



INFOBEANS TECHNOLOGIES LTD

CIN: L72200MP2011PLC025622

Registered Office: Crystal IT Park,

STP-I, 2nd Floor, Ring Road, Indore-452001; **Phone:** 0731 7162102

Website: <https://www.infobeans.com/>; **E-mail:** investor.relations@infobeans.com

NOTICE OF POSTAL BALLOT

Pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies

(Management and Administration) Rules 2014)

To,

All Shareholders

InfoBeans Technologies Ltd

Notice is hereby given that the resolution set out below is proposed to be passed by the members of **INFOBEANS TECHNOLOGIES LIMITED** ("the **Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Section 110 read with rule 22 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions if any and, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section-102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Mr. Manish Maheshwari, Practicing Company Secretary having Membership No. 5174 and CP No. 3860 having office at 301, Shalimar Corporate Centre, 8 B, South Tukoganj, Indore, Madhya Pradesh 452001 has been appointed as the Scrutinizer at the meeting of the Board of Directors of the Company, who in the opinion of the Board can conduct the Postal ballot voting as well remote e-voting process in fair & transparent manner.

As permitted under the MCA Circular, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circular, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members

on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circular.

Members are requested to follow the procedure as stated under the instructions for casting of votes by e-voting which is enclosed. The Company has engaged the services of CDSL E-voting as its agency for providing e-voting facility to its members. Only members as on 31st October, 2025 (the “**Cut Off Date**”) are entitled to vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice for information purpose only.

The Scrutinizer will submit his report, after the completion of scrutiny, to Mr. Avinash Sethi, Chairman of the Company or any person authorized by him. The result will be announced by the Chairman or any Director of the company duly authorized on 7th December, 2025 Sunday and will also be displayed on the website of the company www.infobeans.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

The Resolutions, if approved, will be taken as passed effectively on the date of the declaration of result and Chairman of the company or a person authorized by him in writing & it will be placed on the website of the Company www.infobeans.com and on the website of National Stock Exchange www.nseindia.com and Bombay Stock Exchange www.bseindia.com along with the Scrutinizer’s Report.

The Notice along with Postal ballot Form has also been placed on the website: www.infobeans.com of the Company, on the website of National Stock Exchange www.nseindia.com, Bombay Stock Exchange www.bseindia.com and on CDSL e-voting system link <https://evoting.cdslindia.com/Evoting/>

PROPOSED RESOLUTION

Item No. 01: Approval of the amendment of ESOP (Employee Stock Option Plan), 2022

To consider and if thought fit to pass the following resolution as Special Resolution:

“Resolved That in accordance with the applicable provisions of the Companies Act, 2013 or Companies (Share Capital and Debentures) Rules, 2014 or any amendments thereto, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2015 and the guideline by any other relevant statutory/regulatory authorities and the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to amend the existing(ESOP Plan, 2022), scheme terms and conditions as detailed in the explanatory statement thereto.”

“Further Resolved That the Board be and is hereby authorized to submit the copy of the amended ESOP Scheme to any regulatory authority and to file necessary forms with the Registrar of Companies, Gwalior (M.P.) and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**By Order of the Board of Directors
For InfoBeans Technologies Ltd**

**Place: Indore
Date: 06th Nov, 2025**

**Surbhi Jain
Company Secretary & Compliance Officer**

**Registered Office:
Crystal IT Park, STP-I, 2nd Floor,
Ring Road, Indore (M.P.)- 452001
CIN: L72200MP2011PLC025622**

NOTES:

- 01) The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 setting out all material facts are annexed hereunder and forms part of the Notice.
- 02) The Postal Ballot Notice along with the instructions regarding Remote e-voting is being sent by email to those members whose e-mail addresses are registered with the Registrar & Share Transfer Agent (RTA)/depositories, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 31st October 2025.

The cut-off date for the purpose of reckoning the voting rights is Friday, 31st October 2025 ("Cut-off date"). Members whose names appear in the Register of Members / List of Beneficial Owners as on cut-off date will be considered for the purpose of voting. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on Cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

- 03) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has provided the remote e-voting facility to the members to exercise their votes electronically. The Company has engaged CDSL E-voting as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting").
- 04) The remote e-voting period will commence on 07th November, 2025 (9:00 hours IST) and will end on 06th December, 2025 (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. 31st October, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the voting shall not be allowed beyond the said date and time.
- 05) The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
- 06) Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on rnt.helpdesk@linkintime.co.in. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
- 07) A member cannot exercise his vote by proxy on Postal Ballot
- 08) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Hindi (in vernacular language, i.e. Hindi).
- 09) All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investor.relations@infobeans.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
- 10) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting will be declared/announced by the Chairman or any other person authorized by him on, 7th December, 2025 Sunday not later than 05.00 PM (IST) at the Registered Office of the Company at STP-I, 2nd

Floor, Crystal IT Park, Ring Road, Indore (M.P.) and will also be informed to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed on the Company's website <https://www.infobeans.com/investors> along with the Scrutinizer's Report. The resolution, if passed by the members through postal ballot, shall be deemed to have been passed on 06th December, 2025 being the last date specified by the Company for completion of e-voting, as if they have been passed at a general meeting of the members.

