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

This Public Announcement ("Public Announcement" or "PA") is being made in relation to the Buyback of Equity Shares 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 read with Schedule I of the SEBI Buy-Back Regulations.

OFFER FOR BUYBACK UPTO 2,15,520 (TWO LAKHS FIFTEEN THOUSAND FIVE HUNDRED TWENTY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH (RUPEES TEN ONLY) ("EQUITY SHARES) AT A PRICE OF ₹464/- (RUPEES FOUR HUNDRED SIXTY FOUR ONLY) PER FULLY PAID UP EQUITY SHARE, FOR AN AGGREGATE AMOUNT OF UPTO ₹10,00,01,280 (RUPEES TEN CRORES ONE THOUSAND TWO HUNDRED EIGHTY ONLY) (THE "BUY-BACK SIZE" PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Using THE STOCK EXCHANGE MECHANISM.

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 column or row.

## 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

The Board of Directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on Thursday, May 15, 2025 ("Board Meeting"), pursuant to the provisions of Article 25 of Articles of Association of the Company of the Companies Act, 2013 and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management Rules") to the extent applicable, and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), and in compliance with the Buyback Regulations and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, consent and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board or any person authorised by the Board, approved the Buyback upto 2,15,520 (Two Lakhs Fifteen Thousand Five Hundred Twenty) fully paid up Equity Shares of face value of ₹10 each - (Rupee Ten only) representing up to 0.88% of the total number of outstanding Equity Share ("Buyback Price"), payable in cash for an aggregate amount of up to ₹10,00,01,280 (Rupees Ten Crores One Thousand Two Hundred Eighty Only) yeckluding Transaction Cost (defined below) ("Buyback Size"), which represents up to 3,72% of the fully paid-up equity share capital and free reserves (including securities premium) as per latest audited Standalone balance sheet of the Company for the financial year ended March 31, 2025 and up to 3,60% of the full Regulations from the shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. May 27, 2025 ("**Record Date**") ("**Eligible Shareholders**") ("**Buyback o** 

1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee may till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the

Since the Buyback size is less than 10% of the total paid up equity share capital and free reserve of the Company, based on the latest audited Standalone and Consolidated financial statements as on March 31, 2025, the approval from the shareholders is not required for the Buyback in terms of the Buyback Regulations and Companies Act.

The Description of the Standard Standar

Buyback Regulations and Companies Act.

1.4 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, filling fees, public announcement expenses, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs").

1.5 The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges").

Ine Equiry Sanaes are issels on the National Stock Exchange of India Limited ("NSE") and the
BSE Limited ("BSE") (hereinalter together referred to as the "Stock Exchanges")
 The Buyback shall be undertaken on a proportionate basis from the Eligible Shareholders of the
Company on the Record Date i.e. May 27, 2025 through the tender offer process prescribed under
Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to
applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and
settlement of the same through the stock exchange mechanism as specified by SEBI in its circular
bearing reference number CIPV CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the
circular SEBI/HO/CFD/IDCR-III/CIR/P/2021/615 dated August 13, 2021 and circular EBI/HO/CFD/
POD-2/PO/IR/203/35 dated March 08, 2023, including all amendments and statutory
modifications for the time being in force ("SEBI Circulars") or such mechanism as may be
applicable. In this regard, the Company will request NSE to provide the acquisition window for
facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the
National Stock Exchange of India Limited (NSE) will be the designated stock exchange.
 Participation in the Buyback by Biglisbe Shareholders will trigger tax on the consideration received
on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of
shares w.e.f. 01 October, 2024, shifting the tax liability in the hands of the shareholders (whether
resident or non-resident) and the Company is not required to pay tax on the distributed income. The
sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the
hands of shareholders.

resident or non-resident) and the Company is not required to pay tax on the distributed income. In sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carry forward and set off against capital gains as per the provisions of the ITA. The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders is the shareholder shall take place through the rest in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such nonresidents. Since the buyback of shares shall take place through the settlement mechanism of the stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders will explace.

