meeting to Stock Exchanges w.r.t. Buyback* Premium/(Discount)	156.15 48.58%
2.	Closing Price as on Date of Intimation of Board Meeting Premium/(Discount)	Not Traded N.A
	52 Week High from the Date of Intimation of Board Meeting Premium/(Discount)	188.85 22.85 %
3	52 Week Low from the Date of Intimation of Board Meeting Premium/(Discount)	89.25 159.94 %
	Average of 52 Week High-Low Premium/(Discount)	139.05 66.85 %

*Date of Intimation of Board Meeting: April 25, 2021 4.4 Financial Parameters:

	w Ma	Darticulore	Standalone		Consolidated	
Sr. No.		Particulars	Pre Buyback	Post Buyback	Pre Buyback	Post Buyback
	1.	Earnings Per Share (in [])	14.15	14.41	15.34	15.62
Т	2	Daturn on Notworth (%)	10.00	25.10	20.25	24.00

4.5 The closing market price of the Equity Shares as on the Intimation Date (Not Traded)

MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK The Company proposes to Buy-back up to 4,31,717 Equity Shares of the Company, representing 1.80% of the total number of Equity Shares of the Company from the Equity Shareholders of the Company as on the

Record Date, for an amount not exceeding 10,01,58,344 (Rupees Ten Crores One Lakh Fifty Eight Thousand Three Hundred and Forty Four only). METHOD ADOPTED FOR BUYBACK

The Equity Shares will be bought back on a proportionate basis from all the Equity Shareholders through the "tender offer" method, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 12 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

- The aggregate shareholding of the (a) Promoter and Promoter Group of the Company ("Promoter and Promoter Group") and Persons in Control, (b) Directors of Companies which are a part of the Promoter and Promoter Group, and (c) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. April 26, 2020 are as follows:

DETAILS OF THE SHAREHOLDING AND TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY

Aggregate shareholding of the Promoter and Promoter Group and persons who are in control:

No.	Name of the Promoter	(No. of Equity Shares)	share capital
1.	Siddharth Sethi	60,01,200	24.99%
2.	Avinash Sethi	60,00,150	24.98%
3.	Shashikala Bohra	9,85,350	4.10%
4.	Rajendra Kumar Sethi	350	Negligible
5.	Sheela Sethi	350	Negligible
6.	Vibha Abhaykumar Jain	350	Negligible
7.	Mitesh Bohra	50,15,850	20.89%

- Aggregate shareholding of the Directors of Companies which are a part of the Promoter and Promoter Group: The Company does not have any Promoter which is Company or Corporate Entity.
- None of the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company except for the following:

Sr. No.	Name of the Promoter	Designation	Aggregate Shareholding (No of Shares)	Percentage of paid- up share capital
1.	Avinash Sethi	Director & CFO	60,00,150	24.98%
2.	Siddharth Sethi	Managing Director	60,00,200	24.99%
3.	Mitesh Bohra	Director	50,15,850	20.89%

- above for a period of six months preceding the Board Meeting Date, along with the minimum and maximum price at which such purchases and sales were made along with relevant dates: There is no sale/purchase of Equity Shares for the period of six months preceding the date of Board Meeting:
- INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK
- In terms of the SEBI Buyback Regulations, the promoters and persons in control have the option to participate in the Buyback. The Promoter and Promoter Group of the Company has expressed their intention to participate in the Buyback and they may tender up to a maximum number of Equity Shares as detailed

Sr. No.	Name of the Promoter and Promoter Group members	Maximum number of Equity Shares intended to be offered
1.	Avinash Sethi	1,20,000
2.	Siddharth Sethi	1,20,000
3.	Mitesh Bohra	1,00,300
4.	Shashikala Bohra	19,700
5.	Rajendra Kumar Sethi	7
6.	Sheela Sethi	7
7.	Vibha Abhaykumar Jain	7

and persons in control intend to tender are set-out below a) Avinash Sethi

Issue / Consideration

Transaction	Nature of Transaction	of Equity Shares	Value (in ₹)	Acquisition Price (₹)*	(Cash, other than cash etc.)
December 12, 2012	Pursuant to Scheme of Demerger	10,000	10.00	10.00	Cash
July 24, 2019	Open Market	1,10,000	10.00	68.26	Cash
	Total	1,20,000			/

