

365 DAYS OF

# CREATING WOW!

# C R E A T I N G

<!DOCTYPE HTML  
4.01 Transitional//  
TR / html4/ loose.

<head>

<title> Example

<meta http-equiv  
/ html; charset

<h1>This is a

<p>This is an

</body>

</html>

First developed  
is short for  
HTML is used  
(called pages)  
Web. Each page  
to other pages  
you see on the  
HTML code or another.

HTML code ensures the

The box above contains  
basic web page. The first  
what version of HTML

by Tim  
Hypertext  
to create  
that are  
contains  
called  
Internet is

page </title>

= "Content -Type"  
= windows -1252"></

heading</h1>

example of a basic HTML

Berners-Lee  
Markup  
electronic  
displayed on  
a series of  
hyperlinks.  
written using

proper formatting of text

the key ingredients to a  
line (DOCTYPE) describes  
the page was written in

W3C//DTD HTML  
www.w3.org /

content ="text  
head><body>

page.</p>

in 1990, HTML  
Language.  
documents  
the World Wide  
connections  
Every web page  
one version of

and  
images so that your  
Internet browser may display them  
as they are intended to look. Without HTML,  
a browser would not know how to display text as  
elements or load images or other elements.

HTML also provides  
of the page, upon  
Style Sheets are  
its appearance.  
of HTML as the  
of a web page,  
(appearance).

<!DOCTYPE HTML  
/DTD HTML 4.01  
"https:// www.  
loose .dtd"><html>  
<head>

<title>Example

<meta http-  
-Type" content="text  
windows- 1252"> </head>

<body> <h1>This is a heading</h1> <p>This is  
an example of a basic HTML page.</p>

</body></html> HTML

a basic structure  
which Cascad  
overlaid to c  
One could d  
bones (str  
and CSS a

PUBLIC "-  
Transitio  
w3.org /T

page</title>

equiv=" Conte  
/html ; charset =

e  
ding  
change  
think  
ucture)  
s its skin

//W3C/  
al//EN”  
R/html4/

nt

Next, the HTML tag is followed by information about tags, and where to

The body section the browser.For is contained tags wrap each

<head>

<title> Example  
=”Content -Type”  
=windows

<h1>This is a

<p>This is an

</body> </

<html>

<head><meta

<title>Example page</title>

</head><body><h1>This is

<p>This is an example of a

</body> </html> HTML

or .html file extension.

opening tag reading HTML the head section the page such as locate the CSS file.

is all content that example, all the text within the body tags. element for proper

page </  
content  
-1252”></  
heading</

example of  
html>

title> <meta  
=”text /  
head><body>  
h1>

a basic HTML  
<!doctype

charset=

a heading</h1>

basic HTML page.</p>

files use either the .htm  
Web pages

lets the browser code.\The HTML which contains its title, meta

is viewable on you see here Finally, closing syntax

http-equiv  
html; charset

page.</p>  
html>

”utf-8”>

## Forward Looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipate’, ‘estimate’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’, and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be

realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

INSIDE  
THE  
STUDIO







## CONTENTS

### *Strategic Review*

Founders note .....	01
Board of Directors and Management profile .....	03
Management discussion and analysis .....	05
Review of Financial and Operating performance .....	17
Awards and Recognition .....	19

### *Statutory Reports*

Corporate Information .....	21
Notice .....	22
Directors Report and Annexures .....	23

### *Financial statements*

Standalone Financial statements .....	61
Consolidated Financial statements .....	94

Bottomline is we strive to create WOW in everything we do!

In a rapidly changing sector driven by new technology and innovation, InfoBeans strives to match the pace of transformation and we have continually enhanced our skill set and service offerings to add value to our clients with our solutions so they can focus on their business. We continue to deliver growth as promised.



# Founders' Note

We have since our inception focussed on four pillars that have been the cornerstone of our existence and these pillars continue to drive our growth forward. We would like to share a few insights on those pillars and how they drive our business.

**a) Excellence** is the *raison d'être* of our existence. At InfoBeans, excellence reflects in everything we do, right from the way we have designed our offices, our policies, client engagement, training programs and even our cultural programs. The underlying belief is that unless we seek perfection in every aspect of what we do, excellence will only be on paper and not practiced.

We empower our teams to achieve and sustain outstanding levels of performance that meet or exceed the expectations of all the stakeholders. This focus on excellence ultimately helps the company achieve its goals by honing the talent of our people by helping them realize both their organizational and personal goals.

**Bottomline is we strive to Create WOW in everything we do!**

**b) Ownership** in our opinion is the foundation of trust in an individual and in the organization. Accountability breeds responsibility and every team member at InfoBeans functions as a highly accountable individual, whether he/she is working as a team or as a sole contributor.

**One small way that we like to walk the talk is by motivating our associates to become partner in the business under InfoBeans Partner Program (ESOP).** This way they 'own' a part of the Company and hence a direct involvement in its affairs. We believe that this motivates team members to take initiative that's in the company's best interest versus looking only at what's in their personal interest. This encourages our team to take initiative where they may otherwise not, and this of course is very close to what taking ownership is all about.

**c) Creating a culture of compassion** in the workplace is where many successful companies are placing their attention today, and InfoBeans has focussed on this aspect since the time we started. **Compassion involves more of putting oneself in other persons' shoes and genuinely wanting to understand and help them.** It involves beginning to have a totally different perspective when it comes to showing kindness, caring and willingness to help others. We believe that when we treat others compassionately, we build a sense of belongingness and feel being valued. This creates a happy and fulfilling work place where each team member wants to come back every morning. With this, bonds are formed, trust is established, and a willingness to collaborate on projects and shared visions becomes the driving force behind our intentions.

**d) Openness** as the fourth pillar of our company culture is to create an environment where communication is transparent, where there is a free exchange of ideas, where there are no walls that decide who can communicate with whom and where feedback can be exchanged freely so that we build trust within the people and the organization. We have built systems seeking high involvement of leaders and team members in bringing positive change, encourage a culture of openly

discussing decision making criteria and ensuring open forums on providing feedback for organizational policies and procedures so that they are applied fairly and equitably across the organization.

We take immense pleasure in sharing with you all the highlights of our Company's performance for the financial year ended March 31, 2019.

In the year gone past, we have focussed on strengthening and expanding our presence in all the geographies we are present in – United States, Middle East and Germany and we are proud to share that **we have added one Fortune 500 client in each of our regions with a total of 17 new clients across all 3 regions.**

The founders take a personal interest in the requirements of all clients, which is what differentiates us from the others.

To summarize our financial performance in the year, our Revenue for FY2018-19 is INR 120.38 crores, an increase of 24% over the previous financial year. We are happy to report an EBITDA of 25.08 crores, PAT of 17.23 crores with the margins expanding 1300 bps and 300 bps respectively. The Company's Board of Directors has recommended a final dividend of Re. 1/-per share of face value of Rs 10 each for the financial year 2019

During the course of the year, out of the 17 new clients, 2 were added in Standards Development Organisations (SDO) space, 5 in ServiceNow and 10 in enterprise services space.

We were recognized as **"Dream Companies To Work For 2018"** in IT & Software during the year which reinforces our core values of creating a happy workplace for the team.

We take this opportunity to thank the team who endeavours relentlessly in delivering WOW to our customers day after day. We want to thank all of our clients for partnering with us and for choosing InfoBeans for their digital transformation journey. We also would like to thank all our shareholders for their confidence in the InfoBeans story. We thank you all for your immense support and continued confidence in our Company, its founders and the team.

The path ahead for the Company is to build on this progress and bring these services to more clients in our key markets. We stay focused on delivering value to all our stakeholders – shareholders, vendors, partners, clients and the team, without whom we could not possibly deliver our vision. As we plan and work towards taking our business to new markets, innovate on the services we provide driven by a deep commitment to deliver value to our clients, we look forward to your continued support and encouragement to take InfoBeans to the next level of success.

**We are pleased to share that trading in equity shares of the company has been migrated to NSE (Capital Market Segment- Main Board) from NSE SME Emerge platform w.e.f. 15th July, 2019.**

**Founders**

## Board of Directors



**Siddharth Sethi**  
Managing Director



**Avinash Sethi**  
Director & Chief Financial Officer



**Mitesh Bohra**  
Executive Director & President



**Santosh Muchhal**  
Non-Executive Independent Director



**Sumer Bahadur Singh**  
Non-Executive Independent Director



**Shilpa Saboo**  
Non-Executive Independent Director

# Management Team



**Amit Makhija**  
Director-Delivery



**Ram Lakshmi**  
Director-Client Success



**Rajagopalan Kannan**  
Director-Delivery



**Manish Malpani**  
SDO-Head



**Kanupriya Manchanda**  
HR-Head



**Tarulata Champawat**  
Director-Sales Operations



**Akhilesh Kumar Jain**  
Finance-Head



**Arpit Jain**  
UX-Practice Head



**Geetanjali Punjabi**  
Vice President-Sales





# Management Discussion and Analysis

Annexure A to Director's Report



## Overview of Industry & Business Environment

### Global Economy

Despite recent softening, global economic growth remained steady at 3.1 per cent in 2018, as a fiscally induced acceleration in the United States of America offset slower growth in some other large economies. The global economy started 2018 on an upbeat note, buoyed by a pickup in global manufacturing and trade through 2017 as investors' confidence in the global economic outlook increased with the possible signal that the global economy is finally emerging from the shadow of the financial crisis a decade ago.

The implementation of tariffs by major economies—especially the United States—and retaliatory measures taken by others, including China led to the slowdown in the rate of growth as there is increasing uncertainty about trade policy which impacts future investment decisions.

Despite these actions, the US economy expanded at a fast pace in 2018 on the back of tax cuts and increased demand stimulated by an uptick in spending. In the recent FOMC meeting, the US Federal Reserve has changed to a dovish stance and cut its forecast for raising rates from two to none at all in 2019. A single hike is due in 2020 which has led to a small fall in the USD versus certain currencies. However, investors continue see risks to future growth and value the safety of US Treasury securities. As growth and interest rates in the United States have outpaced those in other major economies, the US dollar closed the financial year appreciating against most other currencies in 2018.

Economic activity at the global level is expected to expand at a solid pace of 3 per cent in 2019, but there are increasing signs that growth may have peaked. Forecasts indicate growth slowing gradually over the next two years, as advanced-economy growth decelerates and the recovery in major commodity-exporting emerging market and developing economies levels off.

### IT Industry

The Information Technology is constantly changing and advancing impacting the environment, people, society as a whole. The sector is witnessing an era of digital transformation driven by process optimization and digitalization. Organizations are largely adopting and investing in the emerging technologies such as Robotics Process Automation (RPA), Artificial Intelligence (AI), Machine Learning (ML), Analytics, Blockchain, Internet of Things (IoT) and Cloud Computing to stay competitive and drive the differentiation.

In 2018, economic growth remained steady at

**3.1 %**

In 2019, Economic activity at the global level is expected to expand at a solid pace of

**3 %**

The global IT-BPM industry was at **USD 1.4 trillion** in 2018, an increase of **4.9%** over 2017.

## Product engineering is a process of innovating, designing, developing, testing and deploying a software product.

The IT services market grew at **3.2%** to reach **USD 694 billion** in 2018.

The ER&D continued to grow at a fastest pace at **11.4%** to **USD 1,954 billion** in 2018.

Digital revenue is currently one-fifth of the total industry revenue with almost **20% CAGR** growth between 2017-2019.

Americas contributed **56%** to the total industry revenue followed by EMEA (28%) and APAC (16%) in 2018.

The ER&D continued to grow at a fastest pace at **11.4%** to **USD 1,954 billion** in 2018.

According to Nasscom report, the global IT-BPM industry was at USD 1.4 trillion in 2018, an increase of 4.9% over 2017. The IT services market grew at 3.2% to reach USD 694 billion in 2018. The ER&D continued to grow at a fastest pace at 11.4% to USD 1,954 billion in 2018 mainly driven by software-led engineering and increased demand for digital technologies. Digital revenue is currently one-fifth of the total industry revenue with almost 20% CAGR growth between 2017-2019. In terms of geography, Americas contributed 56% to the total industry revenue followed by EMEA (28%) and APAC (16%) in 2018. your continued support and encouragement to take InfoBeans to the next level of success.

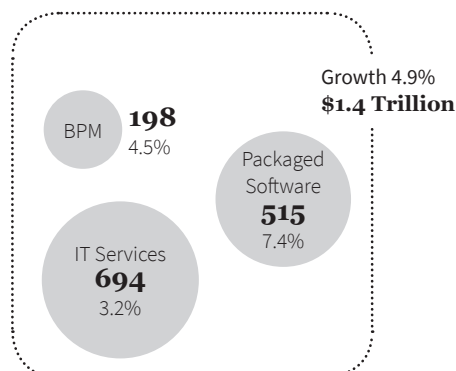
According to MarketsandMarkets research report, the global product engineering services market stood at USD 676.17 billion in 2016 and is estimated to reach at USD 1,003.12 billion in 2021, an increase of 8.2% CAGR between 2016 to 2021. The key factors driving growth are increased adoption of IoT solutions, advancement in technology, need of reducing production cost and rising demand for accelerating time-to-market. Verticals such as healthcare, banking, defense, commercial security, and many others continues to boost the growth.

Product engineering is a process of innovating, designing, developing, testing and deploying a software product. It is a process which takes care of the entire product life cycle starting from the phase of idea being conceived to the deployment and user acceptance testing phase. The key challenge faced by organizations in the marketplace is developing new products at minimum cost. Increasing cost efficiency is a planned engineering work that requires a dynamic approach and needs to be effective. Due to cultural differences in terms of

product design and loss of ownership of intellectual property for enterprises, most of the organizations struggle to optimally deploy the full potential of product engineering services. This has been restraining the growth of the market.

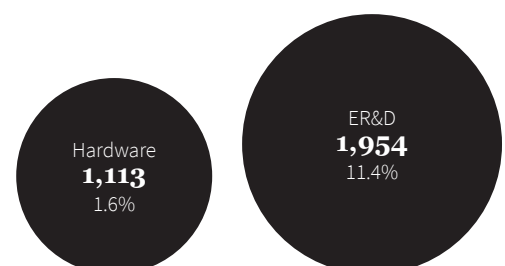
According to MarketsandMarkets research report, the global DevOps market is estimated to grow from USD 2.90 billion in 2017 to USD 10.31 billion by 2023, registering a CAGR of 24.7% during the period of 2017 - 2023. Rising need for fast application delivery with high quality, growing digitization of enterprises to automate business processes, increasing adoption of cloud technologies and agile frameworks, and need for better alliance IT teams to enhance operational efficiency are the major growth drivers. DevOps allow organisations to automate the software development and testing lifecycle by standardizing and automating the movement and deployment of code across different environments. Organizations are increasingly deploying DevOps solutions to streamline workflows, minimize time to market, reduce inefficiencies, enhance productivity, deliver better quality software, and reduce operational costs. However, issues such as lack of skilled workforce and standardized DevOps solutions are expected to challenge the industry. North America continue to remain largest DevOps market followed by APAC.

*To conclude, the pace of change is profound and organizations are relooking at every aspect of their businesses to align with this digital transformation. This change is creating huge opportunity for innovation across all industries and verticals. InfoBeans is well placed to capitalize on these opportunities in this new digital era of automation.*



Global IT - BPM in 2018 (\$ Bn)

(Source - Nasscom)







**Q. Can you briefly tell us about the Company and its business models and the areas that it operates in?**

Founded in 2000, InfoBeans Technologies Ltd. is a leading player offering Enterprise Software Engineering services primarily in Implementation, Product Development, Digital Transformation and Automation for clients across the globe. With two state-of-the-art facilities in India, we are a CMMI level 3 certified company catering to Fortune 500 clients in USA, Germany and Middle

East markets. We service a wide range of segments in the industry, including distributed storage systems, multi-format content delivery and ecommerce web and mobile platforms for diverse sectors. *Our Company's transparent operations, team of over 850+ professionals and high customer-focus has enabled us to grow our blue-chip client base significantly over the years.*

**Q. What is your approach to the markets that you are present in?**

We have a different strategy for each market. For our largest market, which is the United States, we sell a large portfolio of services including Service Now, Software Solutions, Enterprise Mobility, Automation, Dev Ops, Digital Transformation etc. We believe we are getting traction in all of these areas in the market.