In terms of the SEBI Buyback Regulations, under the tender offer route, the promoter and promoter group have an option to participate in the Buy Back. The promoter and promoter group and person acting in control vide their respective letters dated May 15, 2025 have expressed their intention not to participate in the proposed Buyback and depending on the response to the Buyback, the voting

Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter, Promoter Group and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter hareholding 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) of the Securities and exchange board of india quality Congactor and Discount Requisitions, 2015, as amended. Any change in voting rights of the Promoter, Promoter Group and Person in Control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

In controlover the Company.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required. n-resident shareholders.

1.11 A copy of this Public Announcement is available on the website of the Company at www.infobeans.com the website of the Manager to the Buyback www.sarthi.in and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively. 2 NECESSITY FOR THE BUYBACK

2. NECESSITY FOR THE BUYBACK
Share buyback is the acquisition by a company of its own shares. The Board is of the view that the proposed Buyback will help the Company achieve the following objectives (a) Optimize returns to shareholders; (b) Enhance overall shareholders value and (c) Optimizes the capital structure and enhance investor confidence. The above objectives will be achieved by returning part of surplus cash back to shareholders through the Buyback process. This may lead to reduction in outstanding Equity Shares, improvement in earnings per Equity Share and enhanced return on invested capital. The Buyback will be achieved the process. The Buyback will be achieved the process of the state of improvement in earnings per Equity Share and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Board at its meeting held on May 15, 2025 considered the accumulated free reserves as well as the cash liquidity reflected in the latest audited financial statements as on March 31, 2025 and considering these, the Board decided to allocate a sum of ₹10,00,01,280 (Rupees Ten Crores One Thousand Two Hundred Eighty Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback is being undertaken, inter-alia for the following reasons:

he Buyback is being undertaken for the following reasons

The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby, enhancing the overall return to shareholders; payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or

The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI. Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of ne Company's public shareholders, who would be classified as "Small Shareholders"

2.3 The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and

The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Bu and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) participate in the Buyback and get a resultant increase in their percentage shareholding Company post the Buyback, without additional investment.

MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED.

The maximum amount required for Buyback will not exceed ₹10,00,01,280(Rupees Ten Crores One Thousand Two Hundred Eighty Only) (excluding Transaction Costs).

Thousand Iwo Hundred Eighty Only) (excluding Transaction Costs).

3. The maximum amount mentioned aforesaid is 3,72% and 3,60% of the aggregate of the fully paid-up equity hare capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which does not exceed 10% of the aggregate of the total paid-up capital and free reserves of the Company as per latest audited standalone and consolidated financials of the Company as on March 31, 2025.

The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

The borrowed funds from banks and financial institutions, if any, will not be used for the purpose of

4. BUYBACK PRICE AT WHICH SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF DETERMINING THE BUY BACK PRICE

The Equity Shares of the Company are proposed to be bought back at the price of ₹464/- (Rupees Four Hundred Sixty Four only) per Equity Share. The Buyback Price has been arrived at after considering various factors including but not limited to the volume weighted average prices of the Equity Shares traded on BSE and NSE where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share.

The Buyback Price represents Premium of 52.93% and 52.98% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding May 12, 2025, being the date of Intimation to the Stock Exchanges regarding the Board Meeting date. (\*Intimation date\*)

Premium of 52.48% and 51.73% over the closing price of the Equity Shares on the BSE and the Premium of 29.54% and 29.00% over the closing price of the Equity Share on BSE and NSE, respectively, as on May 15, 2025 being the Board Meeting Date.

