

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Date: 15th February, 2021

Subject : Submission of Notice of Postal Ballot and Calendar of Events
Reference : SM – INFOBEAN

Dear Sir/Mam,

This is to inform you that the company is conducting Postal Ballot voting on below mentioned resolution:

- 01) Approval of the amendment of ESOP (Employee Stock Option Plan), 2016
- 02) Approval of Grant of options to the Employees/Directors of the Subsidiary Company (ies) of the Company under ESOP, 2016

Now we are herewith submitting the notice of postal ballot and calendar of events.
You are requested to please take the same in your record.

For InfoBeans Technologies Limited



Surbhi Jain
Company Secretary and Compliance Officer

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 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), and pursuant to other applicable laws and regulations, that the draft resolutions appended herein below are proposed to be passed by the members through Postal Ballot by remote E-voting Process. 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.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 18th March, 2021. Postal Ballot Forms received after this date will be considered as invalid.

The Scrutinizer shall keep the Postal Ballot Form received back from the shareholders of the Company in his safe custody & after the receipt of assent or dissent of the shareholders in writing or by electronic means on or before 18th March, 2021 the Scrutinizer shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on 20th March, 2021.

The result will be announced by the Chairman or any Director of the company duly authorized on 20th March, 2021 **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 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 and on Link Intime e-voting system link <https://instavote.linkintime.co.in>

Resolution No. 01: Approval of the amendment of ESOP (Employee Stock Option Plan), 2016

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 for the increase in the number of the Shares to 6,00,000(Six Lacs) and variations in the terms and conditions of the EMPLOYEE STOCK OPTION PLAN 2016 ('ESOP Plan, 2016') as detailed in the explanatory Statement thereto.”

“Further That Mr. Avinash Sethi, Director (DIN 01548292) & CFO of the company be and is hereby authorized 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 or incidental to give effect to this resolution.”

Resolution No. 02: Approval of Grant of options to the Employees/Directors of the Subsidiary Company (ies) of the Company under ESOP, 2016.

“Resolved That in accordance with the applicable provisions of the the Companies Act, 2013 (the "Act"), (including any modification or re-enactment thereof for the time being in force), in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreements with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”) and such other applicable regulations which may be issued and/ or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the approval and consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/ Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer and grant from time to time such number of options under the **“InfoBeans Partnership Program 2016 (“ESOP 2016”)**, to or to the benefit of the permanent employees including Directors (other than Promoter(s), Independent Directors and Directors holding

directly or indirectly more than 10% of the outstanding equity shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India (hereinafter referred to as an "Eligible Employees"), as may be decided solely by the Board, convertible into not more than within overall revised ceiling of 600,00 (Six Lacs) fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 10/- each in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *paripassu* with the then existing equity shares of the Company."

By order of the Board
For InfoBeans Technologies Ltd
Place: Indore
Date: 15.02.2021



Surbhi Jain
Company Secretary and Compliance Officer

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons in respect of the proposed Special Resolution is annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.infobeans.com under Investor Relations section.
- 2) The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 12th February, 2021 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
- 3) The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form) unless any Member has requested for a physical copy of the same. For members, whose e-mail IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Members may note that this Notice will be available on the Company's website

www.infobeans.com under Investor Relations Section, Link Intime's website www.linkintime.com and also on Stock Exchanges website (www.nseindia.com).

- 4) The completion of dispatch of the postal ballot notice and explanatory statement will be announced through an advertisement in an English and a vernacular newspaper and will be updated on the website of the Company at www.infobeans.co under Investor Relations section and also on Stock Exchanges' websites (www.nseindia.com).
- 5) Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the self-addressed postage pre-paid envelopes.
- 6) In case a Member is desirous of obtaining a Postal Ballot Form or a duplicate, he/she may send an e-mail to investor.relations@infobeans.com
- 7) The Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s)
- 8) Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their rights to vote on resolutions proposed to be passed by way of electronic means ("e-voting"). The Company has engaged the services of Link Intime India Pvt Ltd ("Link Intime") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure and instructions for the shareholders for e-voting forms part of this Notice. Members may contact Ms. Surbhi Jain, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at investor.relations@infobeans.com
- 9) Members can cast their vote online from 17th February, 2021 (9.00 am onwards) till 18th March, 2021 (up to 5.00 pm) as the e-voting module shall be disabled for voting by Link Intime India Pvt Ltd thereafter. No voting shall be allowed beyond 5.00 pm on 18th day of March 2021. If you are voting through Postal Ballot Form (i.e., Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e., 5.00 pm on 18th March, 2021. However, envelopes containing Postal Ballot Form, if sent by the courier or registered/speed post at the expense of the Members will also be accepted. Please note that if any Postal Ballot Form(s) is received after 5.00 pm on 18th March, 2021, it will be considered that no reply from member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv)

the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.

- 10) It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
- 11) Institutional shareholder (i.e., other than individuals, HUF, NRI, etc.) are requested to send the duly completed Ballot Form accompanied with scanned copy (PDF/JPG Format) of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at mmaheshwarics@gmail.com with a copy marked to investor.relations@infobeans.com
- 12) A member cannot exercise his vote by proxy on postal ballot.
- 13) There will be one Postal Ballot Form/e-voting for every DP ID- Client ID/ Folio No., irrespective of the number of joint holders.
- 14) The Scrutinizer's decision on validity of the postal ballot shall be final.
- 15) Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
- 16) The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company or a person authorised by him in writing, on or before 3.00 pm on 20th March, 2021. The result of the Postal Ballot will be announced by the Chairman or any other person as authorized by the Chairman on 20th March, 2021 by 5.00 p.m at the Company's registered office. In addition to the results being communicated to Stock Exchanges (and www.nseindia.com), the results along with Scrutinizer's report will also be placed on Company's website i.e., www.infobeans.com under Investor Relations section and on the website of Link Intime India Pvt Ltd i.e., www.linkintime.com. The results along with the Scrutinizer's report shall also be displayed on the notice board at the Company's registered office. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on the date of the announcement of the result by the Chairman of the Company or a person authorised by him in writing.
- 17) All the documents related to the above-mentioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till 18th March, 2021.
- 18) In case of any queries, you may contact Mr. Surbhi Jain, Company Secretary and Compliance Officer at investor.relations@infobeans.com

19) For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

➤ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
7. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

If you have forgotten the password:

1. Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
2. Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event". Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 mentioned in the accompanying Notice.