The first is based on Service Now, which is a fast growing enterprise software which is a type of Service ERP if one were to draw an analogy. It helps an organisation increase the service delivery and service quality of its internal team. We invested about 50 professionals in this capability keeping in mind Service Now's rapid growth and the size of their internal technical team would not have supported the scale envisaged.

Given the nature of the product, a company which deploys Service Now would have to be a mid to large size business. It fits well into our strategy of working with a limited number of customers which have the potential for subsequent business opportunities over a longer period of time. We are currently selling this service in the US and Germany.

The other is Standard Development Organisations (SDO), which is a niche space in the US Market that we are actively pursuing. We saw an opportunity as

they are underpenetrated by the IT majors given their relatively small budgets. We have made substantial investments in that space in the US in the form of a sales team, marketing efforts, conference visibility and we are confident of expanding our current client base where SDO is concerned. As of now, we do not plan to enter this space in Europe or Middle East.

In Germany, we started with Service Now, which gave us an entry into the market through a partnering model. Over FY16-17 and part of FY 17-18, we built the capability and entered the ecosystem in Europe using Germany based partners. *We have customers such as one of World's largest logistics player and one of world largest electrical equipment manufacturer as part of our client list. We are happy to share that both the US and Germany markets are performing well as per our expectations.*

What we offer in the Middle East is software services including Java, Enterprise Mobility, and other standard solutions. *We have been successful in making in-roads into the BFSI segment in the region with clients such as largest money exchange platform in UAE, and Fortune 100 Insurance giant providing services in the Gulf Countries.*

**Q. Why do our clients choose us over some larger peers?**

We would say our key strength is the fact that we work largely with companies who themselves are in the technology sector. To give you an example, Polaris (now a subsidiary of IQVIA), which provides software solutions and expert consulting services globally for all sizes of pharmaceutical, biotech and device companies, is one of our key customers. The nature of the industry is such that a product never really dies, on the contrary it is continuously upgraded and reinvented to meet new demands and requirements of the customers. We work in such a manner that we become critical to our client's customers and hence their default choice,

which generates repeat business. We also bring to our customers the value of the knowledge databases we build during our long associations.

*If we have to identify the one factor that tilts the balance in our favour when a customer is identifying the right partner is the fact that in InfoBeans, they have direct access to the three co-founders.* It provides a sense of comfort to the decision maker on the client side irrespective of the size of the company.

Q &

**Q. What is the growth strategy for the Company?**

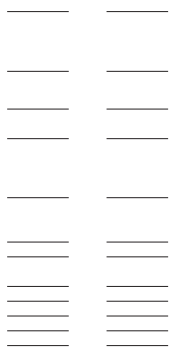
Growth is the one common agenda that drives all three co-founders and it is the theme that defines the Company. We are cognizant of the fact that in the sector that we are present in, if we want to remain current and constantly meaningful, we have to grow.

The IT industry is changing at an exponential rate and we are focussed on delivering as committed. We see InfoBeans growing 2x every two years and are confident about sustaining this rate for the foreseeable future of the Company.





# &A with founders



**Our edge is in successfully generating repeat business from the same customers. The top 10 customers contribute to ~80% of the revenue and the average age of these customers is approximately 7 years.**



**Q. Will this growth be organic or a mix of organic and inorganic?**

It will be a *mix of both. Organically we have been growing well. If you look at our performance since inception, we have been growing at a CAGR of 50% and in the last 4 years we have been growing at a 29% CAGR.* With the organic rate of growth, we have started to become a decent sized Company and we are aware

that we have to double ourselves in two years and it has to be a combination of both organic and inorganic and that's the whole reason we went public in May 2017. If not for this, for a cash rich Company such as ours, there was no desire or need to go public to raise capital.

**Q. What are the organic expansion strategies you are focussing on?**

We are focussing on two key elements which are at the core of our growth plans; expanding geographic footprint & enriching the client base. We have been actively implementing these strategies and as early as December 2015, *we started expanding in Germany and the Middle East market via our offices in Frankfurt and*

*Dubai.* Post our IPO, we have substantially increased our footprint in all the 3 geographies that we are present in. What was initially a 100% US focussed operations has now diversified with Germany and Middle East garnering 10% in total from that pie.

**Q. You have spoken about inorganic growth. Have you given some thought to what would the ideal acquisition target be for you?**

We are primarily looking at companies that can either deepen our existing competencies or add to our competencies. We are looking at opportunities in the enterprise software service business that are profitable in the US\$ 4-10 mn revenue run rate. Our focus is definitely not on bulking up but adding to our competencies at valuations that are fair. We have set some very

strict standards as far as our deal selection criteria is concerned and hence a number of opportunities that are brought to us do not filter through our sieve. The acquisition process is a work-in-progress, however, we are hopeful that we can show some success in this area.



**Q. How do you generate new business?**

We have a sales team on the ground which generates leads in all the three geographies. We have x, y and z front line sales associates in US, Germany and the Middle East respectively. The biggest challenge we face is in recruiting the right team locally as it usually takes 6-9 months for a salesperson to deliver. A strategy we are trying to adopt is to base the team out of our India offices and they travel as required. We expect this to lower our cost of sales substantially. We are willing to continue investing in developing our sales function to meet our growth targets.

On the organic side, we invested in technical competence, we expanded to new geographies, we have made substantial investments in sales and marketing and in our customer success team which focuses on mining the current client list in all geographies. I would like to think we have been successful with 90% of our customers giving us repeat business and this is where the strength of the organisation lies.

**Q. Given the nature of your business, what is your customer retention strategy?**

We work with about 50 clients in a year and we would say *our edge is in successfully generating repeat business from the same customers. The top 10 customers contribute to ~80% of the revenue and the average*

*age of these customers is approximately 7 years.* In this equation, a new client may get added and an old customer might leave, but our ratio holds if you look at our history over the last 4-5 years.

**Q. How many clients did you add in FY2019?**

*We have added 17 new clients in this fiscal*, which is the highest in a single year. On an average we add 5-8 clients in a single year and in FY2018 we added 8 new clients. Out of the 17 clients added, *3 are Fortune 500*

*companies and we are excited about the opportunity they represent in the future. If you look at the InfoBeans history, this is the highest in the category in a single year.*

**Q. What defines your relationship with stakeholders?**

The relationship is developed on a very strong trust that InfoBeans offers, which is reflected not only in our relationship with customers, but with all our stakeholders including our team members, vendors, and our shareholders. *This in our opinion is the core DNA*

*of InfoBeans team that enables us to build everlasting long-term relationships.* We deliver well, and that's why our customers come back to us and deepen their engagement.

**Q. We have heard about a desire to hit the Rs 200 crore turnover in 2 years. How do you intend to achieve that?**

This is a very good question and something we have been grappling with every other day. Every geography that we are present in is unique and has its own set of needs. For Germany it is easy as we know that it is only ServiceNow that will drive growth. In the UAE, the key driver is enterprise software services as that is the need of the hour.

US, which is the largest market is more complex in this respect. There are two sets of customers there – the existing customer who looks for existing skills and the set of new customers who are looking for vendors for a specific niche area. This is where are multi-fold

approach comes in with targeting the SDO space (which falls into Digital Transformation), second is looking at the UX segment which is again a niche skill and finally Automation which is a very important aspect of our services. Partnering with ServiceNow is an important part of our strategy in the US as it provides an entry into the door of large organisations. To put it in a nutshell, we are focussing on areas which some of our peers may not think of as a viable proposition for them. The challenge, therefore, is to generate this opportunity in as short a timeframe as we can.

**Q. How have you managed to attract and retain talent?**

Given our model, we have zero dependency on the H1-B visa situation in the United States as we have a very small team of 3-4 people currently working on that visa. We are going through some pain where talent acquisition is concerned, especially with the middle layer of employees with a few years of experience. From a sourcing point of view, we hire across the country and are not restricted to Indore or Pune. The challenge is increasing cost of hires. To counter this, we are actively trying to build the pyramid bottom up and

are tapping the local start-up ecosystem. We are hiring fresh talent and grooming them to move up the ladder in accelerated programs.

From a geographic point of view, Indore and Pune is a very good combination. Both are liveable cities and offer a good quality of life to a potential candidate. We will continue to expand more in Indore versus Pune on account of multiple factors – quality of life, low cost of living, good connectivity and the happiness factor itself.

**Q. It has been nearly 2 years since you went public. Where do you think InfoBeans stands at this point?**

We went public by choice to raise capital as we desired to grow. The primary reason we went to the market was that we should develop relationships and trust in the community for our vision and our growth strategy. At that point, our core strategy was that we should be able to acquire one company every year. While we continue to actively pursue the inorganic path, we have focused on strengthening the core of our business. *In 2017, when we listed, we were a team of 590 people and today this*

*number stands at 840.* We have invested in developing our ServiceNow capabilities, which we perceive to be a significant driver of future growth, both in terms of the demand for the service as well as the point – of – entry opportunity it can provide into the organisations on our wish list. We are committed to growth, and deepening our presence in the geographies we have made inroads into over the last 2-3 years is another strategy for us at InfoBeans.

**Q. As a final question, what are the key challenges that you see before the Company?**

We would say growth. If we cannot grow beyond this point, we are in danger of stagnation. The costs in India are spiralling up by the day and unless it is supported by growth, the model will not succeed. By growth, we mean both the volume of growth as well as the value that the volume brings. Adapting to changing technologies is another key variable that will keep us relevant. We

therefore constantly upskill the associates in our organisation so that they are ahead of the curve when delivering capabilities to our clients. Growth through an inorganic route is an area that we are focussing on but as mentioned earlier our stringent deal selection criteria has not let us tick off on the check box yet.





# Internal Control Systems and Risk Management

In view of the changes in the Companies Act, the Company has taken additional measures to strengthen its internal control systems. Additional measures in this regard are fraud risk assessment, mandatory leave for employees, strengthening background verification process of new joiners, whistle blower policy and strengthening the process of risk management.

The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. The organization is well structured and the policy guidelines are well documented with pre-defined authority.

The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations. The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported.

The Company also has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis. Recognizing the important role of internal scrutiny, the Company has an internal audit function which is empowered to examine the adequacy of, and compliance with, policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process. Periodical audit and verification of the systems enables the various business groups to plug any shortcomings in time. As stated earlier the Company has improved effectiveness of the risk management process wherein it evaluates the Company's risk management system and suggests improvement in strengthening risk mitigation measures for all key operations, controls and governance process. In addition, the top Management & the Audit Committee of the Board periodically review the findings and ensure corrective measures are taken.

## Human Resources

### *Our people make the difference*

The Success of a Company Relies on the Strength of its Employees and we are no different. As a service business, our employees are the largest and most important assets we have and the success of InfoBeans is dependent upon engaged, motivated individuals who love what they do. InfoBeans has a reputation for being a great place to work- a reputation we have worked very hard to earn and have been awarded multiple times for. Our commitment to providing a positive, productive environment is so critical that it is one of our core values is what makes the Company a great place to work.

InfoBeans has a mission to deliver value to our stakeholders and employees are no exception to that mission. We have undertaken initiatives to strengthen recruitment and employee engagement, and leadership and development program. Our benefits move beyond healthcare and retirement savings into wellness programs, volunteer time, and one of the most cherished, a flexible work schedule which is critical to our success as we expand our global footprint. At InfoBeans we believe in providing a ladder of opportunity for every member of our team through programs and initiatives supporting inclusive career growth.

As on March 31st 2019, there were 851 number of employees globally on the payrolls of the Company.

## Risks & Concerns

This section lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors.

### *Economic Risk*

A part of business is substantially dependent on the prevailing global economic conditions. Factors that may adversely affect economic growth world over that could affect the demand for customized software solutions include slowdown in the rate of implementation of digitization programs, inflation, changes in tax, trade, fiscal and monetary policies, scarcity of credit etc. As our revenues are highly dependent on export of IT solutions, as well as on clients need for digital solutions; an economic slowdown or other factors that affect the economic health of the nation or those client industries, or any other impact on the growth of such industries, may affect our business.

### *Competition Risk*

This risk arises from more players wanting a share in the same pie. Like in most other sectors, opportunity brings with itself competition. We face different levels of competition in each sector, from domestic as well as multinational companies. Intense competition in the market for information technology services could affect our pricing, which could reduce our share of business from clients and decrease our revenues. However, InfoBeans has established strong brand goodwill with our clients and a strong foothold in a wide spectrum of IT services. We have built a strong relationship with key client accounts and as a result are able to obtain competitive commercial terms and operational advantages. We also counter this risk with the quality of our offerings, our customer-centric approach and our ability to innovate customer specific solutions, focusing on creating WOW and aggressive go-to-market strategy, disciplined and time bound project executions, coupled with prudent financial and human resources management and better control over costs. Thus, we do not expect to be significantly affected by this risk.



**Trade Risk**

Our engagements with customers are typically continuous in nature and normally provide for subsequent engagements. Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and in the industries on which we focus. Disruptions in technology, system failures, trade bans could negatively impact our operations and ability to provide our services and solutions. A large part of our revenues is dependent on top clients and the loss of any one of them could significantly impact our business. Given the projected growth in the Indian economy it is estimated that demand for our services will continue to rise steadily. The Company is further reducing its dependence on a single geography by establishing a wider global footprint. Thus, we believe we have adequate mitigation in place for trade risk.

**Regulatory Risk**

If we are unable to obtain required travel documents, approvals and licenses in a timely manner, our business and operations may be adversely affected. We require certain approvals, licenses, registrations and permissions for setting up business operations in new geographies. We may encounter delays in obtaining these requisite approvals, or may not be able to obtain such approvals at all, which may have an adverse effect on our revenues. However, the Government has come up with a number of initiatives to boost the information technology sector and has planned incentives sector. As all industry predictions suggest that this will be the trend in the future as well and given our own experience in obtaining such permissions, we do not expect this risk to affect us materially in the coming years.

**Dependence on key personnel**

Employee attrition and/or constraints in the availability of skilled human resources could pose a challenge to any services company. The Company believes that its personnel are key to its success. InfoBeans always aims its human capital at the center and has initiated multiple steps for overall development of its employees. We encourage entrepreneurship culture within the organisation and offer new challenges and opportunities for our employees. We have made significant investments in our recruitment and training procedures. InfoBeans Technologies Limited does endeavour to have an effective succession plan in place to mitigate these risks.

**Client and account risks**

The Company's strategy is to engage with a few strategic customers and build long-term relationships with them. Any shift in customer preferences, priorities, and internal strategies can have an adverse impact on the Company's operations and outlook. InfoBeans does have the benefit of being very well entrenched with many of its

customers, involved in their critical and strategic initiatives. Therefore, client concentration-related risks are mitigated to an extent.

**Liability Risk**

This risk refers to our liability arising from any damage to technology, equipment, office premises, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

**Execution Risk**

The Company has undertaken number of projects in the last year and several more are in the pipeline. Contracts are often conditioned upon our performance, which, if unsatisfactory, could result in lower revenues than previously anticipated. Some of our long-term client contracts contain benchmarking provisions which, if triggered, could result in lower future revenues and profitability under the contract. Our increasing work with governmental agencies may expose us to additional risks. Any delay in project implementation can impact revenue and profit for that period. Our implementation schedules are in line with the plans. Emergency and contingency plans are in place to prevent or minimize business interruptions. Therefore, we do not expect this risk to affect us materially in the future.

There are multiple risk factors that the Company believes it will need to take cognizance of and manage. Concerns such as an unfavourable tax structure, infrastructure bottle-necks, retaining talent and unprecedented natural and man-made disasters and political/social turmoil which may affect our business, remain. However, these are threats faced by the entire industry. With superior methodologies and improved processes and systems, the Company is well positioned to lead a high growth path. The Board and management team continually assess the operations and operating environment to identify potential risks and take meaningful mitigation actions. The Company's senior management team and independent board of advisers monitor the progress of each opportunity pre- and post-closure.

**Outlook**

The underlying vision for InfoBeans for the next two years is to focus on growing our businesses – we will expand our service offerings, deepen our relationship with existing clients, add new customers, enter new markets to deliver value to all our stakeholders; while ensuring that we remain true to our core values of delivering WOW and creating a happy workplace.

We are committed to growing organically and inorganically and are actively seeking suitable opportunities which will enhance the value we deliver. In the industry we are present in, growth is imperative to remaining relevant.

