



CREATING **WOW!**

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 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014) each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and in compliance with, guidelines / circulars / rules issued by the Ministry of Corporate Affairs ("MCA"), Government of India, for holding general meetings / conducting postal ballot process through electronic voting ("e-voting") vide General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 read along with other connected circulars issued in this regard ("MCA Circulars"), the following special business as set out hereunder, is proposed for approval by the Members of InfoBeans Technologies Ltd (the Company) by means of Postal Ballot through e-voting.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out all material facts relating to the resolution/s proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

Pursuant to Rule 22(5) of The Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at its meeting held on 17th April, 2026 has appointed CS Manish Maheshwari (Membership No.: 5174, COP No. 3860), Proprietor of M/s M. Maheshwari & Associates, Practicing Company Secretaries (Peer Review No. 1191/2021), Indore as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as its agency for providing e-voting facility to its members. Only members as on **Friday, April 10, 2026** (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 purposes only.

In accordance with the MCA circulars, SEBI circulars and Regulation 44 of the Listing Regulations, as amended, this postal ballot notice is being sent only through Electronic mode to those members whose email addresses are registered with the Company/Depositories. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company has made necessary arrangements with M/s. MUFG Intime India Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The Notice of Postal ballot 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/>

In the event, that the Resolutions, as set out in the Notice, is assented to by the requisite majority by means of the e-voting process, it shall be deemed to have been passed as Special as mentioned in this Postal Ballot Notice. The resolutions, if approved, shall be deemed to have been passed on the date on which scrutinizer will submit his report to the company.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director or Company Secretary of the Company. The results of e-voting will be announced on or before **Tuesday, May 19, 2026** and will be displayed on the Company's website www.infobeans.com and will also be communicated to the National Stock Exchange of India Limited (“NSE”), BSE Limited (“BSE”) and Central Depository Services (India) Limited (“CDSL”).

The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

CUT-OFF DATE FOR RECKONING VOTING RIGHTS FOR E-VOTING	E-VOTING STARTS ON	E-VOTING ENDS ON	RESULTS ANNOUNCEMENT DATE
10 th April, 2026	19 th April, 2026	18 th May, 2026	19 th May, 2026

SPECIAL BUSINESS

PROPOSED RESOLUTION

Item No.1: Re-appointment of Mr. Siddharth Sethi as the Managing Director of the company

The members are requested to consider and if thought fit, may pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to other sanctions/ approvals as may be necessary, consent and/or approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Siddharth Sethi (DIN: 01548305) as Key Managerial Personnel and designated as Managing Director of the Company for a further period of 5 (Five) consecutive years, commencing from 20th February 2026 till 19th February 2031, (both days inclusive) and to his remuneration by way of salary, commission, perquisites and/or allowances, as Managing

Director of the Company as approved and recommended by the Nomination and Remuneration committee and upon the terms, conditions and stipulations contained in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, attached to the notice for Postal Ballot with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Siddharth Sethi provided, however, that the remuneration payable from time to time within the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution;

RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Mr. Siddharth Sethi minimum remuneration by way of salary, perquisites and/or allowances, commission subject to the maximum ceiling calculated in accordance with the scale laid down in Section II of Part II of Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the effective capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Mr. Siddharth Sethi, the Managing Director of the Company subject to necessary approval(s) as may be required;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-
Surbhi Jain
Company Secretary & Compliance Officer

