

SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014. and Pursuant to the order of the Hon'ble National Company Law Tribunal, Indore Bench dated November 04, 2025 read along with order dated February 02, 2026, read with the Rule 13(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and all other applicable provisions of the Companies Act, 2013 (hereinafter called as the "Act") and rules made thereunder]

Date: 17th March 2026

To,

Mr. Vipul Khandelwal

Chairperson appointed by the Hon'ble National Company Law Tribunal, Indore Bench
for the meeting of Equity Shareholders of

Infobeans Technologies Limited

Crystal IT Park, STP-I, 2nd Floor, Ring Road,
Indore – 452001, Madhya Pradesh

Subject: Scrutinizer's Report on the voting conducted at the meeting of Equity Shareholders of Infobeans Technologies Limited ("Transferee Company") convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Indore Bench dated 04th November 2025 read along with order dated 02nd February 2026.

Dear Sir,

I, Ronak Patni, Chartered Accountant, having office at 206 Navneet Plaza Old Palasia Indore MP-452018, was appointed as the **Scrutinizer** by the Hon'ble National Company Law Tribunal, Indore Bench ("**Hon'ble NCLT**"), vide order dated 04th November 2025 passed in **Company Application No. C.A. (CAA) 07 of 2025**, for the meeting of the Equity Shareholders of **Infobeans Technologies Limited** ("the Company"), in connection with the approval of **Scheme of Amalgamation between Infobeans Cloudtech Limited (Transferor Company) and Infobeans Technologies Limited (Transferee Company) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ("the Act")**.

The meeting of the Equity Shareholders of the Company was duly convened and held on **14th March 2026 at 11:00 AM** at the **Registered Office** of the Company situated at Crystal IT Park, STP-I, 2nd Floor, Ring Road, Indore – 452001, Madhya Pradesh.



A. Dispatch of Notice of Meeting

Pursuant to the Order of the Hon'ble NCLT and the applicable provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Company confirmed that the **Notice of the Meeting along with a copy of the Scheme of Amalgamation and the Explanatory Statement under Sections 230(3) and 102 of the Act and the process of voting at the meeting** was sent on 10th February 2026 to the Equity Shareholders of the Company at their registered addresses/e-mail addresses as per the records of the Company.

B. Publication of Advertisement

In compliance with the directions of the Hon'ble Tribunal, an **advertisement of the notice of the meeting** was published at least thirty days prior to the meeting in the prescribed newspapers having wide circulation, informing the shareholders about the meeting and availability of the Scheme and related documents.

Further, as directed by the Order, an access to download the said notice from the website of the Company was provided such that Equity Shareholders of the Company,

- (i) whose email address were not available; or
- (ii) who may not have received the said notice,

as mentioned in the newspaper advertisement containing notice of the Meeting published once each in the following two newspapers viz. 'Financial Express' (New Delhi covering Indore edition) in English language and 'Choutha Sansar (Indore Edition) in Hindi language, being newspapers both having wide circulation both on 11th February, 2026.

C. Cut-off Date

The **cut-off date for determining the eligibility of Equity Shareholders entitled to vote** at the meeting and the value of votes was **07th August 2025**, as directed by the Hon'ble Tribunal.

D. Attendance and Verification

The identity and authorization of the Equity Shareholders who attended the meeting either **in person or through proxy** were verified against the records maintained by the Company.

The meeting was attended by **34 (Thirty Four) Equity Shareholders**, either in person or through proxy, holding shares in physical or dematerialized form as on the cut-off date.



E. Mode of Voting

As directed by the Hon'ble NCLT, voting at the meeting was conducted **physically through polling papers/raising of hands** by the Equity Shareholders present at the meeting.

After the resolution was placed before the meeting and the Chairman announced the commencement of the voting process, the shareholders (either in person or through proxy) present at the meeting cast their votes through **polling papers**.

F. Responsibility of the Management

The Management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013, the Rules made thereunder, and other applicable laws and regulations, in relation to the convening, conducting, and holding of the meeting of the Equity Shareholders. The Management is further responsible for ensuring due compliance with the requirements of the Act, the applicable Rules, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the provisions relating to voting during the meeting, in respect of the resolution set out in the Notice convening the meeting of the Equity Shareholders.

G. Responsibility of the Scrutinizer

My responsibility as the Scrutinizer was restricted to **scrutinizing the voting process conducted at the meeting in a fair and transparent manner and preparing this report on the votes cast "in favour" or "against" the resolution**, based on the polling papers and records maintained by the Company.

H. Scrutiny and Reconciliation

After completion of the voting process at the meeting, the polling papers received were scrutinized and reconciled with the **records maintained by the Company and/or its Registrar and Transfer Agent**, including the authorization/proxy forms lodged with the Company.