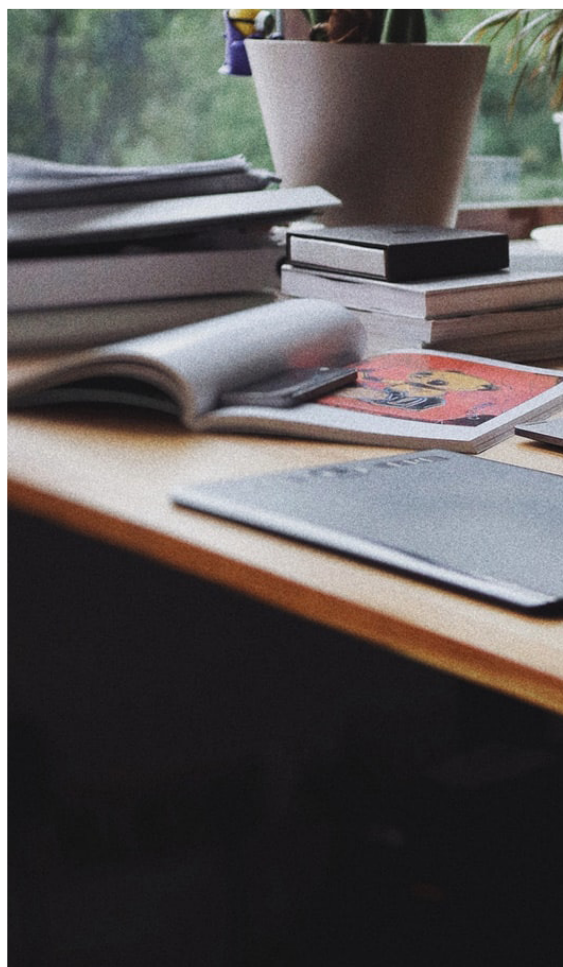
# Review of Financial and Operating Performance

## Financial performance review

For the year ended March 31, 2019, our business performance in terms of revenue and profits witnessed strong growth.

## Financials

On a consolidated basis, the Company registered total revenue of Rs. 12038.87 Lakhs (including other Income of Rs. 487.01 lakhs) for the year ended March 31, 2019 as compared to Rs. 9748.00 lakhs (including other Income of Rs. 206.89 lakhs) for the year ended March 31, 2018, reflecting a growth of 24%. The Company registered a net profit of Rs. 1726.32 lakhs for the year ended March 31, 2019 as compared to Rs. 1673.37 lakhs in the year ended March 31, 2018, reflecting a growth of 3%, driven by focused profitable growth in revenue, operational improvement and new client addition.



## Balance Sheet

### Non-current Assets

#### 1) Property Plant and Machinery

Tangible assets as at March 31, 2019 were Rs. 777.41 lakhs as compared to Rs. 347.99 lakhs in the previous year. Variance is explained as below:

*Gross addition of Rs. 749.93 lakhs during the year*

*Depreciation charge of Rs. 287.93 lakhs*

*Foreign exchange translation adjustment of Rs. 2.15 lakhs*

#### 2) Other Intangible Assets

Intangible assets as at March 31, 2019 were Rs. 39.37 lakhs as compared to Rs. 35.24 lakhs in the previous year. Variance is explained as below:

*Gross addition of Rs. 25.65 lakhs on acquisition and purchase of Intangible Assets*

*Depreciation charge of Rs. 19.00 lakhs*

#### 3) Non-Current Financial assets

##### A) Investments

Non-Current Investments balance as at March 31, 2019 were Rs 3702.79 lakhs as compared to Rs 3101.00 lakhs in the previous year.

##### B) Long Term Loans and Advances

Loan Term Loans and Advances includes Security Deposit, MAT Credit Receivables. The long term loans and advances as at March 31, 2019 were Rs. 1128.58 lakhs as compared to Rs. 1168.46 lakhs in previous year.

#### 4) Deferred Tax assets/liabilities

The deferred tax as at March 31, 2019 were Rs 215.71 lakhs as compared to Rs 180.63 lakhs in previous year.

#### 5) Current Financial assets

##### A) Investments

Current Investments balance were Rs 1000.06 lakhs as at March 31, 2019 as compare to Rs. 412.18 lakhs in previous year.

##### B) Inventories

Inventories includes the amount incurred and capitalised towards developing new capabilities for providing services the Current Investments balance were Rs 63.32 lakhs as at March 31, 2019 as compare to Rs. 337.28 lakhs in previous year.

##### C) Trade Receivables

Trade receivable as at March 31, 2019 stood at Rs. 2155.77 lakhs as compared to Rs 2112.57 lakhs in previous year.

##### D) Cash and Bank Balance

The cash and Bank balance as on March 31, 2019 was Rs. 3392.40 lakhs as compared to Rs. 2826.53 lakhs in the previous year.

##### E) Short-term Loans and Advances

Short-term Loans and Advances includes Advance Tax, TDS Receivable and Other Advances. Short-term Loans and Advances as at March 31, 2019 was Rs. 604.77 lakhs as compared to Rs. 513.12 lakhs in previous year.

#### 6) Other current assets

Other current assets includes Prepaid Expenses and Accrued Revenue. Other Current Assets were at Rs. 207.46 lakhs as at March 31, 2019 as compared to Rs. 151.24 lakhs in previous year.

### Equity and Liabilities

#### 7) Total Equity

We have one class of share- equity share capital of par value Rs 10 each. The issued, subscribed and paid up capital stood at Rs. 2401.56 lakhs as at March 31, 2019, which was Rs. 2401.56 lakhs in previous year.

#### 8) Non-Current Financial Liabilities

##### A) Borrowings

The Non-Current borrowing as at March 31, 2019 was Rs 12.03 lakhs as compared to Rs 18.60 lakhs in previous year.

#### 9) Provisions

The Long term provision balance as at March 31, 2019 was Rs. 370.58 lakhs as compared to Rs. 239.93 lakhs in previous year.

##### A) Trade Payables

The trade payable as at March 31, 2019 were Rs. 21.94 lakhs as compared to Rs. 61.63 lakhs in previous year.

#### 10) Other current liabilities

The current liabilities as at March 31, 2019 were Rs. 125.40 lakhs as compared to Rs. 153.99 lakhs in previous year.

#### 11) Provisions

The Short-term provision balance as at March 31, 2019 was Rs. 500.00 lakhs as compared to Rs. 407.50 lakhs in previous year. The difference is on account of employee benefits and related actuarial assumptions.

# Awards and Recognition



**2011  
2013**

**Asia's Best  
Employer Brand**

Award for Talent  
Management



**2015  
2016**

**Great Place  
to Work®  
Institute,  
India**

Top 50 Indian IT &  
ITES - Great Place  
to Work

**2015**

**Amity  
Indore**

Amity CSR  
Conclave (Small  
Sector)



**2017**

**Times  
Ascent**

Dream company  
to work for





# 2018

**Times Ascent**  
Recognized  
as "Dream  
Companies  
To Work For  
2018" in IT &  
Software Sector



# 2019

**Great Place to  
Work® Institute,  
India**  
Top 50 Indian IT & ITES -  
Great Place to Work

# 2018

**Software  
Engineering  
Institute**  
By Software  
Engineering  
Institute

**Madhya  
Pradesh  
Best Brand  
Award**  
Brand Leadership  
Award



# 2019

**Madhya  
Pradesh  
Best Brand  
Award**  
Brand Leadership  
Award

**Pride of  
Madhya  
Pradesh  
Award**  
Best Corporate  
Social Responsibility  
Practices





# Corporate Information

Board of Directors	Designation
Mr. Siddharth Sethi	Managing Director
Mr. Avinash Sethi	Director and Chief Financial Officer
Mr. Mitesh Bohra	Executive Director and President
Mr. Santosh Muchhal	Non-Executive Independent Director
Mr. Sumer Bahadur Singh	Non-Executive Independent Director
Ms. Shilpa Saboo	Non-Executive Independent Director
Ms. Surbhi Jain (w.e.f 07/12/2018)	Company Secretary

## Statutory Auditors:

M/s Prakash S. Jain & Co.  
Chartered Accountants  
30/1, South Tukoganj, South Tukoganj, Indore,  
Madhya Pradesh 452001

## Secretarial Auditor

M. Maheshwari & Associates.  
301, Shalimar Corporate Centre  
8B, South Tukoganj  
Indore (M.P)

## Bankers

Kotak Mahindra Bank  
Axis Bank  
Citi Bank

## Registered Office

Crystal IT-park, STP-1 2nd Floor, Ring Road, Indore(M.P.), 452001  
Email : investor.relations@Infobeans.com  
Website : www.Infobeans.com

## Share Transfer Agent

Link InTime India Pvt Ltd.  
247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli  
West, Mumbai, Maharashtra 400083

# Notice

Notice is hereby given that the 09th Annual General Meeting of the members of InfoBeans Technologies Limited will be held on Wednesday, 14th August, 2019 at 4.00 P.M. at 2nd Floor Crystal IT Park, Ground Floor, Indore (M.P) 452001 to transact the following business:-

## ORDINARY BUSINESS:-

### Item No. 1 - Adoption of Financial Statements:-

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019, including the Audited Balance Sheet as on 31st March, 2019, the statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2019 including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss Account for the year ended on 31st March, 2019 and the Cash Flow Statement for the year ended on that date and together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."

### Item No. 2 - Declaration of Dividend:-

To declare a final dividend at the rate of Re. 1 (One) per equity share capital of the company for the year ended 31st March 2019.

### Item No. 3 – Appointment of Mr. Mitesh Bohra as a Director:-

To appoint a Director in place of Mr. Mitesh Bohra (DIN: 01567885), who retires by rotation and being eligible offer himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Mitesh Bohra (DIN: 01567885), who retires by rotation at this meeting and being eligible has offered himself for re-appointment be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS

### Item No. 4 – Approval of Related Party Transaction:-

To pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s), with parties as detailed in table forming part of the explanatory statement annexed to the notice with respect to availing and rendering of services, or leasing of property of any kind, appointment of agent for purchase or sale of goods, materials Services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.400 Crore from the financial year 2019-2020 and onwards, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Place : Indore  
Date : July 18th, 2019

By order of the Board  
For InfoBeans Technologies Ltd

Sd/-  
Surbhi Jain  
Company Secretary & Compliance Officer

# Director's Report

The Directors present the Annual Report along with the Audited statement of accounts for the year on 31st March, 2019. The consolidated performance of the company and its subsidiaries has been referred to wherever required."

## 1. Financial Results

Particulars	Standalone		Consolidated	
	2019	2018	2019	2018
Total Revenue	1,043,064,914	821,834,597	1,203,887,357	974,799,844
Total Expenses	809,718,496	629,069,032	990,015,039	783,918,830
<b>Profit or Loss before Tax</b>	<b>233,346,418</b>	<b>192,765,565</b>	<b>213,872,319</b>	<b>190,881,014</b>
Less:				
1. Current Tax	50,000,000	40,750,000	50,000,000	40,750,000
2. Deferred Tax	(3,508,042)	(5,896,144)	(3,508,042)	(5,896,144)
3. Earlier Year Tax	(325,930)	304,228	(10,613)	(304,228)
4. MAT Credit Entitlement	(8,390,135)	(14,024,222)	(8,390,135)	(14,024,222)
5. CSR	3,149,000	2,410,500	3,149,000	2,410,500
<b>Profit or Loss After Tax</b>	<b>192,421,524</b>	<b>169,221,203</b>	<b>172,632,108</b>	<b>167,336,652</b>
Earning Per Equity Share (EPS)				
(1) Basic	8.01	7.21	7.19	7.13
(2) Diluted	8.01	7.21	7.19	7.13

### Performance Review and State Of Company's Affairs

#### Consolidated Performance

- Total revenue (including other income) at **Rs. 120.38 Crores** crossing the figure of 100 crores in financial year 2019, as compared to **Rs. 97.48 crore** in financial year 2018, **YoY growth of 24 %**
- **Profit After Tax at Rs. 17.26 Crores** in financial year 2019 as against **Rs. 16.73 crore** in financial year 2018, significant growth of 3 %
- **EBITDA stood at Rs. 25.08 Crores** in financial year 2019 as against **Rs. 21.55 crore** in financial year 2018, **jump of 16%**.

#### Standalone Performance

- **Total Revenue (including other income) at Rs. 104.3 Crore** in financial year 2019, as against **Rs. 82.18 crore** in financial year 2018, **YoY growth of 27%**.
- **Profit After Tax at Rs. 19.24 Crore** in financial year 2019 as against **Rs. 16.92 crore** in financial year 2018, significant growth of 14%
- **EBITDA stood at Rs. 26.97 Crores** in financial year 2019 as against **Rs. 21.68 crore** in financial year 2018, **jump of 24%**.

#### Consolidated Financial Statements

- As per Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the Rules issued there under, the Consolidated Financial Statements of the Company for the financial year 2018-19 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company, its subsidiaries and associate companies, as approved by the respective Board of Directors.

- The Consolidated Financial Statements together with the Auditors' Report form part of this Annual Report.

## 2. Subsidiaries

The Company has three subsidiary Companies namely InfoBeans INC, InfoBeans Technologies DMCC and InfoBeans Technologies Europe GmbH `

Further, InfoBeans IT City Pvt Ltd has been voluntarily applied for the strike off by the company, since there was no business in operations since last two years.

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries



in the prescribed format AOC-1 is appended as Annexure E to the Board's report.

The statement also provides the details of performance, financial positions of each of the subsidiaries.

In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries are available on our website [www.Infobeans.com](http://www.Infobeans.com)

These documents will also be available for inspection during business hours i.e. 10.00 am to 7.00 pm at our registered office in Indore, India.

During the year, investments were made in the following subsidiaries / Associate Company:

InfoBeans Technologies DMCC

InfoBeans Technologies Europe GmbH

InfoBeans INC

### 3. Dividend

Based on the Company's performance, the Directors have recommended a final dividend of Re.1/- per equity share on paid up equity capital of the company for the Financial Year 2018-19, aggregating to Rs. 24015600/- (Rupees two crore forty lakhs fifteen thousand six hundred only) (excluding dividend distribution tax), payable to those Shareholders whose names appear in the Register of Members as on the Book Closure/Record Date.

The dividend payout is subject to approval of the members at the ensuing Annual General Meeting of the Company ('AGM').

#### Shareholders Payout Policy

InfoBeans have adopted the Shareholders Payout policy with intent to strive a fair balance between payout to shareholders and cash retention. InfoBeans strives to re-invest in growing the business both organically and inorganically, it was one of the key objectives as stated in RHP while raising funds at the time of IPO. The company has been actively investing in the same and therefore any payout to shareholders will be considered only with the excess cash available to it after keeping aside funds for its growth needs. The company has been conscious of the need to maintain consistency in payout/reward to the Shareholders. The quantum and manner of payout/reward to shareholders of the Company shall be recommended by the Board of Directors of the Company

#### Ways of Payout/ Rewards to the Shareholders

In accordance with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) (Second Amendment) Regulations, 2015, introducing a new Regulation 43A which requires the top five hundred listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed in their annual reports and on their websites.

Companies other than top five hundred listed entities based on market capitalization may disclose their dividend distribution policies on a voluntary basis to formulate a dividend distribution policy which shall be disclosed in their annual reports and on their websites.

InfoBeans Technologies Limited ("the Company") other than top five hundred listed entities may disclose their dividend distribution policy on a voluntary basis to formulate a dividend distribution policy ("the Policy").

#### 01. Dividend distribution philosophy

The Board of Directors ("Board") of the Company has considered and approved this Dividend Distribution Policy in its meeting held on 01st, May, 2019 to comply with these requirements. The Policy will be applicable from the Company's Financial Year 2019-20.

The Company currently has only one class of shares, viz. equity, for which this policy applicable. The policy is subject to review if and when the Company issues different classes of shares.

#### a. Dividend

"Dividend" shall mean Dividend as defined under the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") together with circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

#### Interim and Final Dividend

The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting. The date of the Board meeting in which the Dividend proposal will be considered, will be provided to the stock exchanges, as required by Listing Regulations.

#### b. Policy

1.1 The Company believes in rewarding its shareholders as and when the funds are available for distribution as dividend and to recommend the same to the Members at the Annual General Meeting of the Company.

1.2 The Company envisions dividend to be paid annually, it can be more frequent if excess cash position allows for it

1.3 The Company aims to target long term growth investments considering the needs of its business, dividends will be distributed from the excess funds available after allocation of such investments

#### c. Circumstances under which shareholders can expect Dividend

The Board will assess the Company's financial requirements, including present and future, organic and inorganic growth opportunities and other relevant external and internal factors and declare Dividend in any financial year.

The Dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with the provisions of the Act and Regulations, as applicable.

#### d. Financial parameters and other internal and external factors which would be considered for declaration of Dividend:

Capital expenditure requirements considering the expansion and acquisition opportunities;

Distributable surplus available as per the Act and Regulations;

The Company's liquidity position and future cash flow needs;

Track record of Dividends distributed by the Company;

Payout ratios of comparable companies;

Prevailing Taxation Policy or any amendments expected thereof, with respect to Dividend distribution;

Cost and availability of alternative sources of financing;

Stipulations/ Covenants of loan agreements;

Macroeconomic and business conditions in general; and

Any other relevant factors which the Board may deem fit to consider before declaring Dividend

e. Utilization of retained earnings

Subject to the applicable regulations and after considering the above mentioned parameters the Company's retained earnings may be applied for:

Funding inorganic and organic growth needs including working capital, capital expenditure, repayment of debt, etc.;

Buyback of shares subject to applicable limits;

Payment of Dividend in future years;

Issue of Bonus shares; and

Any other permissible purpose

f. Disclosure of this Policy

The Company shall disclose this Policy on its website and in its Annual Report.

g. Modification of the Policy

The Board is authorized to change/amend/alter this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the Companies Act, 2013, the Regulations, etc.

02. Bonus Issue

As and when the company has large accumulated reserves represented by free reserves, securities premium, surplus etc. which are felt more than the requirements of the Company the Board may consider to utilize such balances towards issuance of bonus equity shares or any other security (ies) as may be permissible under the applicable provisions of the Companies Act, 2013, SEBI Act along with applicable regulations thereunder and any other Act as may be applicable.

03. Buy Back

As and when the Company has large accumulate reserves represented by free reserves, security premium, surplus etc. which is also supported by sufficient liquidity in the company, the Board of Directors may consider to carry out Buy Back of its equity shares in accordance with the relevant applicable provisions of the Companies Act, 2013, SEBI Act along with applicable regulations thereunder and any other Act as may be applicable.

04. Sub division / splitting of shares

The Board of Directors may also consider to sub divide the equity shares in order to improve the liquidity in the market and to make it more affordable to retail shareholders thereby attracting better participation of retail shareholders in the equity shares of the Company.'

#### 4. Transfer to Reserves

"The Board of Directors of your company, has decided not to transfer any amount to the Reserves for the year under review."

#### 5. Management's Discussion and Analysis Report

Management Discussion and Analysis forms an integral part of this report and is annexed as Annexure – A which gives details of the overall industry structure, economic developments, performance and state of affairs of the Company's various businesses.

#### 6. Report on Corporate Governance

Your company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability and is committed to adopting and adhering to best corporate governance practices.

The Board considers itself as trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. The company has set itself the objective of expanding its capacities as a part of growth strategy. It is committed to high levels of ethics and integrity in all its business dealings that avoids conflict of interest. In order to conduct business with these principles the company has created a corporate structure based on business needs and maintains high degree of transparency through regular disclosures with focus on adequate control systems.

However the provisions of Regulation 15 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 providing a separate report on corporate governance under Regulation 34(3) read with para C of Schedule V are set out in the Annexure B to this report.

#### 7. Director's Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

a) In the preparation of the annual accounts for the year ended March 31st, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31st, 2019 and of the profit of the Company for the year ended on that date;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors have prepared the annual accounts on a 'going concern' basis;

e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### 8. Internal Financial Controls and their Adequacy

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

### 9. Directors and Key Managerial Person

During the year under review, the following changes occurred in the position of Directors/KMPs of the Company.

In compliance with the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulation 2015, the composition of Board of Directors and Key Managerial Personnel are as follows:-

Sr. no	Board of Directors	DIN/PAN	Designation
1.	Siddharth Sethi	01548305	Managing Director
2.	Mitesh Bohra	01567885	Executive Director and President
3.	Avinash Sethi	01548292	Director & Chief Financial Officer
4.	Sumer Bahadur Singh	07514667	Non-Executive Independent Director
5.	Santosh Muchhal	00645172	Non-Executive Independent Director
6.	Shilpa Saboo	06454413	Non-Executive Independent Director

Mr. Santosh Muchhal has been re-appointed as the Non-Executive Independent Director for 2nd consecutive term.

The Company also consists of the following Key Managerial Personnel:

1.	Avinash Sethi	01548292	Director & Chief Financial Officer
2.	Nitisha Pareek*	BQSP3620G	Company Secretary
3.	Surbhi Jain**	ASBPJ3729J	Company Secretary

\*Ms. Nitisha Pareek has resigned from the post of Company Secretary of the Company with effect from 07th December, 2018.

\*\* Ms. Surbhi Jain was appointed as a Company Secretary of the Company with effect from 07th December, 2018.

### 10. NUMBER OF BOARD MEETINGS

Six meetings of the Board were held during the year under review. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this report.

### 11. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the board was evaluated by the board after seeking inputs from all the Directors and on the basis of on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the

board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

The following are some of the broad issues that are considered in performance evaluation:

Criteria for evaluation of Board and its Committees:

- Setting up of performance objectives and performance against them
- Board's contribution to the growth of the Company
- Whether composition of the Board and its Committees is appropriate with the right mix of knowledge and skills sufficient to maximize performance in the light of future strategy
- Board's ability to respond to crisis
- Board communication with the management team
- Flow of quality information to the Board

#### Criteria for evaluation of Independent Directors

1. Demonstrates willingness to devote time and effort to understand the Company and its business
2. Demonstrates knowledge of the sector in which the Company operates
3. Quality and value of their contributions at board meetings
4. Contribution to development of strategy and risk management policy
5. Effective and proactive follow up on their areas of concern

#### Criteria for evaluation of Non-Independent Directors

1. Knowledge of industry issues and exhibition of diligence in leading the organization
2. Level of attendance at the Board and Committee meetings where he is a member
3. Effectiveness in working with the Board of Directors to achieve the desired results
4. Providing direction and support to the Board regarding its fiduciary obligations and governance role
5. Providing well-balanced information and clear recommendations to the Board as it establishes new policies.

#### 12. Nomination and Remuneration Policy:

The Company's policy on director's appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on: <https://www.infobeans.com>

#### 13. Declaration by Independent Directors:

The company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 14. Auditor's Report and Audit Report:

The Company's Auditors M/s. Prakash S. Jain & Co., Chartered Accountants, who are the Statutory Auditors of the Company, hold office till the conclusion of the forthcoming AGM and being eligible have consented and offered themselves for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. Prakash S. Jain & Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the AGM to be held in the year 2020.

The Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) from Prakash S. Jain & Co.. Further, M/s. Prakash S. Jain & Co., Chartered Accountants, have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the Listing Regulations.

The Auditor's Report for the fiscal year 2018-19 does not contain any qualification, reservation or adverse mark. The Auditors report is enclosed with financial statements in this Annual Report for your kind perusal and information.

#### 15. Secretarial Auditor's Report:

The Board has appointed CS Manish Maheshwari, Proprietor of M. Maheshwari & Associates Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as Annexure E to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### 16. Committees of the Board:

Pursuant to Section 178 of the Companies Act, 2013 Company has constituted the following Committees of the Board:

1. Audit Committee;
2. Nomination and Remuneration Committee; and
3. Stakeholders Relationship Committee
4. CSR Committee

The composition of all Committees has been stated under Corporate Governance Report forms an integral part of Annual Report.

#### 17. Particulars of Loans, Guarantees or and Investments:

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the Financial Statement (Please refer to Note No. 11 & 14 to the Financial Statement).

#### 18. Disclosure Requirements:

As per the Provisions of the SEBI (LODR) Regulations, 2015 entered into with the stock exchanges, corporate governance report with auditor's certificate thereon and management discussion and analysis are attached, which form part of this report.

As per Regulation 43A of the SEBI Listing Regulations, the Dividend Distribution Policy forms part of Board Report and is uploaded on the Company's website: <https://www.infobeans.com>

Details of the familiarization programme of the independent directors are available on the website of the Company. The link for the same is: <http://www.infobeans.com/wp-content/uploads/2015/12/Familiarization-Programme-of-Independent-Director.pdf>

The Company has formulated and published a WhistleBlower Policy to provide Vigil Mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act; the whistle blowing Policy is available on the company's website at <http://www.infobeans.com/wp-content/uploads/2015/12/Whistle-Blower-Policy.pdf>

### 19. Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, and Redressal) Act, 2013:

InfoBeans is committed to provide a healthy environment to all its employees, the company has in place a Prevention of the Sexual Harassment Policy and an Internal complaints committee as per the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy aims at educating employees on conduct that constitute sexual harassment, ways and means to prevent occurrence of any such incident and the mechanism for dealing with such incident in the unlikely event of its occurrence. The Company has also constituted an Internal Committee to deal with any sexual harassment cases reported, as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under.

The Company has zero tolerance on Sexual Harassment at workplace. During the year under review, no complaints were received against the sexual harassment at workplace.

### 20. Related Party Transactions:

During the financial year 2018-19, the Company entered into transactions with related parties as defined under Section 2 (76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and also in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Listing Regulations.

Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions formulated and published on the website of the Company, <https://www.infobeans.com/wp-content/uploads/2015/12/Draft-Related-Party-Transactions-1-7-1.pdf>. The policy is in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under and the Listing Regulations.

Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and on arm's length basis in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under and the Listing Regulations. The details of the related party transactions as per Indian Accounting Standards (Ind AS) – 24 are set out in Note 42 to the Standalone Financial Statements of the Company.

The Form AOC – 2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out in the Annexure H to this report.

### 21. Conservation of Energy, Technology Absorption:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out herewith as Annexure I to this Report.

### 22. Corporate Social Responsibility:

The CSR initiatives of the Company were under the thrust areas of health & hygiene, education, water management and enhancement of vocational training.

The key objective of Kaleidoscope is to provide infrastructure support, development oriented activities and events across health and education areas, centered on schools and communities along with active employee contribution and participation.

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2019 in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in the Annexure J to this report.

### 23. Employee Stock Options Schemes:

The Company established a scheme – InfoBeans Partnership Program in 2016 (ESOP IPP, 2016) for granting stock options to the eligible employees, with a view to attracting and retaining the best talent and encouraging employees to align individual performance with Company's objectives, and promoting increased participation by them in growth of the Company. Each option representing one equity share of the Company. The scheme is governed by Employee Stock Option Scheme and Employee Stock Purchase Guidelines issued in 1999 by SEBI and as amended from time to time. The vesting period of stock options, granted during the year shall be five years. The stock options shall be exercisable within six months from the date of vesting. As per the guidelines issued by the SEBI, the excess of the market price of the underlying equity shares as on the date of grant of option over the exercise price of the option is to be recognized and amortized on a straight line basis over the vesting period.

The Shareholders of the company in the meeting held on 22nd July, 2016 approved the allocation of 1,00,000/- stock options (Revised 3,50,000 options due to bonus) to the eligible employees of the company and its subsidiaries. The details of the 2015 plan, including reference, and the requirements specified under Regulations 14 of SEBI (Share Based Employee Benefits) Regulations, 2014.

The details of the employee stock options plan form part of the notes to account of the financial statements in this annual report.

### 24. Foreign Exchange Earnings and Outgo:

We have established a Substantial direct marketing around the world, including Dubai, Frankfurt, Tampa, and Dublin. These offices are staffed with sales and marketing specialists who sell our services to large international clients.

Activity in Foreign Currency – Standalone

Board of Directors	2019	2018
The Foreign Exchange earned in terms of actual inflows during the year;	956,922,370	780,193,249
And the Foreign Exchange outgo during the year in terms of actual outflows.	10,972,033	10,030,158

**25. Extract of Annual Return**

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for FY 2019 is given in Annexure III in the prescribed Form No. MGT-9, which is a part of this report.

**26. Risk Management**

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor & take precautionary measures in respect of the events that may pose risks for the business. The Board & Audit Committee is responsible for reviewing the risk management plan

and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis by keeping Risk Management Report before the Board & Audit Committee periodically.

**27. Appreciation**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and workers of the Company.

For and on behalf of the Board of Directors of InfoBeans  
Technologies Limited

Place : Indore  
Date : 18th July, 2019

Siddharth Sethi  
DIN:01548305  
Managing Director



# Annexure B

## Corporate Governance Report

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at InfoBeans Technologies Limited is as under:-

### 1. Introduction

Corporate Governance is about working ethically and finding a balance between economic and social goals. It includes the ability to function profitably while obeying laws, rules and regulations. Corporate Governance is about maximizing shareholder value legally, ethically and on a sustainable basis while ensuring fairness to every shareholder, Company's clients, employees, investors, vendor partners, government of the land and the community. Thus corporate governance is the reflection of Company's culture, policies and its relationship with the stakeholders and its commitment to values.

### 2. Company's Philosophy on Corporate Governance

InfoBeans Technologies Limited looks upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term stakeholder value creation. It is the application of best management practices, compliance of laws & adherence to ethical standards to achieve the Company's objective of enhancing stakeholders' value and discharge of social responsibility. Good Corporate Governance Practices enable a Company to attract high quality financial and human capital. In turn these resources are leveraged to maximize long-term stakeholder value while preserving the interest of multiple stakeholders including the society at large. In the conduct of your Company's business and its dealings, it abides by the principle of honesty, openness and doing what is right which means taking business decisions and acting in way that is ethical and is in compliances with the applicable legislation. The Company's corporate governance philosophy has been further

strengthened through the InfoBeans Technologies Limited Code of Conduct for Board and Senior personnel and Code of Conduct under Insider trading regulations.

### 3. Board of Directors

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Board of Directors of the Company is headed by the Mr. Siddharth Sethi, Managing Director.

#### A. Composition

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors and Independent Directors as required under applicable legislation. As on date of this Report, Your Company's Board comprises of Six Directors, which includes 3 Non- Executive Independent Directors, 3 Promoter Executive Director. The Executive Directors includes Managing Director, Whole time director and Chief Financial Officer. The composition of the Board is in conformity with the requirements Regulation 17 of SEBI (LODR) Regulation 2015. Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI (LODR) Regulation 2015, The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned Regulation 16 and Section 149(6) of the Act.

Name of Director	Position	No. of Board meetings held	No. Of Board meetings attended	Attendance at the last AGM	Member of Board Committees in other Companies excluding private companies	Member of Board Committees in other Companies excluding private companies
Mr. Avinash Sethi	Promoter Executive Director	06	06	Yes	-	-
Mr. Mitesh Bohra	Promoter Executive Director	06	01	No	-	-
Mr. Siddharth Sethi	Promoter Executive Director	06	06	Yes	-	-
Mr. Santosh Muchhal	Non-Executive Independent Director	06	05	Yes	02	02
Mr. Sumer Bahadur Singh	Non-Executive Independent Director	06	03	Yes	-	-
Ms. Shilpa Saboo	Non-Executive Independent Director	06	01	No		



### C. Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled. During the Financial Year ended 31 March, 2019, Six Board meetings were held on 03rd May, 2018, 13th August, 2018, 19th September, 2018, 11th October, 2018, 17th December, 2018 and 14th January, 2019. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days. The notice of Board meeting along with agenda is given well in advance to all the Directors. The meetings of the Board are held in at the registered office of the Company at Indore. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2019 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee, nomination and remuneration committee and stakeholders' relationship committee.

### D. Familiarization Programme for Independent Directors

In Compliance of SEBI (LODR) Regulation 2015 Company has conducted a familiarization programme for Independent Directors of the Company for familiarizing with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The details of such familiarization program for Independent Directors are posted on the website of the Company and can be accessed at [http://www.infobeans.com/wp-content/uploads/investors/Familiarisation\\_Programme.pdf](http://www.infobeans.com/wp-content/uploads/investors/Familiarisation_Programme.pdf).

### 4. Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invites to join the meeting, as appropriate.

The Board has currently established the following statutory and non-statutory Committees.

#### A. Audit Committee

Company has constituted the qualified Audit Committee of the Company pursuant to the provision of Regulation 18 of SEBI (LODR) Regulation 2015. The Audit Committee acts as a link between the Management, the Statutory and Internal Auditors and the Board of Directors; and oversees the financial reporting process. It interacts with statutory, internal auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with necessary assistance and information so as to enable it to carry out its function effectively.

#### i. Composition of Audit Committee

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR)

Regulation 2015. All the members of the Committee have relevant experience in financial matters.

