

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF INFOBEANS TECHNOLOGIES LIMITED FOR THE BUYBACK OF EQUITY SHARES UNDER SEBI CIRCULAR SEBI/HO/CFD/CIR/P/2016/131 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 the Regulations and Schedule II along with the 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 UPON 2,15,520 (TWO LAKHS FIFTY TWO 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 UP TO ₹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.**

Certain figures in this Public Announcement, including financial information, have been subjected to rounding off to the nearest whole number. In certain instances, there may be a discrepancy between the figures in the table and the text. 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**

1.1 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 Disclosures Requirements) Regulations, 2015 ("LODR Regulations"), and in compliance with the Buyback Regulations and subject to such other approvals, permissions, consents 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 to by the Board or any person authorized by the Board, approved the Buyback upon 2,15,520 (Two Lakhs Fifty Two 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 Shares of the Company as on March 31, 2025, (Rupee Four Hundred Sixty Four only) per 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) excluding Transaction Cost (defined below) ("Buyback Size"), which represents up to 3.72% of the fully paid-up equity capital and free reserves (including securities premium) as per the audited Standalone balance sheet of the Company for the financial year ended March 31, 2025, and up to 3.60% of the fully paid-up equity capital and free reserves (including securities premium) as per latest audited consolidated balance sheet of the Company for the financial year ended March 31, 2025, and subject to the Buyback Regulations and in compliance with the Buyback 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 or Buyback Offer").

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 Buyback Size.

1.3 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.

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 by the Buyback Broker, brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing 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 collectively referred to as the "Stock Exchange").

1.6 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, including the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("LODR Regulations") and in compliance with the Buyback Regulations and subject to such other approvals, permissions, consents 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 to by the Board or any person authorized by the Board, approved the Buyback upon 2,15,520 (Two Lakhs Fifty Two 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 Shares of the Company as on March 31, 2025, (Rupee Four Hundred Sixty Four only) per 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) excluding Transaction Cost (defined below) ("Buyback Size"), which represents up to 3.72% of the fully paid-up equity capital and free reserves (including securities premium) as per the audited Standalone balance sheet of the Company for the financial year ended March 31, 2025, and up to 3.60% of the fully paid-up equity capital and free reserves (including securities premium) as per latest audited consolidated balance sheet of the Company for the financial year ended March 31, 2025, and subject to the Buyback Regulations and in compliance with the Buyback 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 or Buyback Offer").

1.7 Participation in the Buyback by Eligible 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. The amendments provide that the tax liability shall be borne by the 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. 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 gain in the hands of the shareholder and allowed to be carried 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% of the consideration received by the shareholder. The Company is required to provide the details of the shares bought back by the company to 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 or Buyback Offer").

1.8 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 concert with the respective letters dated May 15, 2025 have expressed their intention not to participate in the Buyback.

1.9 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 depending on the existing shareholding pattern, equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the promoter 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 Disclosures Requirements) Regulations, 2015. Any change in the shareholding pattern of the Company shall be subject to the approval of the Board of Directors of the Company. 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. 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 gain in the hands of the shareholder and allowed to be carried 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% of the consideration received by the shareholder. The Company is required to provide the details of the shares bought back by the company to 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 or Buyback Offer").

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 ("FIIs") and foreign individuals, 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 to be obtained by such non-resident shareholders.

1.11 A copy of this Public Announcement is available on the website of the Company at [www.infobeans.com](http://www.infobeans.com) the website of the Manager to the Buyback [www.sarthi.in](http://www.sarthi.in) and is expected to be available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) during the period of Buyback and on the website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

**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) Optimize 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 not in any manner impair the ability of the Company to pursue growth opportunities and meet its cash requirements. Since the buyback of shares will be undertaken by the Company, 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) for the purpose of the Buyback and distributing to the shareholders holding Equity Shares of the Company through the Buyback is being undertaken, inter-alia for the following reasons:

The Buyback is being undertaken for the following reasons:

2.1 The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby, the Company will return the surplus cash, payable to the shareholders, to the shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

2.2 The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve a redemption of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders. The Buyback will 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 to be obtained by such non-resident 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

2.4 The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares. The Buyback Price has been arrived at after considering various factors including but not limited to the volume weighted average price of the Equity Shares traded on BSE and NSE where the Equity Shares are listed, the net worth of the company, price earnings ratio and impact on other financial parameters and the possible impact of the Buyback on the earnings per share.

2.5 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).