A handwritten signature in blue ink, appearing to be 'RK', is located at the bottom right of the page.

I. Resolution

The following resolution was placed before the meeting for approval of the Equity Shareholders:

THE EQUITY SHAREHOLDER OF THE COMPANY WERE REQUESTED TO CONSIDER, APPROVE AND IF THOUGHT FIT, MAY APPROVE WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION:

*“RESOLVED THAT pursuant to the provisions of Sections 230 to Section 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other applicable provisions, if any of the Companies Act, 2013 and the Rules, Regulations, Circulars and Notifications issued thereunder (including any statutory modification or re- enactment thereof) to the extent notified and applicable, enabling provisions in the Memorandum and Articles of Association of the Company and subject to the sanction of the National Company Law Tribunal Indore Bench, and subject to such other approvals of any Statutory/ Regulatory Authorities, as may be required and subject to such conditions and modifications as may be prescribed or imposed by the National Company Law Tribunal or by any Regulatory or Other Authorities while granting such consent, approvals and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution) and pursuant to the recommendation of the Audit Committee, the proposed Scheme of amalgamation of **Infobeans Cloudtech Limited (“the Applicant/Transferor Company”)** and **Infobeans Technologies Limited (“the Applicant/Transferee Company”)** and their respective Shareholders placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification, be and is hereby approved;*

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any officer(s)/ authorized representative(s) of the Company to give effect to the aforesaid resolutions and to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme of Amalgamation, to make or accept such alterations or changes or modifications in the Scheme of Amalgamation as may be advised by the regulatory authorities;



RESOLVED FURTHER THAT the Equity Shareholders entitled to attend and vote at the said meeting may vote in person or by proxy, provided that a proxy in the prescribed form duly signed by you or your authorized signatory, is deposited at the Registered Office of the Transferee Company at "Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore, Madhya Pradesh, India, 452001", not later than 48 hours before the scheduled time of the commencement of the said Meeting."

J. Result of Voting

On the basis of the votes casted by the equity shareholders of the Company by way of polling papers in the duly convened Meeting held on 14th March 2026 at 11:00 AM at the Registered Office of the Company situated at Crystal IT Park, STP-I, 2nd Floor, Ring Road, Indore – 452001, Madhya Pradesh, I have issued this Scrutinizer's Report dated 17th March 2026.

(i) Votes in favour of the Resolution

Particulars	No. of Shareholders voted	No. of Votes cast by equity shareholders (In terms of no. of shares held)	% of total number of valid Votes cast by them (in terms of no. of shares held)
Poll at Meeting	34	1,03,73,426	100.00

(ii) Votes against the Resolution

Particulars	No. of Shareholders voted	No. of Votes cast by equity shareholders (In terms of no. of shares held)	% of total number of valid Votes cast by them (in terms of no. of shares held)
Poll at Meeting	Nil	Nil	Nil

(iii) Invalid Votes

Particulars	No. of Shareholders voted	No. of Votes cast by equity shareholders (In terms of no. of shares held)	% of total number of valid Votes cast by them (in terms of no. of shares held)
Poll at Meeting	Nil	Nil	Nil

K. Conclusion

Based on the scrutiny of the votes cast at the meeting, I report that the above resolution **has been passed by the requisite majority of the Equity Shareholders, i.e., majority in number representing three-fourths in value of the shareholders present and voting, in terms of Section 230(6) of the Companies Act, 2013.**

Accordingly, the resolution approving the **Scheme of Amalgamation between Infobeans Cloudtech Limited and Infobeans Technologies Limited** have been approved by the Equity Shareholders of the Company on **14th March 2026**, subject to the approval of the Hon'ble National Company Law Tribunal, Indore Bench.

It is to be noted that:

- a. The details of the votes cast by the Equity Shareholders of the Company do not include the details of the abstained votes.
- b. Company has also provided e-voting facility to the equity shareholders of the company however votes casted thorough e-voting is not considered in counting.
- c. Based on the foregoing, the resolutions as proposed in the Notice dated 09th February 2026 of the Meeting shall be deemed to have been approved on the date of the Meeting of the Equity Shareholders i.e. 14th March 2026 with requisite majority pursuant to section 230(6) of the Act.
- d. All registers, relevant records and other incidental papers related to polling papers voting during the Meeting were handed over to the Company Secretary of the Company for safe keeping.

I hereby submit this report to you for declaring the result of the meeting.

Thanking you,

Yours faithfully



CA. Ronak Patni

Membership No.: 452014

UDIN: 26452014ZCSNSK8907

Date: 17.03.2026

Place: Indore