Sr. No	Name of Director	Category	Designation
1.	Mr. Santosh Muchhal	Non-Executive Independent Director	Chairman
2.	Mr. Sumer Bahadur Singh	Non-Executive Independent Director	Member
3.	Mr. Avinash Sethi	Director and Chief Financial Officer	Member

#### ii. Meeting of Audit Committee

During the Financial Year ended 31st March, 2019, Four Audit Committee Meetings were held on 03rd May, 2018, 13th August, 2018, 11th October, 2018 and 14th January, 2019. The necessary quorum was present for all the meetings.

Sr. No	Name of Director	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Santosh Muchhal	4	3
2.	Mr. Sumer Bahadur Singh	4	3
3.	Mr. Avinash Sethi	4	4

#### iii. Power of Audit Committee

The power of audit committee shall include the following:-

1. Investigating any activity within its terms of reference.
2. Seeking information from any employee.
3. Obtaining outside legal or other professional advice.
4. Securing attendance of outsiders with relevant expertise, if it considers necessary.
5. Any other matter as may be required from time to time by the Listing Agreement, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

#### iv. Roles of Audit Committee

The role of audit committee shall include the following:-

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
2. Recommending to the board for appointment (including re-appointment and replacement), remuneration and terms of appointment of auditor of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;



4. Reviewing, with the management, the annual Financial Statements and auditor's report thereon before submission to the board for approval, with particular reference to:-

- a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
- b) Changes, if any, in accounting policies and practices and reasons for the same.
- c) Major accounting entries involving estimates based on the exercise of judgment by management
- d) Significant adjustments made in the Financial Statements arising out of audit findings
- e) Compliance with listing and other legal requirements relating to Financial Statements
- f) Disclosure of any related party transactions
- g) Qualifications in the draft audit report.

5. Reviewing with the management, the quarterly Financial Statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the Company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the Company, wherever it is necessary;

11. Evaluation of internal financial controls and Risk Management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion

to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. Reviewing the functioning of the Whistle Blower mechanism in the case same is existing;

19. Overseeing the performance of Company's Risk Management Policy;

20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

22. Any other function as may be required from time to time by the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

#### **v. Information to be Review by Audit Committee:**

The audit committee shall review the following:-

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3. Management letters /letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the Chief internal auditor;

6. Any other matter as may be required from time to time by the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

**B. Nomination and Remuneration Committee**

Company has constituted the Nomination and Remuneration Committee of the Company pursuant to the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

**i. Composition of Nomination and Remuneration Committee**

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and provisions of Regulation 19 of SEBI (LODR) Regulations, 2015. All the members of the Committee have relevant experience in financial matters.

Sr. No	Name of Director	Category	Designation
1.	Sumer Bahadur Singh	Non-Executive Independent Director	Chairman
2.	Santosh Muchhal	Non-Executive Independent Director	Member
3.	Shilpa Saboo	Non-Executive Independent Director	Member

**ii. Meeting of Nomination and Remuneration Committee**

During the Financial Year ended 31st March, 2019, two Nomination and Remuneration Committee Meetings were held on 13th August, 2018 and 14th December, 2018. The necessary quorum was present for this meeting. Nomination and Remuneration Committee

Sr. No	Name of Director	No. of Meetings Held	No. of Meetings Attended
1.	Sumer Bahadur Singh	2	2
2.	Santosh Muchhal	2	2
3.	Shilpa Saboo	2	-

**iii. Role of Nomination and Remuneration Committee:**

The role of the Nomination and Remuneration Committee shall include the followings:-

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

5. Any other function as may be required from time to time by the Listing Agreement, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended by such committee.

**iv. Remuneration Policy:**

The Company has adopted the Policy for Remuneration of Directors, Key Managerial Personnel (KMPs) and other Employees of the Company. The detailed policy is uploaded on the website of the Company and can be accessed at <http://www.infobeans.com/wp-content/uploads/2015/12/Nomination-Remuneration-Policy.pdf>

**v. Remuneration of Directors:**

Remuneration of Executive Directors is decided by the Board, based on the recommendations of the Nomination and Remuneration Committee as per the remuneration policy of the Company, within the ceilings fixed by the shareholders.

Particulars	Avinash Sethi	Siddharth Sethi	Mitesh Bohra
Salary	60,00,000	70,20,000	-

**vi. Remuneration to Non-Executive Directors**

During the year ended 31st March, 2019, the Company has paid remuneration either in the form of sitting fee to its non-executive Independent Directors.

**C. Stakeholders' Relationship Committee**

The Company had a shareholders / investors grievance committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / Annual Reports, etc. The nomenclature of the said committee was changed to stakeholders' relationship committee in the light of provisions of the Act and Regulation 20 of SEBI (LODR) Regulations, 2015.

The Company had a shareholders / investors grievance committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / Annual Reports, etc. The nomenclature of the said committee was changed to stakeholders' relationship committee in the light of provisions of the Act and Regulation 20 of SEBI (LODR) Regulations, 2015.

**i. Composition of Stakeholders' Relationship Committee**

The composition of the Stakeholders' Relationship Committee is given below:

Sr. No	Name of Director	Category	Designation
1.	Santosh Muchhal	Non-Executive Independent Director	Chairman
2.	Sumer Bahadur Singh	Non-Executive Independent Director	Member
3.	Avinash Sethi	Director and Chief Financial Officer	Member

### Meeting of Stakeholder Relationship Committee

During the Financial Year ended 31st March, 2019, no investor complaint was received and no complaint was pending for redressal. One Stakeholder Relationship Committee Meetings was held on 13th August, 2018. The necessary quorum for the meeting was present during the financial year under review:

Sr. No	Name of Director	No. of Meetings Held	No. of Meetings Attended
1.	Santosh Muchhal	1	1
2.	Sumer Bahadur Singh	1	1
3.	Shilpa Saboo	1	1

### ii. Role of Stakeholder Relationship Committee

The role/s of the Stakeholder Relationship Committee shall include all the function/s as may be required from time to time by the Listing Agreement, SEBI (LODR) Regulations, 2015, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

a. The Committee meets regularly for redressing shareholders' / investors' complaints like non-receipt of Balance Sheet transfer of shares, etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Board of Directors has delegated power for approving transfer of securities

to Directors. The Committee focuses primarily on strengthening investor relations and ensuring rapid resolution of any shareholder or investor concerns. The Committee also monitors implementation and compliance of the Company's code of conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

b. The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days, except in case of dispute over facts or other legal constraints.

c. The Shareholders' / Investors' Grievance Committee reviews the complaints received and action taken.

d. No requests for share transfers are pending except those that are disputed or sub-judice.

### e. Investor Correspondence (Details of Compliance officer)

For any assistance regarding dematerialization of share transfer, transmissions, change of address or any query relating to shares of company please write to:-

Company Secretary & Compliance officer  
InfoBeans Technologies Limited  
2nd Floor Crystal IT Park, Indrapuri, Indore, (M.P.) 452014  
E-mail Id for Investor's Grievances: investor.relations@Infobeans.com

## 5. General Body Meetings

### i. General Meetings

The last three General Meetings of the Company were held at the venue and time as under:

Year	AGM/EGM No	Date	Time	Venue	Special Resolution Passed
2015-16	AGM- 6th	30.09.2016	11.00 A.M.	601-602 Rafael Tower 8/2, Old Palasia Indore (MP) 452001	-
2016-17	EGM	15.02.2017	11.30 A.M.		5
2016-17	EGM	22.07.2016	04.00 P.M.		2
2016-17	AGM- 7th	25.09.2017	02.00 P.M.	Crystal IT Park, Ground Floor, MPAKVN Conference Hall, Indore (M.P)	3
2017-18	AGM- 8th	10.09.2018	04.00 P.M.	Crystal IT Park, STP-I, 2nd Floor, Indore(M.P.)	2

## 6. Other Disclosures

a. There are no materially significant transactions with its promoters, the directors or the senior management personnel, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company. The disclosure in respect of related party transactions is provided in the notes on accounts. All contracts with the related parties entered into during the year are in normal course of business and have no potential conflict with the interest of the Company at large and are carried out on arm's length basis at fair market value.

b. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has framed a Whistleblower Policy. No personnel have been denied access to the Audit Committee. The detail Whistleblower policy has been uploaded on the Company's

website: <http://www.Infobeans.com/wp-content/uploads/2015/12/Whistle-Blower-Policy.pdf>.

c. The Company has complied with the mandatory requirements of the Listing Regulation. The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.

d. The Company has subsidiary company.

e. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year, which were in conflict with

the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements. The company has framed Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and is placed on the Company's website and the web link for the same is <http://www.infobeans.com>.

#### Means of Communication

The website of the company acts as primary source of information regarding the operations of the company quarterly, half yearly and

annual financial results and other media releases are being displayed on the company website.

#### Payment of Listing Fees:

Annual listing fee for the year 2019-20 has been paid by the Company to NSE Limited where the shares of the Company are listed. Annual Custody/Issuer fee for the year 2019-20 will be paid by the Company to National Securities Depository Limited and Central Depository Services (India) Limited.

### 1. General Shareholder Information

I	Annual General Meeting:	9th Annual General Meeting of the members of InfoBeans Technologies Limited will be held on
	Day,	Wednesday
	Date,	14th August, 2019
	Time,	4:00 pm
	Venue	Crystal IT Park, STP-I, 2nd Floor, Indore(M.P.)
II	Date of Book Closure	08th August to 14th August, 2019 (Both days inclusive)
III	Stock Code	INFOBEAN
	ISIN Number	INE344S01016

### 2. Listing:

At present, the equity shares of the Company are listed at:-

#### National Stock Exchange Ltd. (NSE)

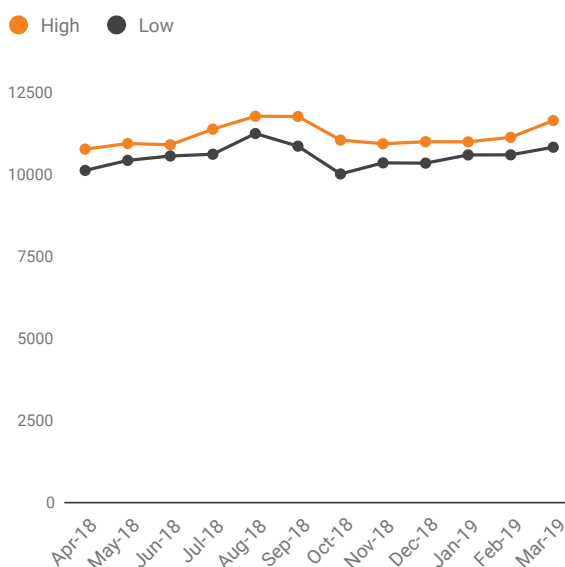
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East)  
Mumbai – 400 051.

### 3. Market Price Data:

i. High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2018-19 on NSE.

Month	NSE Emerge		Traded
	High	Low	
Apr-2018	79.70	72.50	6,000
May-2018	77.00	66.65	10,000
Jun-2018	71.00	61.00	24,000
Jul-2018	65.00	57.00	22,000
Aug-2018	63.85	58.05	24,000
Sep-2018	63.00	56.00	6,000
Oct-2018	60.20	54.00	10,000
Nov-2018	73.50	54.10	96,000
Dec-2018	70.00	62.65	38,000
Jan-2019	82.50	65.50	42,000
Feb-2019	76.00	57.25	4,000
Mar-2019	79.50	68.00	4,000

ii. In comparison with Nifty(50) Indices



**iii. Registrar & Share Transfer Agent****M/s Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West)  
Mumbai  
Mumbai City Maharashtra - 400083

**iv. Share Transfer System**

All the transfer received are processed by the Registrars and Transfer Agents and approved by the Board/Share Transfer Committee.

**v. Shareholding Pattern of the company as on March 31, 2019:**

Category	No. of Shares	% of holding
Promoters	17673600	73.5922
Public	6342000	26.4078
Non Promoter - Non Public	-	-
Shares Underlying DRs	0	0
Shares Held By Employee Trust	0	0
Total	24015600	100.00

**vi. Distribution of Shareholding**

Shareholding pattern as on March 31, 2019:

Description	No. of Shareholders	% of Total Shareholders	Total Shares for the range	% of Issued Capital
01 - 500	4	0.6211	1060	0.0044
501 - 1000	1	0.1553	1000	0.0042
1001 - 2000	413	64.1304	825870	3.4389
2001 - 3000	5	0.7764	14130	0.0588
3001 - 4000	77	11.9565	308000	1.2825
5001 - 10000	72	11.1801	545990	2.2735
More than 10001	72	11.1801	22319550	92.9377
Total	644	100.0000	24015600	100.00

**vii. Dematerialization of shares and liquidity**

The equity shares of company are listed are compulsorily traded in electronic form only. As on 31st March, 2019 all the equity shares were dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents 100% of the total paid up capital of the company.

The equity shares of the company were actively traded on National Stock Exchange of India Limited (NSE) Emerge platform and have good liquidity.

**7. Outstanding ADRs /GDRs/ Warrants or any convertible instruments:**

The Company had not issued any GDRs / ADRs/ Warrants or any Convertible instruments in the past and hence as on 31st March, 2019 the Company does not have any outstanding GDRs/ ADRs/ Warrants or convertible instruments.

**8. Business Locations:**

Company is engaged in the business of Software development, InfoBeans Technologies is a Leading player offering Customized Software, Digital Transformation and Enterprise Mobility solutions for clients across the globe.

**9. Address For Correspondence:****InfoBeans Technologies Limited**

Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) 452001  
E-mail: investor.relations@infobeans.com.  
CIN: L72200MP2011PLC025622

**10. Reporting of Internal Auditor**

The Internal Auditor has direct access to the Audit Committee and presents their Internal Audit observations to the Audit Committee.

**11. Certificate on Corporate Governance:**

The Company has obtained a certificate from its Secretarial Auditor M/s. M.Maheshwari & Associates., Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated in Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, with the Stock Exchanges. This Certificate is annexed to the Directors' Report for the year 2017-18. This certificate will be sent to the stock exchanges along with the Annual Report to be filed by the Company.

**12. Declaration regarding affirmation of code of conduct:**

In terms of the requirements of SEBI (LODR) Regulation 2015 and the Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges, the Company has received a certificate from its Directors confirming and declaring that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the code of conduct, applicable to them, for the Year ended 31 March, 2019.

Date: 18th July, 2019  
Place: Indore

Siddharth Sethi  
Managing Director  
DIN: 01548305

Avinash Sethi  
Director and CFO  
DIN: 01548292



★ **B. The company has identified following skills/expertise/competencies fundamental which are taken into consideration while nominating candidates to serve on the Board.**

Leadership	Leadership experience for an enterprise, resulting in a practical understanding of organization, processes, strategic planning and risk management
Strategy and Planning	Experience in guiding and leading management teams to make decisions in uncertain environments.
Corporate Governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, protecting shareholders interest and observing appropriate governance practices

Date: 18th July, 2019  
Place: Indore

Siddharth Sethi  
Managing Director  
DIN: 01548305

Avinash Sethi  
Director & CFO  
DIN: 01548292

**Declaration Regarding Compliance with the Company's Code of Conduct pursuant to Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

As required by Regulation 34(3) and Schedule V (D) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I hereby declare that all the Directors and Senior Management of the Company have confirmed compliance with the Code of Conduct as adopted by the Company.