Date of Allotment / Transaction	Nature of Transaction	of Equity Shares	Value (in ₹)	Acquisition Price (₹)*	(Cash, other than cash etc.)
December 12, 2012	Pursuant to Scheme of Demerger	10,000	10.00	10.00	Cash
July 29, 2019	Open Market	1,10,000	10.00	67.97	Cash
	Total	1,20,000			

Date of Allotment / Transaction	Nature of Transaction	of Equity Shares	Face Value (in ₹)	Issue / Acquisition Price (₹)*	(Cash, other than cash etc.)
July 25, 2019	Open Market Purchase	19,700	10	67.97	Cash
	Total	19,700	1		1 10.192001

d) Mitesh Bohra

Date of Allotment / Transaction	Nature of Transaction	Number of Equity Shares	Face Value (in ₹)	Issue / Acquisition Price (₹)*	(Cash, other than cash etc.)
December 12, 2012	Pursuant to Scheme of Demerger	49,440	10.00	10.00	Cash
March 15, 2013	Bonus	50,860	10.00	N.A	20
- 1	Total	1,00,300	100	77	

Date of Allotment / Transaction	Nature of Transaction	Number of Equity Shares	Face Value (in ₹)	Issue / Acquisition Price (₹)*	Consideration (Cash, other than cash etc.)
March 02, 2017	Bonus	7	10.00	N.A	-
	The second second	_	-		

f) Sheela Sethi

Date of Allotment / Transaction	Nature of Transaction	of Equity Shares	Face Value (in ₹)	Acquisition Price (₹)*	(Cash, other than cash etc.)
March 02, 2017	Bonus	7	10.00	N.A	-
	Total	7	2		

Date of Allotment / Transaction	Nature of Transaction	Number of Equity Shares	Face Value (in ₹)	Issue / Acquisition Price (₹)*	(Cash, other than cash etc.)
March 02, 2017	Bonus	7	10.00	N.A	(A
22 19	Total	7	32	F 75	

- except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share Capital of the Company post Buyback.
- Pursuant to the Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Promoter Group in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. Pursuant to the completion of the Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended. Any change in voting rights of the Promoter and Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company. **NO DEFAULTS**
 - There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or

banking company. 10. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and

- prospects of the Company and that they have formed the opinion: that immediately following the date of the Board Meeting (i.e., April 26, 2021), there are no grounds on
- which the Company can be found unable to pay its debts;
- that as regards the Company's prospects for the year immediately following the date of the Board Meeting. and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of
- Informing their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, each as amended (including prospective and contingent liabilities)
- REPORT BY THE COMPANY'S STATUTORY AUDITOR The text of the report dated April 26, 2021 received from Basant Jain & Co., Chartered Accountants (Firm's Registration No. 005128C), Statutory Auditor of the Company, addressed to the Board of Directors of the

The Board of Directors Infobeans Technologies Limited Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore-452 001

Dear Sirs,

Statutory Auditors' Report in respect of proposed buy back of equity shares by Infobeans Technologies Limited ('the Company') in terms of clause (xi) of Schedule I to Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"). This report is issued in accordance with the terms of our appointment letter dated April 26, 2021.

The Board of Directors of Infobeans Technologies Limited have approved a proposed buy-back of equity

68, 69 and 70 of the Companies Act, 2013 ('the Act') and the SEBI Buyback Regulations. We have been engaged by the Company to perform a reasonable assurance engagement on the statement of determination of the amount permissible capital payment (the "Statement"), which we have initialed for identification We have been requested by the Management of the Company to provide a report on the accompanying Statement of permissible capital payment ('Annexure A') as at March 31, 2021 (hereinafter referred together

shares by the Company at its meeting held on April 26, 2021 in pursuance of the provisions of Section

as the "Statement"). This Statement has been prepared by the management.

Management's Responsibility for the Statement The preparation of the Statement in accordance with Section 68(2) of the Companies Act, 2013 and the

- compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company
- and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Companies Act and the SEBI Buyback Regulations.

Auditor's Responsibility

Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable

- i. whether we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2021;
- whether the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone and consolidated financial statements in accordance with Section 68(2) of the Act; and Regulation 4(i) of Buyback Regulations; and
- iii. Whether the Board of Directors in their meeting dated April 26, 2021have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
- The standalone and consolidated financial statements of the Company for the year ended March 31, 2021 have been audited by us on which we issued an unmodified audit opinion vide our report []. Our audit of these standalone and consolidated financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone and consolidated financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1 Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- We have also obtained appropriate representations from the Company's management,

- 11. Based on inquiries conducted and our examination as above, and the information and explanation given to a) We have inquired into the state of affairs of the Company in relation to its audited standalone and
 - consolidated financial statements as at and for the year ended March 31, 2021; b) The amount of permissible capital payment (including securities premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2) of the Act and Regulations 4(i) of the Buyback Regulations.

