



Manish Maheshwari

M. Com, LL.B., F.C.S.

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF INFOBEANS TECHNOLOGIES LIMITED
FOR THE YEAR ENDED MARCH 31, 2022**

To
The Board of Directors
INFOBEANS TECHNOLOGIES LIMITED
CIN: L72200MP2011PLC025622
2nd Floor, Crystal IT Park, Bhavarkua Road,
Indore - 452001.

Sir/Madam

We, M/s. M. Maheshwari & Associates, Company Secretaries, have examined:

- (a) The documents and records made available to us and explanation provided by **M/s InfoBeans Technologies Limited** ("the listed entity") and its management,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity www.infobeans.com
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2022

in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines, issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines, issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/returns under:

- a) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period, following are the details:

- a) The listed entity has majorly complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder **except** in respect of matters specified below:-

Sr. No	Compliance Requirement Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015. Delay in furnishing prior intimation about the meeting of the board of Directors.	No prior intimation of minimum 2 working days before considering Buyback.	The Company explained to NSE that the lapse was not a willful omission and it was purely unintentional and complied with the instruction of NSE to pay the penalty. The details of buyback were also informed in Board Meeting outcome letter dated 26 th April, 2021.
2	Regulation 42(2) / 42(3) / 42(4) of SEBI (LODR) Regulations, 2015 Delay in disclosure of record date/ dividend declaration or non-compliance with ensuring the prescribed time gap between two record dates/ book closure dates.	Non-compliance related to Record Date.	The Company explained to NSE that the lapse was purely unintentional and complied with the instruction of NSE to pay the penalty.



- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, etc	Observations/ remarks of the Practicing Company Secretary, if any
1.	National Stock Exchange	-No prior intimation of minimum 2 working days before considering Buyback under Regulation 29(2) / 29 (3) of SEBI (LODR) Regulations, 2015	NSE imposed a penalty of Rs.10,000/- on the Company.	The Company explained to NSE that the lapse was not a willful omission and it was purely unintentional and complied with the instruction of NSE to pay the penalty. The details of buyback were also informed in Board Meeting outcome letter dated 26 th April, 2021. The matter stands closed.
2.	National Stock Exchange	-Non-compliance related to Record Date under Regulation 42(2) / 42(3) / 42(4) of SEBI (LODR) Regulations, 2015	NSE imposed a penalty of Rs.10,000/- on the Company.	The Company explained to NSE that the lapse was purely unintentional and complied with the instruction of NSE to pay the penalty. The matter stands closed.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Applicable Financial Year	Observations in Secretarial Compliance Report of the year 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	FY 2020-21	There was 4 days' delay in uploading the Corporate Governance Report on NSE for the 1st Quarter for FY ended 2021.	NSE imposed a penalty of Rs.9440/- for the delay.	Though the non-compliance occurred due to accidental omission but the company complied with the NSE instruction to pay the Penalty. The matter stands closed.



Note

Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

For M. Maheshwari & Associates
Company Secretaries
Firms U.C.N. I2001MP213000



Manish Maheshwari

Manish Maheshwari
Proprietor
FCS-5174
CP-3860

Date : 27th May 2022
Place : Indore
UDIN : F005174D000410361