The closing market price of the Equity Shares as of the Intimation Date was, ₹304.30 and, ₹305.80 and as on the Board Meeting Date was, ₹358.20 and, ₹359.70 on the BSE and the NSE, respectively. 5. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy back up to 2,15,520 Equity Shares of face value of ₹10/- (Rupee Ten only each representing 0.88% of the total number of Equity Shares issued and paid-up equity share capital of the Company as per the latest audited financial statements as of March 31, 2025 or lesser, depending ermined by the Board/Buyback Committee

6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S GROUP, DIRECTORS. TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO

The aggregate shareholding of the (i) promoter and promoter group of the Company ("Promoters and Promoter Group") and persons in control, (ii) Directors of companies which are a part of the Promoter and Promoter Group, as on the date of the Board meeting i.e. Thursday, May 15, 2025 is given below.

i. Aggregate shareholding of the Promoters and Promoter Group as on the date of the

Sr. No.	Particulars	No. of Equity Shares	Percentage of paid-up share capital	
	A. Promoter			
1)	Siddharth Sethi	60,12,376	24.59%	
2)	Avinash Sethi	59,60,350	24.37%	
3)	Mitesh Bohra	16,12,650	6.59%	
	Total (A)	1,35,85,376	55.55%	
	B. Promoter Group			
1)	Priyansh Jain	17,00,000	6.95%	
2)	Prisha Jain	17,00,000	6.95%	
3)	Shashikala Bohra	9,91,950	4.06%	
4)	Manoj Abhaykumar Jain	11,000	0.04%	
5)	Shibha Abhay Jain	10,250	0.04%	
6)	Padmini Patni	10,020	0.04%	
7)	Abha Jain	10,000	0.04%	
8)	Arpana Vinnet Jain	10,000	0.04%	
9)	Ashish Sethi	10,000	0.04%	
10)	Rajmal Bohra	3,600	0.01%	
11)	Meghna Sethi	500	Negligible	
12)	Rajendra Kumar Sethi	350	Negligible	
13)	Sheela Sethi	350	Negligible	
14)	Vibha Abhyakumar Jain	350	Negligible	
	Total (B)	44,58,370	18.23%	
	Total (A+B)	1,80,43,746	73.78%	

## **InfoBeans**

## **InfoBeans Technologies Limited** CIN: L72200MP2011PLC025622

Registered Office: Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore-452 001 Telephone: +91 7317162000 Email: compliance@infobeans.com; Website: www.infobeans.com Contact Person: Ms. Surbhi Jain, Company Secretary and Compliance Officer

Aggregate shareholding of the Directors of the companies which are part of Promoters and

Designation

Managing Directo

Director & CFO

Avinash Sethi

Sr. No.	Particulars	No. of Equity Shares	Percentage of paid-up share capital
1)	Siddharth Sethi	60,12,376	24.59%
2)	Avinash Sethi	59,60,350	24.37%
3)	Mitesh Bohra	16,12,650	6.59%
	gregate shareholding of the Dir	ectors and Key Managerial Pers	sonnel of the Company as on

No. of Equity

59,60,350

24.37%

No Equity Shares or other specified securities in the Company were either purchased or soid by (a) the members of the Promoter & Promoter Group and persons who are in control of the Company; (b) the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter & Promoter Corup; and c(o) directors and key managerial personnel of the Company, during a period of 6(six) months preceding the date of the Board Meeting where the Buyback was approved and until the date of this Public Announcement, exceed as set out below:

Sr. No.	Name	Aggregate No. of Equity Shares Allotted/ Transferred	Nature of Transaction	Maximum price per Equity Share (₹)*	Date of Maximum Price	Minimum price per Equity Share (₹)*	Date of Minimum price per Equity Share
1.	Siddharth Sethi	4,776	Purchase	352.64	February 10, 2025	313.45	February 28, 2025
2.	Avinash Sethi	10,000	Purchase	356.38	February 07, 2025	316.79	March 05, 2025
3.	Manoj Jain	1,000	Purchase	308.10	March 17, 2025	308.10	March 17, 2025

7. INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

cluding Transaction Cost such as brokerage, STT etc

In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoters and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter, member of Promoter Group and person acting in control vide their respective letters dated May 15, 2025 have expressed their intention not to participate in the Buyback 8. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY:

e Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and spects of the Company and that they have formed the opinion:

ects of the Company and that they investment of the Doard Meeting (i.e., May 15, 2025), there are no grounds on which the Company can be found unable to pay its debts;

on which 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 the Board Meeting; and In forming 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).