The amounts of share capital and free reserves have been extracted from the audited standalone and

consolidated financial statements of the Company as at and for the year ended 31 March 2021; and c) The Board of Directors of the Company, in their meeting held on April 26, 2021 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated April 26, 2021.

Restriction on Use

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations. (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report. For Basant Jain & Co

ICAI Firm Registration No.: 005128C **Basant Jain**

ICAI UDIN: 21073966AAAADQ2857 Place: Indore Date: April 26, 2021.

Membership No.: 073966

Chartered Accountants

Annexure A

Statement of permissible capital payment Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the

requirements of Section 68(2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on audited standalone and consolidated financial statements as at March 31, 2021. (INR in Lakhs)

Particulars	from the latest audited standalone financial statements as at March 31, 2021	from the Latest audited consolidated financial statements as at March 31, 2021
Paid Up Equity Share Capital (X)	2,402.00	2,402.00
Free Reserves *	102986-100-1	5729030000 C
-General Reserve	252.60	255.18
-Security Premium	2,887.35	2,887.35
-Retained Earnings	11,190.42	10,874.74
Total Free Reserves (Y)	14,330.37	14,017.27
Total of Paid up Equity Share Capital and Free Reserves (X+Y)	16,732.37	16,419.27
Permissible capital payment towards buy back of equity shares in accordance with Section 68 (2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)	1,673.23	1,641.93
Amount approved by Board at its meeting held on April 26, 2021, approving the buy back, based on the audited financials for the year ended March 31, 2021	1,001.58	

* free reserves as defined in Section 2(43) of the Act read along with Explanation II provided in Section 68 of the Act.

Unquote 12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 12.1 As required under the SEBI Buyback Regulations, the Company has fixed May 07, 2021 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.
- 12.2 In due course, Eligible Shareholders will receive a Letter of Offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholders for participating in the
- 12.3 The Equity Shares proposed to be brought back by the Company, as a part of Buyback is divided into two reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing
 - more than ₹ 2,00,000 (Rupees Two Lakh only); and ii. the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.

price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not

- 12.4 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this
- 12.5 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholderwill be calculated based on the number of Equity Shares held by the respective Eligible Shareholderas on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholderbelongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholders will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the Tender Offer being in excess of the Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement.
- 12.6 After accepting the Equity Shares tendered on the basis of the entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by the Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.

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GDP contributing states or

another moratorium on loan repayment, the company was

confident of delivering its long

term guidance metrics in FY22.

sentation that the disruption

in the first quarter could be

reasonably mitigated in the

balance three quarters of FY22.

The company was watching

the situation closely and tak-

ing appropriate action to navi-

Bajaj Finance long term

guidance is to grow AUM in the

corridor of 25% to 27%, profit

growth in the corridor of 23%

to 24% and gross NPA in the

1.4% to 1.7% range with net

an accelerated write off in the

quarter of ₹1,530 crore due to

Covid related stress and advance-

ment of its write-off policy. After

this write-off, the company still

holds a management overlay and

macro provision of ₹840 crore

and was covered for loans losses

and provisions. The company

Thecompanysaidithaddone

NPA at 0.4% to 0.7%.

gate through this, Jain said.

Jain said at an investor pre-

12.7 lakh PACL investors get ₹438-cr refunds: Sebi

PRESS TRUST OF INDIA New Delhi, April 27

MORE THAN 12.7 lakh PACL investors with claims of up to ₹10,000 have received over ₹438 crore in refunds, markets regulator Sebi said on Tuesday.

The regulator had found that PACL, which had raised money from the public in the name of agriculture and real estate businesses, collected more than ₹60,000 crore through illegal collective investment schemes (CISs) over 18 years.

A panel headed by retired Justice RM Lodha had initiated the process of refunds in phases for investors, who had invested in PACL.

New norms for debt instruments rating

provisional ratings ('long term'or'short term') for debt instruments need to be prefixed as 'provisional' before the rating symbol in all communications — rating letter, press release and rating rationale, Sebi said in a circular.

"As on March 31, 2021, the statement. PRESS TRUST OF INDIA New Delhi, April 27

HDFC AMC Q4 PAT

rises 27% to ₹316 cr

HDFC ASSET MANAGE-MENT Company (AMC) on Tuesday reported a 26.52% growth in profit after tax (PAT) at ₹316.08 crore for the three months to March 2021.