Registered Office: Crystal IT Park, STP-I, 2nd Floor, Ring Road, Indore-452001

CIN: L72200MP2011PLC025622

Date: 17th April, 2026

Place: Indore

Website: <https://www.infobeans.com/>

E-mail: investor.relations@infobeans.com

NOTES:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolution contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Members may note that considering the relaxation granted by the Statutory Authorities, Companies are permitted to conduct the Postal Ballot by sending Notice in electronic form only. Hence, the Company has not dispatched the Postal Ballot notice, Postal Ballot form / pre-paid business envelope etc., by post or courier. Further as per relaxation granted, the communication of the Assent or Dissent of the Members on the resolution as set out in this Notice would only be taken through the e-voting.
3. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
4. 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 10th April, 2026. The cut-off date for the purpose of reckoning the voting rights is 10th April, 2026 ("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.
5. 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 evoting").
6. The remote e-voting period commences from 09.00 a.m. (IST) on Sunday, April 19, 2026 and ends at 05.00 p.m. (IST) on Monday, May 18, 2026. 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. April 10, 2026 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.
7. 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.
8. 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 investorhelpdesk@in.mpms.mufg.com

9. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
10. A member cannot exercise his vote by proxy on Postal Ballot.
11. 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).
12. 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.
13. 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, 19th May, 2026 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 18th May, 2026 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 member.

14. 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.

The voting period begins on 19th April, 2026 (9:00 hours IST) and will end on 18th May,

2026 (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 10th April, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) 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 shareholder INR

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.

- (iii) 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:

<u>Type of shareholders</u>	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none">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 cdsl 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 cdsl 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 Provide INR
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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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.

(iv) 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.
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PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
<p>Dividend Bank Details</p> <p>OR</p> <p>Date of Birth (DOB)</p>	<p>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.</p> <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the InfoBeans Technologies Ltd on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No-01.

Re-appointment of Mr. Siddharth Sethi (DIN: 01548305) as Managing Director of the Company for a period of 5 (Five) consecutive years, commencing from 20th February 2026 till 19th February 2031.

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 11th March 2026 has re-appointed Mr. Siddharth sethi as Managing Director for a further period of five years commencing from 20th February, 2026 till 19th February, 2031 on the following terms and conditions, subject to the approval by the members of the Company through postal ballot.

The remuneration payable to Mr. Siddharth Sethi (DIN: 01548305) as contained in the agreement signed between Mr. Siddharth Sethi and Company is within the limits prescribed in the Companies Act, 2013 (“the Act”), A brief profile of Mr. Siddharth Sethi (DIN: 01548305) is included as an annexure to this Notice as per the requirements of Regulation 36 read with regulations 17 SEBI (Listing obligation and disclosure requirements) Regulation, 2015. The terms and conditions on which Mr. Siddharth Sethi (DIN: 01548305) is proposed to be re-appointed as Managing Director are as under: -

- a)** Tenure of Appointment: The appointment of Managing Director is for a period of five consecutive years from commencing from 21st February 2026 till 20th February 2031.
- b)** Nature of Duties: The Managing Director shall exercise and perform such powers and duties subject to the superintendence, control and direction of the Board as may be entrusted to him by the Board from time to time and subject thereto, shall have the general control of the business of the Company with power to appoint and remunerate officers, clerks and employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, matters, deeds and things, he may consider necessary or proper or in the interest of the Company. During his employment pursuant to this agreement the Managing Director shall devote his full time and attention to the business of the Company and shall use his best endeavors to promote the Company's interest and welfare.
- c)** The Company shall pay to Managing Director with effect from 21st February, 2026 in consideration of the performance of his duties:
- i.** Salary: - Gross salary of upto ₹ 800,000 /- (Rupees Eight Lacs) per month; The annual increments each year will be decided by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and will be based on individual performance as well as Company's performance.
 - ii.** Annual Bonus/Commission: Annual Bonus/Commission at such rate of the net profits of the Company/such amount as the Board may decide from time to time, without any maximum limit.
 - iii.** Perquisites: - The perquisites shall be valued as per Income Tax Rules, 1962. For this purpose, perquisites will be as follows: -(Not part of Salary)
- d)** In addition to monthly compensation and commission as per (I) above, the Managing Director shall be entitled to the following perquisites/benefits: -
- i.** Medical Benefit: The benefit of the Company's Group Medical Benefit Scheme or any other Scheme for the time being in force for medical services/benefits, for the Managing Director and his family.
 - ii.** Provident Fund: The Company shall contribute to Provident Fund as per the Company's rules.
 - iii.** Gratuity: The contribution to gratuity shall be made to an approved fund at the rates prescribed under the Payment of Gratuity Act, 1972.
 - iv.** Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Siddharth Sethi's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
- e)** The Company shall pay or reimburse to the Managing Director, the actual travelling, entertainment and other expenses reasonably incurred by him in or about the business of the Company.