CONFIRMATION FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE ACT

All Equity Shares of the Company are fully paid-up:

All Equity Shares of the Company are fully paid-up;
The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
The Company shall not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options/outstanding instruments into Equity Shares, from the date of Board Meeting till the expiry of the Buyback Period;
The Company, as per provisions of 24(l)(f) of Buyback Regulations, shall not raise further capital for a period of one year from the date of completion of payment to shareholders under this buyback except in discharge of its subsisting obligations;
The Company, as per provisions of Section 68(8) of the Companies Act 2013, shall not make a further issue of the same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months from completion of Buyback except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares; oreference shares or debentures into equity shares

The Company will not Buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

the pendency of the lock-in or till the Equity Shares become transterable; The Company shall not buy back its shares or other specified securities from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;

The maximum amount of the Buy-back i.e., \$10,00,01,280 (Rupees Ten Crores One Thousand Two Hundred Eighty Only)and does not exceed 10% of the aggregate of the fully paid-up Equity Share capital and free reserves (including securities premium account) of the Company as per the latest audited balance sheet as on March 31, 2025 on standalone and consolidated basis, whichever sets out a lower amount; The maximum number of Equity Shares proposed to be purchased under the Buy-back (up to 2,15,520 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2025;

ремо-чр Equity Griate capital of the Company as on March 31, 2025;
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, based on both standalone and consolidated financial statements of the Company, whichever sets out lower amount; as prescribed under Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;

The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period;

expiry of the Buyback-Period;
The Company has outstanding facilities with lenders. In accordance with Regulation 5(i)(c) and
Schedule I clause (xii) of the Buy-back Regulations, it is confirmed that there is no breach of any
covenants of the loans taken from all the lenders.

There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;

The Company will not withdraw the Buyback after the public announcement of the Buyback is made;

The Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchange: Consideration of the Equity Shares bought back by the Company will be paid only by way of cash.

The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and

The Company shall transfer from its free reserves or securities premium account and/ or sucl sources as may be permitted by law, a sum equal to the nominal value of the Equity Share purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;

the Companies Act and the SEBI Buyback Regulations;
As per Regulation 24(f)(e) of the SEBI Buyback Regulations, the promoters and members of
promoter group, and their associates shall not deal in the Equity Shares or other specified securities
of the Company either through the stock exchanges or off-market transactions (including inter-se
transfer of Equity Shares among the promoters and members of promoter group) from the date of
the Board Meeting till the closing of the Buyback offer;

10. REPORT BY THE COMPANY'S STATUTORY AUDITOR Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 88 and Section 70 of the Companies Act, 2013 and Clause (ki) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as

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

This Report is issued in accordance with the terms of our service scope letter dated May 12, 2025

and master engagement agreement dated July 25, 2022 with InfoBeans Technologies Lim hereinafter the "Company"). The proposal of the Company to buy back its equity shares in pursuance of the provisions of

n 68 and 70 of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of Securiti and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in the meeting held on May 15, 2025. The Company has prepared in "Annexure A" the "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" the "Statement").

The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance or an accounting and other leaves in supporting the 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 in the circumstances.

The Board of Directors is responsible to make a full inquiry into the affairs and prospects of the Company and to form an 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 that date. The Board of Directors is also responsible for ensuring that the Company complies with the requirements Act and SEBI Buyback

Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance: Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2025.

Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;

Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations;

whether the Board of Directors have formed the 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 that date.