In comparison, the company had posted a PAT of ₹249.83 crore in the same period a year ago, HDFC AMC said in a regulatory filing to the stock exchanges.

Total income rose by 21.34% to ₹545.57 crore from ₹449.62 crore in the same quarter of the preceding fiscal.

The board of directors have proposed a final divi-

dend of ₹34 per equity share (face value of ₹5 each) for the year ended March 31, 2021. This is subject to the approval of the shareholders at the ensuing annual general meeting.

FE BUREAU

Pune, April 27

crore. Interest income reversal

for the quarter was ₹298 crore

as compared to ₹122 crore in

Q4FY20. The firm's gross NPA

was higher at 1.79% compared

with 1.61% in Q4FY20 while

the net NPAwas at 0.75% com-

grew by 4% during Q4FY21. A

diversified business model had

enabled the company to revert to

pre-Covid levels of AUM, the

companysaid.Newloansbooked

(CIN: L85195TG1984PLC004393)

Registered office: Sanali Info park, A Block, Ground Floor,

Tel: +91-40-6761 1600; Website: www.neulandlabs.com

scheduled be held on Tuesday, May 11, 2021, inter-alia, to-

and year ended March 31, 2021.

31, 2021.

Place: Hyderabad

Date: April 27, 2021

i. consider and take on record the Audited Financial Results

8-2-120/113, Road No.2, Banjara Hills, Hyderabad-500034NEULAND

NOTICE

Pursuant to Regulation 29 of Securities Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations 2015, Notice is

hereby given that a meeting of the Board of Directors of the Company is

(standalone and consolidated) of the Company for the quarter

ii. recommend final dividend, if any, for the financial year ended March

Assets under management

pared to 0.65% in Q4FY20.

For the year ended March 2021, the company's profit after tax climbed to ₹1,325.76 crore from ₹1,262.41 crore in the preceding fiscal.

Total income increased to ₹2,201.74 crore from ₹2,143.43 crore in 2019-20.

The company's assets under management rose 12% to ₹4,15,600 crore as of end-March, compared to ₹3,69,800 crore in March 2020, giving it a market share of 12.9%.

BAJAJ FINANCE ON Tuesday reported a 42% year-on-year (YoY) rise in consolidated net profits for the quarter ended March to ₹1,347 crore on account of a drop in loan loss provisions to ₹1,231 crore as against ₹1,954 crore in Q4FY20. The NBFC's net interest income fell 0.5% to ₹4,659

> Rajeev Jain, MD of Baiai Finance, said, barring a national lockdown or extended lockdowns in three to four large GDP contributing states or another moratorium on loan repayment, the company was confident of delivering its long term

Bajaj Fin consolidated net jumps 42%

during the quarter was lower at 5.47 million as against 6.03 million in Q4FY20. Except auto company acquired 2.26 million finance, new loans origination across businesses had gone to

chise as of March 31,2021 stood at 48.57 million as against 42.60 lockdown or extended lockmillion as of March 2020. The downs in three to four large

new customers in Q4FY21 as compared to 1.85 m in Q4FY20. pre-Covid levels. Customer fran-Rajeev Jain, MD of Bajaj

For Neuland Laboratories Limited

guidance metrics in FY22

hadaliquiditybufferof₹16,485 crore as on March 31, 2021. Finance, said, barring a national COCHIN MINERALS AND RUTILE LTD. (100% E.O.U.) AN ISO 9001: 2015 COMPANY.

> Kerala, India. Ph: 0484-2626789 CIN: L24299KL1989PLC005452 NOTICE

meeting of the Board of

Regd. Office: P.B. No. 73, VIII/224,

Market Road, Aluva - 683 101,

Directors, which will, interalia, to consider and approve the the Audited Financial Results of the Company for the quarter and year ended 31st March, 2021 scheduled to be held on 4th May 2021 has been postponed due to lockdown in the containment zone

and the same is rescheduled to be held on Monday, May 24, 2021 at 11.30 A.M at the Registered Office of the Company at Aluva. P. Suresh Kumar

C.G.M (Finance) & April 27, 2021 Company Secretary

MARKETS REGULATOR Sebi on Tuesday came out with newframeworktostrengthen policies on provisional rating by credit rating agencies (CRAs) for debt instruments. Under the framework, all

committee has successfully effected refunds in respect of 12,70,849 eligible applica-

considered as provisional, and not final in cases where certain compliances that are crucial to the assignment of credit rating are yet to be complied with or certain documentations remain to be executed at the time of rating. These documents or