Date: 18th July, 2019  
Place: Indore

Siddharth Sethi  
Managing Director  
DIN: 01548305

# Compliance Certificate

*{Under Regulation 34(3) and Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}*

To,  
The Members  
**InfoBeans Technologies Limited**  
(CIN L72200MP2011PLC025622)

We have examined the compliance of conditions of corporate governance by InfoBeans Technologies Limited, for the year ended March 31, 2019, as stipulated Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the company has complied with conditions of corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M.Maheshwari & Associates.,  
Company Secretaries

Place: Indore  
Date: 18th July, 2019

CS Manish Maheswari (Proprietor)  
Mem. No. FCS 5174 C.P No. 3860

# CEO/MD and CFO Certification

*(Regulation 17(8) and Part B of Schedule II of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015*

To,  
**InfoBeans Technologies Limited**  
(CIN L72200MP2011PLC025622)

**Certification by Managing Director, Chief Financial Officer**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of to the best of our knowledge and belief certify that:

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate any rules of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:-
  - (a) significant changes in internal control over financial reporting during the year;
  - (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Yours sincerely,

Place: Indore  
Date: 01st May, 2019

Siddharth Sethi  
Managing Director  
DIN: 01548305

Avinash Sethi  
Director & CFO  
DIN: 01548292

# Annexure C

## Form MGT 9 EXTRACT OF ANNUAL RETURN As on the Financial Year ended 31.03.2019

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

### I. Registration & Other Details :

i	CIN	L72200MP2011PLC025622
ii	Registration Date	18.03.2011
iii	Name of the Company	InfoBeans Technologies Limited (formerly known as InfoBeans Systems India Private Limited)
iv	Category/Sub-category of the Company	Company Limited by Shares(Non-Government Company)
v	Address of the Registered office & contact details	Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) - 452001 Email: investor.relations@Infobeans.com Website : www.Infobeans.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Link In Time India Private Limited Registrar & Share Transfer Agent (SEBI REG. No. INR000004058) CIN NO - U67190MH1999PTC118368 C-101,1st Floor,247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083

### II. Principal Business Activities of the Company :

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr. No.	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1.	Computer programming, consultancy and related activities	620	100%



**III. Particulars of Holding, subsidiary & Associate Companies :**

Sr. No.	Name and Address of the Company	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1	InfoBeans Technologies DMCC	Subsidiary	100%	Section 2(87)
2	InfoBeans Technologies Europe GmbH	Subsidiary	100%	Section 2(87)
3	InfoBeans Technologies INC	Subsidiary	100%	Section 2(87)
4	InfoBeans IT City Pvt Ltd*	Subsidiary	100%	Section 2(87)

\* InfoBeans IT City Pvt Ltd is under the process of voluntary strike off.

**IV. Shareholder Pattern (Equity Share Capital Break up as % of total equity)****(I) Category wise Share Holding**

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	17673600	0	17673600	73.5922	17673600	0	17673600	73.5922	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	17673600	0	17673600	73.5922	17673600	0	17673600	73.5922	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(B)	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	17673600	0	17673600	73.5922	17673600	0	17673600	73.5922	0.0000
[1]	Public Shareholding									
(a)	Institutions									
(b)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Foreign Portfolio Investor	1500000	0	1500000	6.2459	1500000	0	1500000	0.6329	-5.6130
(g)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Insurance Companies		0	0	0.0000	0	0	0	0.0000	0.0000

(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	1500000	0	1500000	6.2459	152000	0	152000	0.6329	5.6130
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	1420700	0	1420700	5.9157	1416152	0	1416152	5.8968	-0.0189
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1736000	0	1736000	7.2286	3005000	0	3005000	12.5127	5.2841
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Trusts	102000	0	102000	0.4247	0	0	0	0.0000	-0.4247
	Hindu Undivided Family	164000	0	164000	0.6829	177000	0	177000	0.7370	0.0541
	Non Resident Indians (Non Repat)	0	0	0	0.0000	208000	0	208000	0.8661	0.8661
	Non Resident Indians (Repat)	4000	0	4000	0.0167	318000	0	318000	1.3241	1.3074
	Clearing Member	252000	0	252000	1.0493	145718	0	145718	0.6068	-0.4425
	Bodies Corporate	1163300	0	1163300	4.8439	920130	0	920130	3.8314	-1.0125
	Sub Total (B)(3)	4842000	0	4842000	20.1619	6190000	0	6190000	25.7749	5.6130
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	6342000	0	6342000	26.4078	6342000	0	6342000	26.4078	0.0000
	Total (A)+(B)	24015600	0	24015600	100.0000	24015600	0	24015600	100.0000	0.0000
(e)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	24015600	0	24015600	100.0000	24015600	0	24015600	100.0000	

**(II) Shareholding of Promoters & Promoters Group**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2018			Shareholding at the end of the year - 2019			% change in shareholding during the year
		No. of Shares Held	% of total Shares of the Company	% of Shares Pledged /encumbered to Total shares	No. of Shares Held	% of total Shares of the Company	% of Shares Pledged /encumbered to Total shares	
1	SIDDHARTH SETHI	5891200	24.5307	0.0000	5891200	24.5307	0.0000	0.0000
2	AVINASH SETHI	5890150	24.5263	0.0000	5890150	24.5263	0.0000	0.0000
3	MITESH BOHRA	5015850	20.8858	0.0000	5015850	20.8858	0.0000	0.0000

4	SHASHIKALA BOHRA	875350	3.6449	0.0000	875350	3.6449	0.0000	0.0000
5	RAJENDRA KUMAR SETHI	350	0.0015	0.0000	350	0.0015	0.0000	0.0000
6	SHEELA SETHI	350	0.0015	0.0000	350	0.0015	0.0000	0.0000
7	VIBHA ABHAYKUMAR JAIN	350	0.0015	0.0000	350	0.0015	0.0000	0.0000
	Total	17673600	73.5922	0.0000	17673600	73.5922	0.0000	0.0000

**(III) Change in Shareholding of Promoters/ Promoters Group**

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of Shares Held	% Of Total Share of the Company	Date of Transaction	No. of Shares	No. of Shares Held	% Of Total Share of the Company
1	SIDDHARTH SETHI	5891200	24.5307	-	-	5891200	24.5307
2	AVINASH SETHI	5890150	24.5263	-	-	5890150	24.5263
3	MITESH BOHRA	5015850	20.8858	-	-	5015850	20.8858
4	SHASHIKALA BOHRA	875350	3.6449	-	-	875350	3.6449
5	VIBHA ABHAYKUMAR JAIN	350	0.0015	-	-	350	0.0015
6	RAJENDRA KUMAR SETHI	350	0.0015	-	-	350	0.0015
7	SHEELA SETHI	350	0.0015	-	-	350	0.0015

There has been no change in the Promoters/Promoters Shareholding during the financial year 2018-19.

**(IV) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of Shares Held	% Of Total Share of the Company	Date of Transaction	No. of Shares	No. of Shares Held	% Of Total Share of the Company
1	MUKUL AGRAWAL	0	0			0	0
	MARKET PURCHASE			18 Jan 2019	1000000	1000000	4.164
	MARKET PURCHASE			01 Mar 2019	8000	1008000	4.1973
	MARKET PURCHASE			22 Mar 2019	16000	1024000	4.2639
	AT THE END OF THE YEAR					1024000	4.2639
2	NRUPESH CHANDRAVADAN SHAH	306000	1.2742			306000	1.2742
	MARKET PURCHASE			06 Apr 2018	10000	316000	1.3158
	MARKET PURCHASE			20 Apr 2018	100000	416000	1.7322
	MARKET PURCHASE			20 Jul 2018	30000	446000	1.8571
	MARKET PURCHASE			19 Oct 2018	10000	456000	1.8988
	MARKET PURCHASE			26 Oct 2018	2000	458000	1.9071
	MARKET PURCHASE			09 Nov 2018	8000	466000	1.9404

	AT THE END OF THE YEAR					466000	1.9404
3	INDO THAI SECURITIES LIMITED-INVESTMENT ACCOUNT	142000	0.5913			142000	0.5913
	MARKET PURCHASE			06 Apr 2018	2000	144000	0.5996
	MARKET PURCHASE			13 Apr 2018	232000	376000	1.5656
	MARKET SELL			25 May 2018	-2000	374000	1.5573
	MARKET SELL			01 Jun 2018	-2000	372000	1.549
	MARKET PURCHASE			08 Jun 2018	2000	374000	1.5573
	MARKET PURCHASE			15 Jun 2018	2000	376000	1.5656
	MARKET PURCHASE			30 Jun 2018	6000	382000	1.5906
	MARKET SELL			13 Jul 2018	-8000	374000	1.5573
	MARKET PURCHASE			24 Aug 2018	4000	378000	1.574
	MARKET PURCHASE			07 Sep 2018	4000	382000	1.5906
	MARKET PURCHASE			14 Sep 2018	2000	384000	1.599
	MARKET PURCHASE			29 Sep 2018	6000	390000	1.6239
	MARKET SELL			05 Oct 2018	-2000	388000	1.6156
	MARKET PURCHASE			12 Oct 2018	2000	390000	1.6239
	MARKET SELL			26 Oct 2018	-2000	388000	1.6156
	MARKET PURCHASE			02 Nov 2018	6000	394000	1.6406
	MARKET PURCHASE			09 Nov 2018	10000	404000	1.6822
	MARKET SELL			23 Nov 2018	-2000	402000	1.6739
	MARKET SELL			30 Nov 2018	-2000	400000	1.6656
	MARKET SELL			07 Dec 2018	-2000	398000	1.6573
	MARKET SELL			11 Jan 2019	-2000	396000	1.6489
	MARKET SELL			18 Jan 2019	-6000	390000	1.6239
	MARKET SELL			25 Jan 2019	-2000	388000	1.6156
	MARKET PURCHASE			01 Feb 2019	4000	392000	1.6323
	MARKET SELL			08 Feb 2019	-4000	388000	1.6156
	MARKET PURCHASE			15 Feb 2019	4000	392000	1.6323
	MARKET PURCHASE			22 Feb 2019	4000	396000	1.6489
	MARKET PURCHASE			01 Mar 2019	2000	398000	1.6573
	MARKET SELL			08 Mar 2019	-2000	396000	1.6489
	MARKET SELL			15 Mar 2019	-2000	394000	1.6406
	MARKET PURCHASE			22 Mar 2019	2000	396000	1.6489
	AT THE END OF THE YEAR					396000	1.6489
4	KOTAK MAHINDRA TRUSTEESHIP SERVICES LIMITED	250000	1.041			250000	1.041
	AT THE END OF THE YEAR					250000	1.041
5	VIJAYKUMAR PATEL	0	0			0	0
	MARKET PURCHASE			25 Jan 2019	18000	18000	0.075
	MARKET PURCHASE			01 Feb 2019	42000	60000	0.2498
	MARKET PURCHASE			08 Feb 2019	14000	74000	0.3081
	MARKET PURCHASE			15 Feb 2019	162000	236000	0.9827
	AT THE END OF THE YEAR					236000	0.9827
6	VIRAF F CHINOY	160000	0.6662			160000	0.6662
	AT THE END OF THE YEAR					160000	0.6662
7	KUBER INDIA FUND	500000	2.082			500000	2.082
	MARKET SELL			13 Apr 2018	-102000	398000	1.6573
	MARKET SELL			27 Apr 2018	-52000	346000	1.4407
	MARKET SELL			04 May 2018	-26000	320000	1.3325



	MARKET SELL			11 May 2018	-6000	314000	1.3075
	MARKET SELL			15 Feb 2019	-162000	152000	0.6329
	AT THE END OF THE YEAR					152000	0.6329
	TRIPAT KAUR		0.3081			74000	0.3081
8	MARKET PURCHASE	74000		06 Apr 2018	38000	112000	0.4664
	MARKET PURCHASE			12 Oct 2018	4000	116000	0.483
	AT THE END OF THE YEAR					116000	0.483
	MAVERICK SHARE		0.3914			94000	0.3914
9	BROKERS PRIVATE LIMITED - CLIENT BENEFICIARY A/C	94000					
	MARKET SELL			27 Apr 2018	-2000	92000	0.3831
	MARKET PURCHASE			11 May 2018	2000	94000	0.3914
	MARKET SELL			18 May 2018	-2000	92000	0.3831
	MARKET PURCHASE			06 Jul 2018	82000	174000	0.7245
	MARKET PURCHASE			03 Aug 2018	2000	176000	0.7329
	MARKET SELL			31 Aug 2018	-2000	174000	0.7245
	MARKET SELL			18 Jan 2019	-54000	120000	0.4997
	MARKET SELL			25 Jan 2019	-4000	116000	0.483
	MARKET PURCHASE			01 Feb 2019	40000	156000	0.6496
	MARKET SELL			30 Mar 2019	-42000	114000	0.4747
	AT THE END OF THE YEAR					114000	0.4747
	PARASMAL DOSHI		0.3997			96000	0.3997
10	MARKET SELL	96000		30 Jun 2018	-6000	90000	0.3748
	AT THE END OF THE YEAR					90000	0.3748

Note:

1. Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 24015600 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year

## V. Shareholding pattern of Directors and Key Managerial Personnel

Sr. No.	Particulars	Designation	Shareholding at the beginning of the year (01.04.2018)		Cumulative shareholding during the year (31.03.2019)	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Avinash Sethi	Director & Chief Financial Officer	5890150	24.52%	5890150	24.52%
2	Mr. Siddharth Sethi	Managing Director	5891200	24.53%	5891200	24.53%
3	Mr. Mitesh Bohra	Executive Director and President	5015850	20.88%	5015850	20.88%
4	Mr. Santosh Muchhal	Non-Executive Independent Director	0	0	0	0
5	Mr. Sumer Bahadur Singh	Non-Executive Independent Director	0	0	0	0
6	Ms. Shilpa Saboo	Non-Executive Independent Director	0	0	0	0
7	Ms. Nitisha Pareek*	Company Secretary and Compliance officer	0	0	0	0
8	Ms. Surbhi Jain **	Company Secretary and Compliance officer	0	0	0	0

Note: Except the above said three directors none of other directors and KMPs was holding any shares at the beginning, during the year or at the end of the financial year 2018-19.

\*Ms. Nitisha Pareek has resigned from the post of Company Secretary of the company with effect from 07th ,December, 2018

\*\*Ms. Surbhi Jain was appointed as a Company Secretary of the company with effect from 07th ,December, 2018.

**VI. Indebtedness :**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	18,59,855	0	0	18,59,855
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
Addition	0	0	0	0
Reduction	6,56,801	0	0	6,56,801
<b>Net Change</b>	<b>(6,56,801)</b>	<b>0</b>	<b>0</b>	<b>(6,56,801)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	12,03,054	0	0	12,03,054
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>12,03,054</b>	<b>0</b>	<b>0</b>	<b>12,03,054</b>

**VII. Remuneration of Directors and Key Managerial Personnel :****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Rs. in Lacs

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mitesh Bohra Executive Director and President	Avinash Sethi Director & Chief Financial Officer	Siddharth Sethi Managing Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	60.00	70.20	130.20
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	. Commission				
	- As % of profit				
	- Others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	<b>Nil</b>	<b>60.00</b>	<b>70.20</b>	<b>130.20</b>

**B. Remuneration to other directors:**

Rs. in Lacs

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Santosh Muchhal	Shilpa Saboo	Sumer Bahadur Singh	
1	<b>Independent Directors</b>				
	• Fee for attending board /committee meetings	1.00	1.00	1.00	3.00
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>3.00</b>
2	<b>Other Non-Executive Directors</b>				
	• Fee for attending board / Committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>3.00</b>

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager/WTD**

Rs. in Lacs

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Avinash Sethi	Nitisha Pareek**	Surbhi Jain*	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60.00	2.27	1.61	63.88
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	. Commission				
	- as % of profit				
	- Others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	<b>60.00</b>	<b>2.27</b>	<b>1.61</b>	<b>63.88</b>

\* Remuneration for the period 01.04.2018-07.12.2018

\*\* Remuneration for the period 07.12.2018-31.03.2019

**VIII. Penalties / Punishment / Compounding of offences :**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (Give Details)
(A) Company, (B) Director, (C) Other Officer in default					
Penalty			None		
Punishment			None		
Compounding			None		

For and on behalf of the Board of  
InfoBeans Technologies Limited

Place : Indore  
Date : 18th July, 2019

Siddharth Sethi  
DIN:01548305  
Managing Director



# Annexure D

## Policy on Remuneration of Directors, Key managerial Personnel and Other Employees

### 1. Introduction:

InfoBeans Technologies Limited ("the Company") recognizes the importance of attracting, retaining and motivating personnel of high caliber and talent for the purpose of ensuring efficiency and high standard in the conduct of its affairs and achievement of its goals besides securing the confidence of the shareholders in the sound management of the Company.

Section 178 of the Companies Act, 2013 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to

- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- carry out evaluation of every director's performance
- formulate the criteria for evaluation of Independent Directors and the Board

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of InfoBeans Technologies Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the Directors, key managerial personnel and other employees of the Company as set out below:

### 2. Definition:

**"Act"** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

**"Board"** means Board of Directors of the Company.

**"Company"** means "InfoBeans Technologies Limited."

**"Directors"** means Directors of the Company.

**"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.

**"Key Managerial Personnel"** means as may be defined in the Companies Act, 2013.

As per section 2(51) "key managerial personnel", in relation to a

Company, means -

- i. The Chief Executive Officer or the Managing Director or the Manager;
- ii. The Company Secretary;
- iii. The Whole-time Director;
- iv. The Chief Financial Officer; and
- v. Such other officer as may be prescribed;

**"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

**"Policy or This Policy"** means "Policy for Remuneration of Directors, Key Managerial Personnel and Senior Employee".

**"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**"Senior Management"** mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive Directors, including all the functional heads.