Item no. 1 Approval for the amendment in the ESOP (Employee Stock Option Plan) 2016:

The members apprised that the existing ESOP (Employee Stock Option Plan), 2016 of the company which was initially approved by its Shareholders for One Lakh (100,000) shares by way of Special Resolution on 22nd July, 2016 needs to be changed by increasing the no. of shares to Six Lakhs (600,000) and the remaining the terms and conditions of the Scheme/ESOP, 2016 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 vide circular resolution passed on 12th February, 2021 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:

Item no. 2 Approval of Grant of options to the Employees/Directors of the Subsidiary Company (ies) of the Company under ESOP 2016:

The members approved that the existing count of no. of shares has been revised to 6,00,000 (Six Lacs) hence 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 under ESOP, 2016 and the remaining terms and conditions of the Scheme/ESOP 2016, Plan will remain unchanged

The main features of the ESOP 2016 are as under:

a) Brief description of the Plan:

The Company proposes to introduce the ESOP 2016 with primarily with a view to attract, retain, incentivise and motivate the existing employees of the Company and its subsidiaries, employees joining the Company and its subsidiaries, and its Directors 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 2016. All questions of interpretation of the ESOP 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2016.

b) Total number of Options to be granted:

The total number of options to be granted under ESOP 2016 shall not exceed 100,000 (One lakhs) options (revised to 600,000 (Six Lakhs)). Each option when exercised would be converted into one Equity Share of Rs. 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 2016 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 100,000 (One lakh), (revised to 600,000 (Six Lakhs)) shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in ESOP2016

All the permanent employees (including a Director, whether wholetime 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 2016:

- a. an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations; or
- b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company; or
- c. Independent Directors.

d) Requirements of vesting and period of vesting

All the options granted on any date shall vest not earlier than **1 (one) year** and not later than a maximum of **5 (Five) years** from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten 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 ESOP2016:

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 ESOP 2016 shall be less than 20,000 options."

j) Maximum quantum of benefits to be provided per employee under the ESOP 2016:

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) Route of Plan Implementation:

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) Source of acquisition of shares under the Plan:

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 and Disclosure Policies:

The Company shall follow the Ind AS 102 including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company will adopt the Fair 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.

DETAILS OF THE VARIATIONS IN THE SCHEME

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

Clause No.	New Provision	Existing Provision
3.1	The Shareholders by way of special resolution passed through Postal Ballot dated 20 th March, 2021 have authorized the Company to issue to the Employees under ESOP 2016, not exceeding 600,000 (Six Lakhs) Employee Stock Options convertible into not more than	The Shareholders by way of special resolution dated 22 th July, 2016 have authorized the Company to issue to the Employees under ESOP 2016, not exceeding 100,000 (One

	600,000 (Six Lakhs) Shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up, with each such Option conferring a right upon the Employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.	Lakh) Employee Stock Options convertible into not more than 100,000 (One Lakh) Shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up, with each such Option conferring a right upon the Employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.
3.2	The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however shall not exceed 6,00,000 (Six Lakhs) in number per eligible Employee, however the Compensation Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee within this ceiling.	The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however shall not exceed 100,000 (One Lakh) in number per eligible Employee, however the Compensation Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee within this ceiling.
14.2	The Company shall follow the Indian Accounting Standard (Ind AS) 102 including the disclosure requirements prescribed therein.	Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for ESOP 2016 then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

The members are further informed that the complete amended ESOP Scheme 2016 in compliance with SEBI (SBEB) Regulations is available for inspection at the Company's Registered Office between 11.00 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the Meeting.

The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, for the amendment of the existing Scheme. The Directors recommend the Resolution at Item No. 1 and Item No. 2 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions at above Item No. 1 and 2, except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Scheme

By order of the Board
For InfoBeans Technologies Ltd
Place: Indore
Date: 15.02.2021



Surbhi Jain
Company Secretary and Compliance Officer

CALENDER OF EVENTS

FOR SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT/E-VOTING

S.NO.	ITEMS	DATE
1	Date of Board Meeting	12.02.2021
2	Authorizing Company Secretary for issue of Notice of Postal Ballot	12.02.2021
3	Appointment of Scrutinizer	12.02.2021
4	Cut- off date for e-voting and postal ballot	12.02.2021
5	Printing and dispatch of Notice	16.02.2021
6	Sending of Notice of Postal Ballot to NSE	16.02.2021
7	Uploading of notice of postal ballot at Company Website	15.02.2021
8	Advertisement in Newspaper	17.02.2021
9	E-Voting commencement date & time	17.02.2021 at 09:00 a.m.
10	E-Voting ending date and time and Last date of receiving Postal Ballot forms by Scrutinizer	18.03.2021 till 05:00 p.m.
11	Report by Scrutinizer to Company	20.03.2021
12	Declaration of Result	20.03.2021
13	Uploading of result of Postal Ballot on the website of Stock Exchange & on Company's Website	20.03.2021

For InfoBeans Technologies Limited



Place: Indore
Date: 15.02.2021

Surbhi Jain
Company Secretary & Compliance Officer