Further, a rating will be

compliances include execution of guaranteed deed, opening of escrow account and setting up of debt service reserve account. — PTI

tions (with claims up to ₹10,000) aggregating to ₹438.34 crore," Sebi said in a

TMB IPO likely by Nov with ₹1,000-1,300 cr issue

FE BUREAU Chennai, April 27

from fresh issue of shares. KV Rama Moorthy, MD & CEO of Tamilnad Mercantile Bank, told media persons through virtual mode on Tuesday that work had been progressing to file the paper with the Securities and Exchange

"We will be filing the draft

The bank posted 48%

ulatorwithin the next eight to 10

The bank would use the pro-

retail lending. The bank will leverage technology for business development and to NEULAND LABORATORIES LIMITED enhance delivery efficiencies of all banking services. The Tuticorin-based, old-

2021-22, Moorthy said there

would be increased thrust on

consistent CASA growth, credit

growth with specific focus on

economy bank, which is into its centenary year, on Tuesday posted 48% growth in its net profit for the fiscal ended March 31,2021, to ₹603 crore, owing to multiple factors such as lesser provisioning, increase in advances and revision of interest rates, among others. For FY21, the net interest

income (NII) has increased to ₹1.537.53 crore as against ₹1,319.51 crore, with a growth rate of 16.52%.

d) If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Shareholder. Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Indian Clearing Corporation Limited ("ICCL"). In case of custodian participant orders, excess Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian participant. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the

Sarada Bhamidipati

Company Secretary

by the Company are less than the Physical Shares tendered by the shareholder in the Buyback. e) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.

Registrar to the Buyback. The Company is authorized to split the share certificate and issue new

consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted

f) The settlements of fund obligation for Demat Shares and Physical Shares shall be affected as per the SEBI circulars and as prescribed by NSE and ICCL from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the ICCL and in case of Physical Shares, the ICCL will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.

g) The Shareholder Broker would issue contract note to the Company for the Equity Shares accepted under the Buyback. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

i) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

14. COMPLIANCE OFFICER

Ms. Surbhi Jain

Company Secretary Infobeans Technologies Limited

Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore-452 001

Telephone: 0731-7162102: Email: compliance@infobeans.com | Website: www.infobeans.com

Investors may contact the Compliance Officer for anyclarification or to address their grievances, if any, during officehours i.e. 10 a.m. to 5 p.m. Indian Standard Time on all workingdays except Saturday, Sunday and Public holidays INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any guery, the shareholders may contact to Link Intime India Private Limited, the Registrar and

Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. and 5.30 p.m. at the following address:

LINKIntime

Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),

Mumbai - 400083, Maharashtra, India

Telephone: +91 22 4918 6200 | Fax: +91-22-4918 6195 Email: infobeans.buyback@linkintime.co.in

Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058 MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:



Sarthi Capital Advisors Private Limited 401, 4th Floor, Manek Plaza, 167, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400 098 Telephone: +91 22 2652 8671/72 Contact Person: Mr. Deepak Sharmaa Email: advisor@sarthiwm.in Website: www.sarthiwm.in

SEBI Registration Number: INM000012011 17. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Infobeans Technologies Limited

Siddharth Sethi **Managing Director**

Avinash Sethi Director & CFO

Sd/-Surbhi Jain Company Secretary & Compliance Officer

Date: April 28, 2021

NAM India Q4 PAT at ₹167 cr

PRESS TRUST OF INDIA New Delhi, April 27

NIPPON LIFE INDIA Asset Management (NAM India) on Tuesday reported a profit after tax of ₹167 crore for the three months ended March 2021.

In comparison, the company had posted a profit after tax (PAT) of ₹4.13 crore in the same quarter preceding fiscal, NAM India said in a statement.

₹362 crore in the quarter under review from ₹149.56 crore in the year-ago period. NAM India is the asset manager of Nippon India

The total income rose to

Mutual Fund (NIMF). As of March 31,2021,NAM India's assets under management stood at ₹3,55,053

crore, including NIMF's assets of ₹2,28,586 crore.

For the year ended March 31, 2021, the company's PAT was ₹680 crore, an increase of 64% from the preceding fiscal, while the total income rose 19% to ₹1,419 crore.

The company announced its highest ever dividend of ₹8 per share for 2020-21.