**"Other employees"** mean all the employees other than the Directors, KMPs and the Senior Management Personnel.

### 3. Remuneration of Directors:

The Company strives to provide fair compensation to Directors, taking into consideration industry benchmarks, Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macroeconomic review on remuneration packages of heads of other organizations.

The remuneration payable to the Directors of the Company shall at all times be determined, in accordance with the provisions of Companies Act, 2013.

### 4. Appointment and Remuneration of Managing Director and Whole Time Director :

The terms and conditions of appointment and remuneration payable to a Managing Director and/or Whole-time Director(s) shall be recommended by the Nomination and Remuneration Committee to the Board for its approval which shall be

subject to approval by shareholders at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V to the Companies Act, 2013. Approval of the Central Government is not necessary if the appointment is made in accordance with the conditions specified in Schedule V to the Act.

In terms of the provisions of Companies Act, 2013, the Company may appoint a person as its Managing Director or Whole-time Director for a term not exceeding 3 (years) at a time.

The executive Directors may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

While recommending the remuneration payable to a Managing/ Whole-time Director, the Nomination and Remuneration Committee shall, inter alia, have regard to the following matters:

- Financial and operating performance of the Company
- Relationship between remuneration and performance
- Industry/ sector trends for the remuneration paid to executive directorate

Annual Increments to the Managing/ Whole Time Director(s) shall be within the slabs approved by the Shareholders. Increments shall be decided by the Nomination and Remuneration Committee at times it desires to do so but preferably on an annual basis.

#### **5. Insurance Premium as a part of Remuneration :**

Where any insurance is taken by a Company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

However, if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **6. Remuneration to Independent Directors :**

Independent Directors may receive remuneration by way of

- Commission as approved by the Shareholders of the Company
- Independent Directors shall not be entitled to any stock options.

Based on the recommendation of the Nomination and Remuneration Committee, the Board may decide the sitting fee payable to Independent Directors, but the amount of such sitting fees shall not exceed the maximum permissible under the Companies Act, 2013.

#### **7. Remuneration to Director's in Other Capacity :**

The remuneration payable to the Directors including Managing Director or Whole-time Director or Manager shall be inclusive of

the remuneration payable for the services rendered by him/her in any other capacity except the following:-

- a) The services rendered are of a professional nature; and
- b) In the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of the profession.

#### **8. Evaluation of the Directors :**

As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually.

Section 178 (2) of the Companies Act, 2013 also mandates the Nomination and Remuneration Committee to carry out evaluation of every director's performance.

In developing the methodology to be used for evaluation on the basis of best standards and methods meeting international parameters, the Board / Committee may take the advice of an independent professional consultant.

#### **9. Nomination and Remuneration of the Key Managerial Personnel (Other than managing/ whole time director's), Key Executives and Senior Management :**

The executive management of a Company is responsible for the day to day management of the Company. The Companies Act, 2013 has used the term "Key Managerial Personnel" to define the executive management.

The KMP's is the point of first contact between the Company and its stakeholders. While the Board of Directors is responsible for providing the oversight, it is the Key Managerial Personnel and the Senior Management who are responsible for not just laying down the strategies as well as its implementation.

The Companies Act, 2013 has for the first time recognized the concept of Key Managerial Personnel.

Among the KMPs, the remuneration of the CEO or the Managing Director and the Whole-time Director(s), shall be governed by the Section on Remuneration of the Directors of this Policy dealing with "Remuneration of Managing Director and Whole-time- Director".

Apart from the Directors, the remuneration of all the other KMPs such as the Chief Financial Officer, Company Secretary or any other officer that may be prescribed under the statute from time to time; and "Senior Management" of the Company defined in the SEBI (LODR, Regulations, 2015 shall be determined by the Key Managerial Personnel/s of the Company in consultation with the Managing Director and/ or the Whole-time Director Finance.

The remuneration determined for all the above said senior personnel shall be in line with the Company's philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses etc. shall be decided by the Company's Key Managerial Personnel/s.

Decisions on Annual Increments of the Senior Personnel shall be decided by the Human Resources Department in consultation with the Managing Director and/ or the Whole-time Director Finance of the Company.

#### **10. Remuneration of Other Employees :**

Apart from the Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee including professional experience, responsibility, job complexity and local market conditions.

The Company considers it essential to incentive the workforce to ensure adequate and reasonable compensation to the staff. The Key Managerial Personnel/s shall ensure that the level of remuneration motivates and rewards high performers who perform according to set expectations for the individual in question.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the annual appraisal carried out by the HODs of various departments.

Decisions on Annual Increments shall be made on the basis of this annual appraisal.

#### **11. Review and Amendment :**

Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations, guidelines and the Listing Agreement on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

# Annexure E

## Form No. MR-3 SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
InfoBeans TECHNOLOGIES LIMITED  
CIN: L72200MP2011PLC025622  
2nd Floor, Crystal IT Park, Bhavarkua Road, Indore – 452001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **InfoBeans Technologies Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **InfoBeans Technologies Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on **March 31, 2019** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under read with notifications, exemptions and clarifications thereto;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time. (Not applicable as the Company during the reporting period under Audit)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1999. (Not applicable as the Company during the reporting period under Audit)
- vi. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for

the compliances under the following applicable Act, Law & Regulations to the Company

- i. The Special Economic Zone Act, 2005, and rules made thereunder
- ii. Information Technology Act, 2000, and rules made thereunder
- iii. Compliances related to the Software Technology Parks of India (STPI) Scheme.
- iv. Workmen's compensation Act, 1923 and all other allied labor laws, as informed / confirmed to us.
- v. Applicable Direct and Indirect Tax Laws.
- vi. Prevention of Money Laundering Act, 2002
- vii. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**We here report that the company has re-appointed an Independent Director on the Board through Postal Ballot as reappointment was not consider in the last Annual General Meeting.**

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Board Committee Meetings are carried out unanimously/majority as recorded in the Minutes of the Board of Directors of the Company or committee of the Board, as the case may be. No dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Note :** This Report is to be read with our letter even date which is annexed as Annexure A and forms and integral part of this report.

For M. Maheshwari & Associates  
Company Secretaries  
Firms U.C.N. I2001MP213000

Place : Indore

Manish Maheshwari  
Proprietor  
FCS-5174  
CP-3860



# Annexure F

## Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
(Information with respect to each subsidiary to be presented with amounts in Rs. INR, except exchange rate)

### Statement containing Salient features of the financial statement of subsidiaries/associate Companies/joint ventures

#### Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	InfoBeans Technologies DMCC	InfoBeans Technologies INC	InfoBeans Technologies Europe GMBH	InfoBeans IT City Private Ltd
1	Reporting period for the subsidiary	2018-19	2018-19	2018-19	2018-19
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Reporting currency = AED Exchange Rate – 18.9000	Reporting currency = USD Exchange Rate – 69.1713	Reporting currency = Euro Exchange Rate – 77.7024	Not Applicable
3	Share capital	37,80,000	2,07,51,390	2,16,59,544	10,00,000
4	Reserves & surplus	37,00,517	(91,20,349)	(1,24,52,310)	(10,00,000)
5	<b>Total assets</b>	<b>1,45,75,085</b>	<b>4,39,34,390</b>	<b>2,61,45,086</b>	-
6	<b>Total Liabilities</b>	<b>1,45,75,085</b>	<b>4,39,34,390</b>	<b>2,61,45,086</b>	-
7	Investments	-	-	-	-
	Turnover	3,37,22,807	24,64,39,872	6,19,35,733	92,723
	<b>Profit before taxation</b>	<b>(12,96,289)</b>	<b>(86,50,327)</b>	<b>(9,480,474)</b>	<b>(9,79,942)</b>
	Provision for Taxation (Deferred Tax)	-	3,15,317	-	-
	<b>Profit after taxation</b>	<b>(12,96,289)</b>	<b>(89,65,644)</b>	<b>(9,480,474)</b>	<b>(9,79,942)</b>
	Proposed Dividend	-	-	-	-
	% of shareholding	100%	100%	100%	100%

Notes: The following information shall be furnished at the end of the statement:

1. The exchange rate of turnover is calculated as on the date of preparing balance sheet.
2. Names of subsidiaries which are yet to commence operations
3. Names of subsidiaries which have been liquidated or sold during the year.

**Part “B”: Associates and Joint Ventures N.A**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.		Name of the Subsidiary
1	Latest audited Balance Sheet Date	-
2	Shares of Associate/Joint Ventures held by the company on the year end (a) No. (b) Amount of Investment in Associates/Joint Venture (c) Extend of Holding %	-
3	Description of how there is significant influence	-
4	Reason why the associate/joint venture is not consolidated	-
5	Networth attributable to Share holding as per latest audited Balance Sheet	-
6	Profit / Loss for the year	-
	(a) Considered in Consolidation	
	(b) Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

# Annexure G

Disclosures pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of director	Category	Percentage Increase in Remuneration for the Financial Year 2018-19	Ratio of Remuneration of director to the Median remuneration
Mr. Siddharth Sethi	Managing Director	Nil	10.2 : 1
Mr. Avinash Sethi	Director and CFO	Nil	8.9 : 1
Mr. Mitesh Bohra	Executive Director and President	N.A.	N.A.
Ms. Nitisha Pareek*	Company Secretary	17.64%	N.A.
Ms. Surbhi Jain**	Company Secretary	N.A.	N.A.
Mr. Santosh Mucchal	Independent Non -Executive Director	N.A.	N.A.
Ms. Shilpa Saboo	Independent Non -Executive Director	N.A.	N.A.
Mr. Sumer Bahadur Singh	Independent Non -Executive Director	N.A.	N.A.

**\*Ms. Nitisha Pareek, Company Secretary ceased to be secretary w.e.f December, 07th 2019.**

**\*\*Ms. Surbhi Jain was appointed as Company Secretary on December, 07th 2019.**

**Note:**

1. All the Non-Executive Independent Directors are paid only sitting fees for attending the meetings of Board of directors or Committees thereof.
2. The aforesaid details are calculated on the basis of remuneration for the financial year 2018-19.
3. The remuneration to Directors is within the overall limits approved by the shareholders of the Company.
  - a. The Median Remuneration of employees of the company during the financial year 2018-2019 was 690000/-
  - b. Percentage increase in median remuneration of all employees in the financial year 2018-19 was 9.52%.
  - c. Number of permanent employees on the rolls of the InfoBeans Technologies Ltd as on 31st March, 2019 was 801.
  - d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
  - e. Average increase for employees of InfoBeans Technologies Limited, other than Managerial Remuneration was 11%.
  - f. No increase in Managerial Remuneration of InfoBeans Technologies Ltd.
  - g. Remuneration is as per the remuneration policy of the Company.

# Annexure H

## Form No. AOC-2 (As per “the Act” and rule made there under)

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

### 1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transaction entered into during the year ended 31st March, 2019, which were not at arm's length basis.

### 2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Particulars	Details
a.	Name of Related Parties & Nature of Relationship.	InfoBeans INC., Subsidiary Company
b.	Nature of Contracts/ Arrangements/ Transaction.	Rendering of Services
c.	Duration of contracts/arrangements or transactions.	N.A.
d.	Salient terms of the contracts or arrangements or transactions including the value, if any.	-
e.	Date of approval by the Board, if any.	03rd May, 2018
f.	Amount paid as advances, if any.	NIL

g) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

### 3. The details of all related party transactions as per Accounting Standard 18 have been disclosed in Notes to Accounts of Financial Statement.- Yes

For and on behalf of Board of Directors of  
InfoBeans Technologies Ltd  
(Formerly known as InfoBeans Systems India Pvt Ltd)

Date : 18th July, 2019  
Place : Indore

Siddharth Sethi  
Managing Director  
DIN: 01548305

# Annexure I

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

## Conservation of Energy

Sr. No.	Particulars	
	The steps taken or impact on conservation of energy;	All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
	The steps taken by the company for utilizing alternate sources of energy;	NA
	The capital investment on energy conservation equipments	NIL

## Technology Absorption

(i)	The efforts made towards technology absorption	Updation of in house Technology is a Continuous process, absorption implemented in our Industry & Technology developed by R & D department is fully absorbed for development in the existing product and new models. As per requirement by our company's R & D.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been able to successfully indigenize the toolings to a large extent. Increased efficiency, better performance and wider product range.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL
	(a) the details of technology imported	NA
	(b) the year of import	NA
	(c) whether the technology been fully absorbed	NA
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
(iv)	The expenditure incurred on Research and Development	NIL

## Foreign Exchange earnings and outgo

		2018-19	2017-18
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	956,922,370	780,193,249
(ii)	And the Foreign Exchange outgo during the year in terms of actual outflows.	10,972,033	10,030,158

For and on behalf of the Board of Directors of InfoBeans Technologies Limited

Place : Indore  
Date : 18th July, 2019

Siddharth Sethi  
DIN:01548305  
Managing Director



# Annexure J

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the Financial Year ended March 31, 2019

### 1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:

Pursuant to Section 135 of the Companies Act, 2013 ("the Act") read with Companies (CSR) Rules, 2014, the Company strives to support and endeavor to bring about positive difference to communities where we exist. Through the CSR initiative, the company strives to provide equitable opportunities for sustainable growth, thereby aligning with our goal to build InfoBeans Technologies Limited into an organization which maximizes Stakeholders Value.

The Company would engage in activities whereby business further contributes to make a positive and distinguishing impact on the environment, customers and other stakeholders.

The Core areas of the company for Investment as per the CSR Policy – Education, Health & Medical Care, Community at large, Environment etc.

The Company's CSR policy can be accessed on:

<http://www.infobeans.com/wp-content/uploads/2015/12/Corporate-Soical-Responsibility-Policy.pdf>

### 2. Composition of the CSR Committee

The CSR Committee of the company is responsible for overseeing the execution of the CSR Policy. The CSR Committee consists of the following members:

- (i) Mr. Santosh Muchhal (Non-Executive Independent Director) – Chairman
- (ii) Ms. Shilpa Saboo (Non-Executive Independent Director) – Member
- (iii) Mr. Sumer Bahadur Singh (Non-Executive Independent Director) – Member
- (iv) Mr. Siddharth Sethi (Managing Director) – Member

### 3. Financial Details

Sr. No.	Particulars	Amount in Rs
1	Average Net Profit for the CSR Activities	1567.68 Lacs/-
2	Prescribed CSR Expenditure	31.35 Lacs/-
3	Total amount spent during the year	31.49 Lacs/-
4	Total amount unspent, if any	Nil

### 4. Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Project/ programs(1)Local Area/others(2) Specify the state/ District where the Project or Program was Undertaken	Amount outlay(budget) Project/ Program wise	Amount spent on the project/ programs Subheads: (1)Direct expenditure on project/programs (2)Overheads	Cumulative expenditure to the reporting period	Cumulative expenditure to the reporting period
1	InfoBeans Social and Educational Welfare Society	Promoting to needy students	Indore(M.P.) Education	31,42,000/-	Direct	31,42,000/-	-
2	Jeevan shala	Promoting to needy students	Indore(M.P.) Education	7000/-	Direct	7000/-	-

**5. A Responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in Compliance with the CSR Objectives and Policy of the Company.**

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

Date : 18th July, 2019  
Place : Indore

Siddharth Sethi  
Managing Director  
DIN:01548305

Santosh Muchhal  
Chairman of CSR Committee  
DIN:00645172

# Independent Auditor's Report

To,

The Members of,

InfoBeans Technologies Limited,

(Formerly Known as InfoBeans Systems India Private Limited)

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of InfoBeans Technologies Limited (Formerly Known as InfoBeans Systems India Private Limited) ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of

appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards

specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of

Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position as on March 31, 2019.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

Date : May 01, 2019  
Place : Indore

For, Prakash S. Jain & Co.  
Chartered Accountants  
FRN:-002423C

CA. Prakash S. Jain  
Partner  
M. No. 070763

# Annexure A To Independent Auditor's Report

(Referred to in paragraph (f) under "Report on Other Legal and Regulatory Requirements" section of our report to the Members of InfoBeans Technologies Limited of even date)

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the Company does not own any immovable property. Accordingly, paragraph 3 (i) (c) of the Order is not applicable.