11) VOTING THROUGH ELECTRONIC MEANS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 07th November, 2025 (9:00 hours IST) and will end on 06th December, 2025 (17:00 hours IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st October 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are

eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the InfoBeans Technologies Ltd on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are

authorized to vote, to the Scrutinizer and to the Company at the email address viz compliance@infobeans.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Explanatory Statement under section 102 of the Companies Act 2013

Item No. 01: Approval of the amendment of the ESOP (Employee Stock Option Plan) 2022

The members apprised that the existing ESOP (Employee Stock Option Plan), 2022 of the company which was initially approved by its Shareholders by way of Special Resolution on 11th June, 2022, amended in AGM dated 22nd July 2022 needs to be changed by changing the definition of the Employee in the Scheme and vesting conditions and the exercise price and the remaining the terms and conditions of the Scheme/ESOP, 2022 Plan will remain unchanged. As per SEBI (SBEB) Regulations, the necessary amendments and variations to the ESOP Scheme need to be approved by the shareholders of the Company by way of a special resolution and accordingly the same is being placed before the shareholders for their approval. The amended ESOP Scheme shall be applicable from the date of passing of this resolution. The Nomination & Remuneration Committee and Board of Directors passed on 28th October 2025 has approved the amendments proposed in the Scheme. The salient features of the ESOP Scheme of the Company are given in the table herein below:

Main features of the scheme are:

The main feature of the ESOP 2022 are as under:

a) Brief description of the Scheme:

The Company proposes to introduce the ESOP 2022 with primarily with a view to attract, retain, incentivize and motivate the existing employees of the Company and its subsidiaries, employees joining the Company and its subsidiaries, and its a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director that would lead to higher corporate growth. The Plan contemplates grant of options to the eligible employees (including Directors), as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Plan. After vesting of options, the eligible employees earn a right (but not obligation) to

exercise the vested options within the exercised period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for administration of ESOP 2022. All questions of interpretation of the ESOP 2022 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2022.

b) Total number of Options to be granted:

The total number of options to be granted under ESOP 2022 shall not exceed 600,000 (Six lakhs) options. Each option when exercised would be converted into one Equity Share of ₹ 10/- (Rupees Ten) each fully paid-up. The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under ESOP 2022 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 600,000 (Six lakh) shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in ESOP2022:

All the permanent employees (including a Director, whether whole time or not but excluding independent directors) of the Company and its subsidiaries, working in India or outside India shall be eligible to participate in the Plan. Provided however that the following persons shall not be eligible to participate in ESOP 2022:

- An employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations; or
- a director of the company, who is promoter or member of the promoter group,
- a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company; or
- Independent Directors.

d) Requirement of vesting and period of vesting

Options granted under ESOP 2022 shall vest not earlier than 1 (one) and not later than a maximum of five years from the date of grant of such Options as may be determined by the Committee. The Committee may extend, or otherwise vary the vesting period from time to time, in accordance with the applicable law and in the interest of the option grantee. The vesting dates in respect of the options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options granted to an employee. Options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 5 (five) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

Exercise price shall be such price being not less than the face value of the equity shares of the Company as may be determined by the Committee

g) Exercise period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion 6 (six) months from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOP 2022:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross functional relationship, corporate governance, etc.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee of the Company under the Plan, in any financial year and in aggregate under the ESOP2022 shall be less than 20,000 options.

j) Maximum quantum of benefits to be provided per employee under the ESOP2022:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options.

k) whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

The Plan shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the members in due course as per applicable laws.

l) whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

The Plan contemplates fresh/new issue of shares by the Company

m) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the present Plan

n) Maximum percentage of secondary acquisition:

This is not relevant under the present Plan

o) Accounting, Disclosure Policies and a Statement to the effect that the Company shall comply with the accounting standards

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company will adopt the intrinsic value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

q) Declaration:

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share ("EPS") of the company shall also be disclosed in the Directors' report.

r) Lock-in:

The Shares issued upon Exercise of Options shall be freely transferable and will not be subject to any lock-in period after such exercise provided, however that the Shares allotted on such Exercise cannot be sold for such period from the date of allotment in terms of Code of Conduct for Prevention of Insider Trading of the Company read with Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended or replaced from time to time or such other period as may be stipulated from time to time in terms of Company's Insider Trading Code of Conduct

s) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The Shares issued upon Exercise of Options shall be treated as same as the existing listed equity shares in the market, hence this will not be applicable.

DETAILS OF THE VARIATIONS IN THE SCHEME

The details of the major variations in the Scheme are as under:

Clause No.	New Provision	Old Provision
	Identification of class of employees entitled to participate in the Scheme: Following classes of employees and directors (collectively referred to as Employees) are eligible being: (i) an employee as designated by the Company, who is exclusively working in or outside India; or (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not promoter or member of the promoter group but excluding an Independent Director (iii) an employee as defined in sub-clauses (i) and (ii), of a group company, in India or outside India, of the company, but does not include:	"Employee" means (i) a permanent employee of the Company or its subsidiary working in India or out of India; or (ii) a whole-time Director of the Company, but does not include: (a) an employee who is a Promoter or a person belonging to the Promoter Group; (b) a Director who either by himself /herself or through his/her relatives or through anybody corporate, directly or indirectly, holds more than 10% of the issued and subscribed Equity Shares of the Company; and (c) an Independent Director within the meaning of the Companies Act and/or Clause 49 of the equity listing agreement.

	a) an employee who is Promoter or a person belonging to the Promoter group; b) a Director who either himself/herself or through his/her relatives or through any, body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company The Nomination & Remuneration Committee while granting the Options to any eligible employee(s), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding Conclusion The ESOP Plan is being revised to allow the grant of options to the employees of the associate and group company as well and to include employee working for the company in a contractual arrangement.	
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**By Order of the Board of Directors
For InfoBeans Technologies Ltd**

**Place: Indore
Date: 06th Nov, 2025**

**Surbhi Jain
Company Secretary & Compliance Officer**

**Registered Office:
Crystal IT Park, STP-I, 2nd Floor,
Ring Road, Indore (M.P.)- 452001
CIN: L72200MP2011PLC025622**