The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued unmodified audit opinions vide our reports dated May 02, 2025. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act 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 ments are free of material misstate

Whether the manual statements are need in material instance. We conducted our examination of the Statement in accordance with the Guidance Note or Certificates for Special Purposes issued by the Institute of Chartered Accountants of Guidance Note requires that we comply with the ethical requirements of the Code of El by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality (SQC) 1. Quality Control for Firms that Perform Audits and Reviews of Historical Fi

Use the Company taken as a whole. We have not performed an audit, the objective of this results of the expression of an opinion on the financial risults, specified elements, accounts or the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

A reasonable assurance expression that the purpose of the pur

A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement: We have inquired into the state of affairs of the Company in relation to the Statement and consolidated financial statements for the year ended March 31, 2025. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2025. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2025 including the unmodified audit opinions dated May 02, 2025;

Read the Articles of Association of the Company and noted the permissibility of buyback Traced the amounts of paid up share capital, retained earnings and general reserves as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended

Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the

Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company will not, having regard to the state of affairs, be rendered insolvent within a period of one year from that date.

Based on our examination as above, and the information and explanations given to us.

we report that:
We have inquired into the state of affairs of the Company in relation to its audited standalone and
consolidated financial statements for year ended March 31, 2025.
The amount of permissible capital payment for proposed buyback of the equity shares as included
in the Statement has been properly determined in accordance with the provisions of Section
68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;

(iii) The Board of Directors have formed the opinion as specified in clause (x) of Schedule I of 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 that date.

striction on Use

The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the public announcement to be made to the Shareholders of the Company, (b) in the draft letter of offer and letter of offer to be filled with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities (pendistry Limited and the Central Depository Securities (India) Limited, and should not be used by any other person or 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 other own or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

\*\*SRBC&COLLP\*\*

For SRBC&COLLP

Chartered Accountants ICAI Firm Registration Number: 324982E/E300003

per Mustafa Saleem, Partner Membership Number: 136969 UDIN: 25136969BMNSYC1530 Place of Signature: Pune, Date: May 17, 2025

Annexure A

Statement of the amount of permissible capital payment for proposed buyback of equity shares ("the Statement") in accordance with Section 68 (2) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"), based on the audited standalone financial statements and

	(₹ in lakhs)		
Standalone	Consolidated		
2,437	2,437		
3,481	3,481		
253	255		
24,173	25,101		
27,907	28,837		
30,344	31,274		
7,586	7,819		
1,000			
	2,437 3,481 253 24,173 <b>27,907</b> <b>30,344</b> 7,586		

 $^*$ The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2025. #Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Companies Act, 2013, as amended.

For and on behalf of Board of Directors of InfoBeans Technologies Limited, CIN: L72200MP2011PLC025622

Sd/-Mr. Avinash Sethi Director & Chief Financial Officer Date: May 17, 2025

In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of Buyback Regulations, the Company shall not undertake the Buyback unless it has obtained prior consent of its lenders. The Company has obtained required approvals pursuant to provisions of its facilities with the lenders.

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

RECORD DATE AND SHAREHOLDER ENTITLEMENT

As required under the Buyback Regulations, the Company has fixed Tuesday, May 27, 2025 as the record date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback (\*Record Date\*).

As per the Buyback (Regulations and such other circulators or notifications, as may be applicable, 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 Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback are required an effect the Buyback Regulations, the dispatch of the Letter of Offer will be through electronic mode only, within 2 (two) working days from the Record Date and if any Eligible Shareholder requires a physical copy of the Letter of Offer, a request to be sent to the Company or the Registrar to the Buyback and the same shall be provided.

The Equity Shares proposed to be bought back by the Company shall be divided into two

The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (i) reserved category for Small Shareholders (defined below) and (ii) the general category for all other Eligible Shareholders.

As defined in Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" is a As defined in Regulation 2(I)(II) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Sharee having market value, on the basis of closing price of sharer on the Stock Exchanges, on which the highest trading volume in respect of the Equity Shares or the Record Date was recorded, of not more than \$2,00,000 - (Indian Rupees Two Lakh only ("Small Shareholder"). For the purpose of classification of a shareholder, as a "Small Shareholder", multiple demat accounts having the same permanent account number ("PAN"), if case of securities held in the demat form are to be clubbed together.

n accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

for the Small Shareholders as part of this Buyback.

Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Equity Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback. In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same

In accordance with Negulation 9(x) of the Buyback Negulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (i.e., 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. In case of physical shareholders, where the sequence of PANs is dentical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders is the COMPANY of the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders. will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the join holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, prension funds' trusts, 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 and transfer agent ("RTA") as per the shareholder records received from he depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares assumed to be held on behalf of clients.

After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be

After accepting the Equity Shares tendered on the basis of 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 Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the

The participation of the Eliqible Shareholders in the Buyback is voluntary. Eliqible Shareholders in the Buyback is voluntary. Shareholders, if any

12.10 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple de accounts, the tender through a demat account cannot exceed the number of equity shares held i

12.11 The Equity Shares tendered as per the entitlement by Fligible Shareholders as well as additional 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 procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement of the tenders under the Buyback will be done using the mechanism notified by the SEBI Circulars.

12.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent to the Eligible Shareholders.

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 are holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on ord Date are holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders")

shareholders are referred as the "Eligible Shareholders").

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 and Circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI Circular CFD/POD-2/PCIR/CIR/2023/35 dated March 8, 2023 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 Executive 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 to time.

permitted by law from time to time.

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

Name: Choice Equity Broking Private Limited SEBI Read No.: INZ00016013

Address: Choice House, Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai-400099 Tel No.: 022-67079832; Fax: 022-67079999; Contact Person: Mr. Jeetender Joshi 13.4 The Company shall request NSE to provide a separate window (the "Acquisition Window") to An indexing a rise in equest. Note to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purpose of this Buyback, NSE would be the Designated Stock Exchange ("Designated Stock Exchange"). The details of the Acquisition Window will be as specified by NSF from time to time.

13.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Stock Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

also process the orders received from the Eligible Shareholders.

In the event Stock Broker(s) of Eligible Shareholder is not registered with NSE as a trading member stockbroker, then that Eligible Shareholders can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the NSE registered stock broker after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to stock proken in Compinalities with application safety, in class the Eligible Strainholders and unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company S

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

The cumulative quantity tendered shall be made available on the website of National Stoc Exchange of India Limited (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

13.9 Further, The Company will not accept Equity Shares tendered for the Buyback which under restraint order of the court for transfer/ sale and/or title in respect of which is otherwise under the court for transfer or the court for the court for the court for the court for transfer or the court for the court for the court for the court for transfer or the court for the court for transfer or the court for dispute or where loss of share certificates has been notified to the Company and the duplicat share certificates have not been issued either due to such request being under process as per the

13.10 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999, RBI and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible 13.11 Procedure to be followed by shareholders holding Demat Shares

Eligible Shareholders holding equity shares in Demat forms who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender

The details of the settlement number under which the lien will be marked on the Equity Sharet tendered for the Buyback will be provided in a separate circular to be issued by NSE or the Clearing The lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. Details of such Equity Shares marked an in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporations. e) In case, the Eliqible Shareholder's demat account is held with one depository and clearing member in case, the Engliple shareholder's demait account is neto with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the Eligible Shareholder's demat account at source depository during the tendering period. Inter-peopository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Corporation / Clearing Member account at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e. transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation. target depository to the Clearing Corporation

f) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian shall either confirm or reject the orders not 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 confirmation.

g) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien market on Equity Shares and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.

System, the bid by such English experts of the clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shares, in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such 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.

system, the bid by such Equity Shareholder shall be deemed to have been accepted.

The Eligible Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity share, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account. if any, will be returned to the respective custodian depository pool account

j) Eligible shareholders who have tendered their demat shares in the buyback shall also provide al relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to); (i) duly attested power. the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

13.12 Procedure to be followed by the shareholders holding Physical Shares

n accordance to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020. Shareholders holding securities in physical form are allowed to tender Equity Shares in the Buyback through tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations. The procedure is as follows:

Regulations. The procedure is as follows:

a) 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) the 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 attroyer, 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 identify card or passport.

b) Based on these documents, the concerned Shareholder Broker shall place an order/ bid on

documents: valid Aadhar card, voter identity card or passport.