2.6 The maximum amount mentioned aforesaid is 3.72% and 3.60% of the aggregate of the fully paid up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2025, and up to 3.60% of the fully paid-up equity capital and free reserves (including securities premium) as per latest audited consolidated balance sheet of the Company for the financial year ended March 31, 2025, and subject to the Buyback Regulations and in compliance with the Buyback 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 or Buyback Offer").

2.7 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.

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

2.9 The Buyback Price at which shares are proposed to be bought back and basis of determining the Buyback Price.

2.10 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 price of the Equity Shares traded on BSE and NSE where the Equity Shares are listed, the net worth of the company, price earnings ratio and impact on other financial parameters and the possible impact of the Buyback on the earnings per share.

2.11 The Buyback Price represents

2.12 Premium of 52.93% and 52.96% 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")

2.13 Premium of 52.48% and 51.73% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.

2.14 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.

2.15 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, ₹304.20 and, ₹305.70 respectively.

2.16 **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 upon final price determined by the Board or Buyback Committee.

2.17 **6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK**

The aggregate shareholding of (i) the 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:

Aggregate shareholding of the Promoters and Promoter Group as on the date of the Board Meeting:

Sr. No.	Particulars	No. of Equity Shares	Percentage paid-up share capital
1.	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%
<b>Total (A)</b>		<b>1,35,85,376</b>	<b>65.55%</b>

1).	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).	Ahna Jain	10,000	0.04%
8).	Arpana Vinnet Jain	10,000	0.04%
9).	Akash 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 Abhaykumar Jain	350	Negligible
<b>Total (B)</b>		<b>44,58,370</b>	<b>18.23%</b>
<b>Total (A+B)</b>		<b>1,80,43,746</b>	<b>73.78%</b>

InfoBeans

CREATING WOW!

InfoBeans Technologies Limited

CIN: L72200MP2011PLC025622

Registered Office: Crystal IT Park, STP-1 2nd Floor, Ring Road, Indore-452 001 Telephone: +91 7317162000

Email: [compliance@infobeans.com](mailto:compliance@infobeans.com); Website: [www.infobeans.com](http://www.infobeans.com)

Contact Person: Ms. Surbhi Jain, Company Secretary and Compliance Officer

ii. Aggregate shareholding of the Directors of the companies which are part of Promoters and Promoter Group as on the date of the Board Meeting:

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%

iii. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting:

Sr. No.	Particulars	Designation	No. of Equity Shares	Percentage of paid-up share capital
1.	Siddharth Sethi	Managing Director	60,12,376	24.59%
2.	Avinash Sethi	Director & CFO	59,60,350	24.37%

iv. No Equity Shares or other specified securities in the Company were either purchased or sold 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 Group and persons who are in control of the Company; (c) the 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, except 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

\*Excluding Transaction Cost such as brokerage, STT etc.

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

In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoters and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter, promoter and Promoter Group and person acting in concert with 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:**

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:

- The Company immediately following the date of this Board Meeting (i.e., May 15, 2025), 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 be in the Board's view available to the Company, 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 at the date of the Board Meeting, the financial position of the Company and the Insolvency and Bankruptcy Code, 2016, each as amended (including prospective and contingent liabilities).

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

The Company confirms that:

- 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(iii) of the 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(b) 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 sub-section (1) of section 62 of the Companies Act, 2013, during the 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 will not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options, from the date of Board Meeting till the expiry of the Buyback Period;
- In forming their opinion for the above purposes, the Board has taken into account the liabilities as at the date of the Board Meeting, the financial position of the Company and the Insolvency and Bankruptcy Code, 2016, each as amended (including prospective and contingent liabilities).
- 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 private arrangement;
- The 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 Buyback (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;
- The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity 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 all 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;
- The Company has outstanding facilities with lenders. It is confirmed that there is no breach of any covenants of the loans taken from all the lenders.
- The Company is not aware of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on the 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 or other 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 any other applicable laws;
- The Company shall transfer from its free reserves or securities premium account and/ or such amount as may be required by law, a sum equal to the nominal value of the Equity Shares 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 15 (fifteen) working days of the expiry of the Buyback Period. The Company shall not pay any consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- As per Regulation 24(iie) of the SEBI Buyback Regulations, the promoters and members of promoter group 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 68 and Section 70 of the Companies Act, 2013 and Clause (x) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

Board of Directors  
InfoBeans Technologies Limited  
Crystal IT Park, STP-1 2nd Floor, Ring Road, Indore-452 001

1. 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 Limited ("Company") for the purpose of the Buyback.

2. The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Clause (x) of Schedule I of Securities 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 their 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").

**Board of Directors Responsibility**

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including 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. The Board of Directors is responsible for the preparation and presentation of the Statement and for 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. 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