- f) Earned/privilege/sick leave and encashment of unavailed leave in accordance with the Rules of the Company.
- g) Minimum Remuneration : In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of the appointees, the Company may pay them remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required. The perquisites specified above shall not be included in the computation of the ceiling on remuneration and shall be evaluated as per Income Tax Rules wherever applicable otherwise at actuals.
- h) Sitting Fee : The appointees shall not so long as they act as Managing Director of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.
- i) Termination : Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving two calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointees three months' salary as specified herein above under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.
- j) Service of Notice : Any notice to be given hereunder shall be sufficiently given or served in case of the appointees by being delivered either personally to them or left for them at their addresses last known to the Company or sent by registered post addressed to them at such address and in the case of the Company by being delivered at or sent by registered post addressed to its Registered Office; any such notice if so posted shall be deemed served on the day following that on which it was posted. In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act. In the event of loss or inadequate profits, the Company subject to applicable provisions of Schedule V and necessary approvals, if any, continues the payment of Remuneration to the aforesaid appointee.
- k) Memorandum of Interest : Except Mr. Siddharth Sethi and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 1 of this Postal Ballot Notice.
- l) Brief resume/profile of the director:

Siddharth Sethi is an innovator and serial entrepreneur who takes a vision and makes it reality through strategy development. He is an inspirational leader who tells stories that inspire action and leads mainly by example, always doing his best and encouraging others to do the same.

Currently, as Co-founder of InfoBeans Technologies Limited, a publicly listed digital transformation and product engineering company, brings over 24 years of experience in software engineering, business leadership, and global delivery management. He currently oversees software delivery operations across geographies along with business development, driving scalable growth and consistent client value. Known for his ability to identify and align opportunities across the organization, he has been instrumental in translating strategy into tangible business outcomes.

Over the past two decades, he has played a pivotal role in building and scaling InfoBeans into a global AI-led digital engineering organization with a presence across the USA, India, Germany, and the UAE, and a workforce of over 1,500 professionals. He was also key to the company's successful listing on the NSE in 2017, marking a significant milestone in its growth journey.

Beyond his executive role, Siddharth brings rich experience in governance and advisory capacities across industry and academia. He serves on the Board of Governors of IIM Indore and is a member of its Alumni Association, contributing to institutional development and policy direction. He is also on the boards of Kriti Industries Ltd. and the Indore Management Association, where he is actively involved in strategic decision-making and organizational advancement.

He currently serves as Chairman of CII Madhya Pradesh, working closely with government and industry stakeholders to enhance competitiveness, foster innovation, and create business opportunities. In addition, he leads social impact initiatives through the InfoBeans Foundation, focused on education and skill development for underserved communities, and is a partner at Seed Enterprises, supporting and mentoring early-stage startups in India.

- m) Names of listed entities in which the person also holds the directorship and the membership of Committees : Kriti Industries Ltd
Listed entities from which the person has resigned in the past three years: Nil
- n) Disclosure of relationships between directors inter-se: None
- o) The Board accordingly recommends the Resolutions set out in item No. 1 of the accompanying Notice for members' approval by way of **Special Resolution**.

By Order of the Board of Directors

Sd/-
Surbhi Jain
Company Secretary & Compliance Officer

Registered Office: Crystal IT Park, STP-I, 2nd Floor, Ring Road, Indore-452001
CIN: L72200MP2011PLC025622
Date: 17th April, 2026
Place: Indore

Website: <https://www.infobeans.com/>
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