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 folion on, certificate no., distinctive no., no. of equity c) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is require
to deliver the original share certificate(s) & documents (as mentioned above) along with TF

to deliver the original share cerrilicate(s) & occuments (as mentioned above) along with This 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. MUFG Intime India Private Limited (at the address mentioned at paragraph 16 below) or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "InfoBeans Technologies Limited-Buyback 2025". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder. Shareholder.

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 Equitations 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 'concerned bids' and displayed on the website of NSE.

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

tendering period of the Buyback

1) An unregistered shareholder holding physical shares may also tender Equity Shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

13.13 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (not louding erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1991 and rules and regulations framed thereunder, if any Income Tax Act, 1999 and rules and regulations from the Start of the extent necessary or required from concerned authorities including, but not limited to approvals from the RBI under Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.14 The reporting requirements for non-resident shareholders on under RBI. Foreign Exchange

13.14 The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

13.15 Modification/cancellation of orders will only be allowed during the tendering period of the 13.16 The cumulative quantity of Equity Shares tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals

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

secondary market.

The Company will pay the consideration to the Company's Broker 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 Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' settlement bank account or onward transfer to such Eligible Shareholder. c) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selier Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the

respective Eigipie Shareholder's account.

d) 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 stock broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

ent date, all blocked shares mentioned in the ac to the Clearing Corporation. In the case of inter depository. Clearing Corporation will cancel the excess or unaccented shares target depository. Source depository will not be able to release the lien without a rele sage from target depository. Further, release of IDT message shall be sent by target deposito sed on cancellation request received from Clearing Corp ettner based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on

a) In relation to the Equity Shares in physical form: If the Equity Shares in physical form tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their such Equity Shares.

If however, only a portion of the Equity Shares in physical form held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorized to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD. a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD FITAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the RTA. The RTA shall retain the original share certificate and deface the certificate with a stamp 'Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess Equity Shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Sharesholder shall be required to make a request to their depository participant for dematerializing the Equity Sharesholder shall be readined to the RTA of to submit the demat request within the aforementioned period, the RTA shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.

The Equity Shares bought back in dematerialized form would be transferred directly to the es ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Es Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges. (i) The Seller Member(s) would issue contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

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

The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by gistered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' le risk. Eligible Shareholders should ensure that their depository account is maintained till all nalities pertaining to the Offer are completed. k) The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares

bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations. 15. COMPLIANCE OFFICER The Company has appointed Ms. Surbhi Jain, Company Secretary and Compliance Officer of Company, Investors may contact the Compliance Officer for any clarification or to address t grievances, if any, during office hours i.e. 10:00 a.m. to 5:00 p.m. (IST) on any day except Satun Sunday and public holidays, at the following address:

ou/-Ms. Surbhi Jair

InfoBeans Techn

DBeans Technologies Limited stal IT Park, STP-I 2nd Floor, Ring Road, Indore-452 001, Telephone: +91 7317162000 Email: compliance@infobeans.com: Website: www.infobeans.com

nvestors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 5:00 p.m. Indian Standard Time on all working days except Saturday, Sunday and Public holiday 16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK In case of any query, the shareholders may contact to MUFG 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:

MUFG Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West) Mumbai - 400083. Telephone: +91 8108114949 Email: infobeans.buyback@in.mpms.mufg.com Contact Person: Ms. Shanti Gopal Krishnan SEBI Registration Number: INR000004058

MANAGER TO THE BUYBACK owing as Manager to the Buyback



18. DIRECTORS' RESPONSIBILITY

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. Pankaj Chaurasia Emal: ipo@sarthiwm.in Website: www.sarthi.ir SEBI Registration Number: INM000012011

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 Limite

Sd/-Siddharth Sethi Managing Directo Date: May 17, 2025, Place: Indore