"In FY21, we continued our journey towards strong profitable growth, and remain focused on long term returns, while expanding our investor base. I am very happy to state that NAM India recorded its highest-ever profit-driven by robust asset growth, and better-operating efficiencies," Sundeep Sikka, ED & CEO, NAM India, said.

12.7 In order to ensure that the same Eligible Shareholders with multiple demat accounts/folios do not receive

a higher entitlement under the Small Shareholder category, the Company proposes to club together the

PRIVATE SECTOR LENDER Tamilnad Mercantile Bank (TMB) is planning to raise ₹1,000 to 1,300 crore through its planned initial public offering (IPO), which is likely to hit the market by November. The bank, among the few still unlisted, will offer to sell shares by the existing investors apart

Board of India (Sebi).

prospectus with the market reg-

growth in net profit for the fiscal ended March 2021

weeks. Post-issue, the dilution will be about 10%. It might be a mix of offer for sale (OFS) and fresh issue of shares," he said.

ceeds to expand its branch network from the current 509 to 650. "During the current fiscal, it would add 66 branches and the rest in the next fiscal. Though TMB does not have required licences to open new branches as of now, it had already identified 28 locations to open branches and have done some spade work," he said.

On the strategies for the FY

 a) Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating the details of

Equity Shares they intend to tender under the Buyback, to their Seller Member.

wish to tender Equity Shares in the Buyback using the Acquisition Window of NSE. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited ("Clearing Corporation") by using the early pay-in mechanism as prescribed by NSE and the Clearing Corporation prior to placing the bid by the Seller

c) The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by NSE / Clearing Corporation. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for

d) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ('TRS') generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as bid ID number, application number, DP ID, client ID, number of Equity Shares

e) The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of

f) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.

13.11 Procedure to be followed by the shareholders holding Physical Shares

a) In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020; the physical shareholders are allowed to tender their shares in the Buyback. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

 b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card

c) Based on these documents, the concerned Shareholder Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Link Intime India Private Limited (at the address mentioned at paragraph 10 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Infobeans Technologies Limited Buyback 2021". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker in case of hand delivery.

e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as

 f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation. such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

13.12 METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

 a) The Company will transfer the funds pertaining to the Buyback to the Company's Broker bank account, who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing Corporation.

b) The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares

c) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to nonacceptance.

Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for

determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback (defined below) as per the shareholder records received from the depositories. 12.8 The Eligible Shareholders participation in Buyback is voluntary. The Eligible Shareholders can choose to participate, in part or in full, and get cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The

and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. 12.9 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional

Eligible Shareholders also have the option of tendering additional Shares (over and above their entitlement)

12.10 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedures laid down in the SEBI Buyback Regulations.

12.11 Detailed instructions for participation in the Buyback (Tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date and the Company shall comply with the SEBI circular No. SEBI/CIR/CFD/ DCR1/CIR/P/2020/83 on "Relaxations relating to procedural matters - Takeovers and Buy-back" dated May 14, 2020, read with SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, as applicable.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

13.1 The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders"). Additionally, the Buyback shall, subject to applicable laws, to be facilitated by tendering of Equity Shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.

13.2 The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing number SEBI/HO/CFD/ DIL1/CIR/P/2018/011 dated January 19, 2018 and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee authorized by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time

13.3 For the implementation of the Buyback, the Company has appointed [] as the registered broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the The contact details of the Company's Broker are as follows:

☆ Choice

Choice Equity Broking Private Limited Choice House, Shree Shakambhari Corporate Park, Plot No. 156-158, Near Cambridge

School, Chakravarti Ashok Society, J. B. Nagar, Andheri (E), Mumbai - 400099, Telephone: +91 22 6707 9999 Email: jeetender.joshi@choiceindia.com /Compliance@choiceindia.com

Contact Person: Mr. Jeetender Joshi Website: www.choicebroking.in

13.4 The Company will request NSE, being the exclusively designated stock exchange, to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by NSE from time to time. In the event the Stock Broker of any Eligible Shareholder is not registered with NSE as a trading member / stock broker, then that Eligible Shareholder can approach the Company Broker or any other NSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law).

13.5 At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker.

13.6 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window

as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. 13.7 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible

by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal

trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well

Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid. 13.8 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback, Multiple bids made by a single Eligible Shareholder for selling

Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. 13.9 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period

13.10 Procedure to be followed by shareholders holding Demat Shares:

b) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who

funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to

from the clearing and settlement mechanism of the NSE.

Place: Indore

financialexp.epap.in