(ii) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) The Company has not accepted deposits during the year and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company. Thus, the provisions of the clause 3 (vi) of the Order are not applicable to the Company.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there

are no dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Duty Of Customs, Duty Of Excise, Value Added Tax outstanding on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to bank and financial institutions. The Company has not taken any loan from the government and has not issued any debentures.

(ix) According to the information and explanations given to us, on an overall basis, fund raised by way of Initial Public Offer (IPO) were subsequently utilised during the year at various dates for the purpose for which they were obtained and balance amount remained unutilised at March 31, 2019 were kept temporarily under Bank Fixed Deposit. Further, term loan have been applied for the purpose for which it was raised.

(x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of paragraph 3 (xiv) of the Order are not applicable to the Company.

(xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of paragraph 3 (xv) of the Order are not applicable to the Company.

(xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of paragraph 3 (xvi) of the Order are not applicable to the Company.



Date : May 01, 2019  
Place : Indore

For, Prakash S. Jain & Co.  
Chartered Accountants  
FRN:-002423C

CA. Prakash S. Jain  
Partner  
M. No. 070763

# Annexure B To Independent Auditor's Report

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report to the Members of InfoBeans Technologies Limited of even date)

## Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of InfoBeans Technologies Limited (Formerly Known as InfoBeans Systems India Private Limited) ('the Company') as of 31st March 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date : May 01, 2019  
Place : Indore

For, Prakash S. Jain & Co.  
Chartered Accountants  
FRN:-002423C  
CA. Prakash S. Jain  
Partner  
M. No. 070763

# Standalone Balance Sheet

as at 31st March, 2019

Amount in ₹

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	3	24,01,56,000	24,01,56,000
(b) Reserves and Surplus	4	99,76,79,322	81,79,26,454
<b>Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	12,03,054	18,59,855
(b) Long-Term Provisions	6	3,70,57,753	2,39,93,284
<b>Current Liabilities</b>			
(a) Trade Payables	7	21,93,969	42,09,387
(b) Other Current Liabilities	8	84,91,369	91,18,417
(c) Short-Term Provisions	9	5,00,00,000	4,07,50,000
<b>Total</b>		<b>1,33,67,81,467</b>	<b>1,13,80,13,397</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed Assets	10		
- Tangible Assets		7,72,56,825	3,39,91,571
- Intangible Assets		39,37,468	35,23,747
- Capital Work-in-Progress		-	3,36,71,697
(b) Non Current Investments	11	41,06,63,409	35,14,84,493
(c) Deferred Tax Assets (Net)	12	2,15,70,610	1,80,62,568
(d) Long Term Loans and Advances	13	11,24,60,818	11,62,19,260
<b>Current assets</b>			
(a) Current Investments	14	10,00,06,350	4,03,17,599
(b) Inventories	15	47,81,392	1,80,78,431
(c) Trade Receivables	16	21,93,43,294	19,85,92,767
(d) Cash and Cash Equivalents	17	30,91,08,799	25,76,19,134
(e) Short-term Loans and Advances	18	6,03,82,052	5,27,53,805
(f) Other Current assets	19	1,72,70,450	1,36,98,325
<b>Total</b>		<b>1,33,67,81,467</b>	<b>1,13,80,13,397</b>
Significant Accounting Policies	2		

**The accompanying notes form an integral part of the consolidated financial statements.**

**As per our report of even date attached**

**For Prakash S. Jain & Co.**

Chartered Accountants  
FRN. 002423C

CA. Prakash S. Jain  
(Partner)  
M.No. 070763

Date : May 01, 2019  
Place : Indore

For and on behalf of Board of Directors of  
InfoBeans Technologies Limited  
(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi  
(Managing Director)  
(DIN : 01548305)

Surbhi Jain  
(Company Secretary)

Avinash Sethi  
(Director and Chief  
Financial Officer)  
(DIN : 01548292)

# Standalone Statement of Profit & Loss

as at 31st March, 2019

Amount in ₹

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
Revenue from Operations	20	99,43,85,647	80,10,03,328
Other Income	21	4,86,79,267	2,08,31,269
<b>Total Revenue (I)</b>		<b>1,04,30,64,914</b>	<b>82,18,34,597</b>
<b>Expenses</b>			
Employee Benefits Expense	22	62,56,16,315	49,05,76,346
(Increase)/Decrease in Technical Deveopment WIP	23	1,32,97,039	6,30,991
Finance Costs	24	2,09,499	3,13,869
Depreciation and Amortization Expenses	10	3,03,23,262	2,37,17,504
Other Expenses	25	14,02,72,381	11,38,30,322
<b>Total Expenses (II)</b>		<b>80,97,18,496</b>	<b>62,90,69,032</b>
<b>Profit Before Tax (I - II)</b>		<b>23,33,46,418</b>	<b>19,27,65,565</b>
<b>Tax Expense</b>		<b>5,00,00,000</b>	<b>4,07,50,000</b>
Current Tax		(35,08,042)	(58,96,144)
Deferred Tax		(3,25,930)	3,04,228
Tax in respect of Earlier Year		(83,90,135)	(1,40,24,222)
MAT Entitlement		31,49,000	24,10,500
Corporate Social Responsibility (CSR)			
Activities (Refer Note 45)			
<b>Profit for the Year</b>		<b>19,24,21,524</b>	<b>16,92,21,203</b>
<b>Earning Per Equity Share</b>			
Equity Shares of par value ₹10/- each	34		
(1) Basic (₹)		8.01	7.21
(2) Diluted (₹)		8.01	7.21
Significant Accounting Policies	2		

*The accompanying notes form an integral part of the consolidated financial statements.  
As per our report of even date attached*

**For Prakash S. Jain & Co.**  
Chartered Accountants  
FRN. 002423C

CA. Prakash S. Jain  
(Partner)  
M.No. 070763

Date : May 01, 2019  
Place : Indore

For and on behalf of Board of Directors of  
InfoBeans Technologies Limited  
(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi  
(Managing Director)  
(DIN : 01548305)

Surbhi Jain  
(Company Secretary)

Avinash Sethi  
(Director and Chief  
Financial Officer)  
(DIN : 01548292)

# Standalone Cash Flow Statement

as at 31st March, 2019

Amount in ₹

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Profit Before Tax</b>		23,33,46,418	19,27,65,565
Adjustments to reconcile profit before tax to cash generated by operating activities :			
Depreciation and amortisation expenses		3,03,23,262	2,37,17,504
Interest expense		2,09,499	3,13,869
(Profit)/Loss on sale of fixed assets (net)		(9,11,203)	-
Foreign exchange (gain)/loss		(93,63,969)	(2,88,517)
Dividend income		(11,03,620)	(9,43,731)
Corporate Social Responsibility (CSR) Activities		(31,49,000)	(24,10,500)
Profit on redemption of mutual funds		(1,62,25,646)	(28,91,353)
Interest on Bond		(25,03,832)	-
Interest on FDR		(1,65,24,302)	(1,53,17,774)
<b>Changes in assets and liabilities</b>			
Trade receivables		(1,13,86,559)	(7,21,77,625)
Loans and advances and other assets		58,55,109	(3,97,36,278)
Liabilities and provisions		1,96,72,003	2,97,51,514
		<b>22,82,38,161</b>	<b>11,27,82,675</b>
Income Tax Paid		(4,12,83,935)	(2,70,30,006)
<b>Net cash generated by operating activities</b>		<b>18,69,54,225</b>	<b>8,57,52,669</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of fixed assets		(4,38,85,846)	(4,40,20,381)
Proceeds on sale of fixed assets		44,66,508	-
Investment in subsidiary		-	(18,01,970)
Purchase of mutual fund units		(34,14,34,948)	(25,29,17,599)
Redemption of mutual fund units		22,25,67,281	-
Profit on redemption of mutual fund units		1,62,25,646	28,91,353
Dividends received		11,03,620	9,43,731
<b>Net cash used in investing activities</b>		<b>(14,09,57,739)</b>	<b>(29,49,04,866)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			35,26,54,706
Proceeds from issue of equity shares		18,07,794	
Proceeds from Borrowings		(6,56,801)	1,02,270
Repayment of Borrowings		-	(3,96,20,522)
Dividend paid, including dividend distribution tax		(1,44,76,450)	-
Interest paid		(2,09,499)	(3,13,869)
Interest on Bond		25,03,832	-
Interest on FDR		1,65,24,302	1,53,17,774
<b>Net cash used in financing activities</b>		<b>54,93,178</b>	<b>32,81,40,359</b>
<b>Net increase in Cash and Cash Equivalents</b>		<b>5,14,89,665</b>	<b>11,89,88,163</b>
Cash and Cash Equivalents at the beginning of the year		25,76,19,134	13,86,30,971
<b>Cash and Cash Equivalents at the end of the year</b>		<b>30,91,08,799</b>	<b>25,76,19,134</b>
Significant Accounting Policies	2		



***The accompanying notes form an integral part of the consolidated financial statements.***

***As per our report of even date attached***

***For Prakash S. Jain & Co.***

Chartered Accountants  
FRN. 002423C

CA. Prakash S. Jain  
(Partner)  
M.No. 070763

Date : May 01, 2019  
Place : Indore

For and on behalf of Board of Directors of  
InfoBeans Technologies Limited  
(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi  
(Managing Director)  
(DIN : 01548305)

Avinash Sethi  
(Director and Chief  
Financial Officer)  
(DIN : 01548292)

Surbhi Jain  
(Company Secretary)

# Notes to Financial Statements for the year ended March 31, 2019

(Amount in Lakhs, unless otherwise stated)

## 1. General Information

InfoBeans Technologies Ltd (the “company”), operating at CMMI level 3, is a public limited company domiciled in India, and listed on the National Stock Exchange Limited. The Company is primarily engaged in software development services, specializing in business application development for web and mobile and operate at Capability Maturity Model Integration (CMMI) level 3. Our verticals can be broadly categorized as storage & Virtualization, Media & Publishing and e-commerce, while the Business Segments includes Product Engineering, Digital Transformation & Automation and DevOps.

## 2. Significant Accounting Policies

### a. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards/Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2014 and the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts included in the financial statements are report in Lakhs of Indian rupees except share and per share data unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

### b. Use of Estimates

The preparation of the financial statements requires the management to make judgment, estimates and assumptions that affect the accounting policies, reported balances of assets and liabilities on the date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### c. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is primarily derived from software development and related services. Contracts with customers are arranged either on time and material basis or fixed price basis or fixed time-frame basis.

Revenue with respect to time and material contracts is recognized as related services are performed.

Since there is no ambiguity about measurement or collectability of consideration, Revenue from fixed price and fixed time frame contracts are recognized in accordance with the percentage completion method under which revenue is recognized when mutually agreed milestone is achieved i.e. when the invoice is generated. When there is ambiguity about measurement or collectability of consideration, recognition is deferred until such ambiguity is determined.

Revenue from annual technical service contracts/ fixed time-frame basis is recognized in proportion over the period in which such services are rendered.

Revenues are presented net of sales tax, value added tax, service tax and applicable discounts and allowances.

Accrued Revenue included in ‘Other current assets’, represents amounts in respect of services performed in accordance with contract terms, not yet billed to the customers at the year end.

### d. Fixed Assets

Tangible Assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost includes all identifiable expenditure incurred in their acquisition and construction/ installation and other related expenditure incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by the management.

Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. The Company identifies and determines separate useful lives for each major component of the fixed asset, if they have a useful life that is materially different from that of the asset as a whole.

When parts of an item of property, machinery and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of tangible assets is derecognized on disposal or when no future economic benefits are expected from its use. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment losses, if any.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

**e. Depreciation and Amortization**

Depreciation on fixed assets is provided at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 / Schedule II of Companies Act, 2013, wherever applicable on written down value method. Intangible assets are amortized on a straight line method over their estimated useful lives.

Effective April 01, 2014, the Company has with retrospective effect changed its method of providing depreciation on fixed assets related to Leasehold Improvements, Electrical Installation, Air conditioner from the 'WDV' method to the 'Straight Line' method over the lease period. Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

**f. Technical Work in Progress**

The company has been developing new capabilities for providing services, for which it has been incurring some expenses for the development. The company has policy to recognize such expenses as Technical WIP in the current assets head and the same will be charged to Profit and Loss @ 40% each year against the revenue of such services, after when such capabilities starts generating revenue.

**g. Investment**

Current investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are carried at the lower of cost and fair value of each investment individually. All other Investments are longterm investments, which are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**h. Taxation**

Taxation includes Income Tax, Minimum Alternate Tax and Deferred Tax. Income taxes are accrued in the same period that the related revenue and expenses arise. Provision for current tax will be made on the taxable profits for the year at the rates in force in Income Tax Act. The provision for deferred tax will be made on timing difference between book profit and Income Tax profit that have been enacted or substantively enacted as on the balance sheet date.

Minimum Alternate Tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as assets if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an assets in the balance sheet when it is probable that the future economic associated with it will flow to the Company and the asset can be measured reliably.

Deferred tax expense or benefit is recognized on timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**i. Foreign Currency Transaction**

Foreign transactions denominated in foreign currency are normally recorded at the exchange rate prevailing at the time of transaction;

Monetary items denominated in foreign currency remaining unsold at the end of year are translated at the year-end rate. On-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Any Income or Expenditure on account of exchange rate difference either on unsold or on transaction is recognized in the Profit and Loss Account.

**j. Forward and Options Contract in Foreign Currency**

The Company uses Foreign Exchange Forward and Options Contract to Hedge its exposure to movements in Foreign Exchange Rates. The Use of this Foreign Exchange Forward and Options Contracts reduce the risk or cost to the Company and the Company does not use those for Trading or Speculation Purposes. Forward and options contracts are fair valued at each reporting date. The resultant gain or loss from these transactions are recognized in the Statement of Profit and Loss.

**k. Employee Benefits****i. Long-term Employee Benefits****(a) Defined Contribution Plans (Provident Fund)**

The Company has Defined Contribution Plans for post-employment benefits in the form of Provident Fund, employee's state insurance, which are administered through Government of India. Provident Fund is classified as Defined Contribution Plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contributions Plans are charged to the Profit and Loss Account as incurred.

**(b) Defined Benefit Plan (Gratuity)**

The Company has Defined Benefit Plan for post-employment benefits in the form of Gratuity for its employees in India. Liability for Defined Benefit Plan is provided on the basis of actuarial valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit method. The Company's gratuity fund is administered by a trust which has taken a Company policy with Life Insurance Corporation of India (LIC) to cover its liability towards employee gratuity. Actuarial gains and losses are recognized immediately in Profit and Loss account.

**(c) Other Long-term Employee Benefits (Leave Encashment)**

The employees of the Company are entitled to other long-term benefits in the form of Leave Encashment and Compensated Absences as per the policy of the company. The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

**ii. Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits includes compensated absences such as paid annual leave and performance incentives.

### iii. Termination benefits

Termination benefits, in the nature of voluntary retirement benefits or those arising from restructuring are recognised as an expense as and when incurred.

### ***l. Earnings Per Share***

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are calculated by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for bonus shares.

### ***m. Provision and Contingent Liabilities***

Provision is recognized when there exists a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to present value and are determined based on best estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation

or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

### ***n. Accounting for Employee Stock Option***

Stock Options granted to employees of InfoBeans and its subsidiaries under the stock option scheme – InfoBeans Partnership Program are treated as per Guidance note on Employee Share based Payments issued by the Institute of Chartered Accountants of India as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The company measures compensation cost relating to employee stock options using the intrinsic value method. The intrinsic value of the option being excess of market value of underlying share immediately prior to date of grant over its exercise price is recognized as employee compensation proportionately with a credit stock option outstanding account. Employee Compensation Expense Account is charged to Statement of Profit & Loss. The option that lapse shall be reversed by adjusting the Employee Compensation Expense Account of the forthcoming years.

### ***o. Cash and Cash Equivalents***

Cash and Cash Equivalents includes cash in hand and at Bank and short term deposits with banks with an original maturity of twelve months or less.

### ***p. Cash Flow Statement***

Cash flows are prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows.

**Note '3'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>SHARE CAPITAL</b>		
- Authorized 25000000 Equity Shares of ₹10/- each [Previous Year : 25000000 Equity Shares of ₹10/- each]	25,00,00,000	25,00,00,000
- Issued and Subscribed and Paid-up 24015600 Equity Shares of ₹10/- each fully paid-up. [Previous Year : 24015600 Equity Shares of ₹10/- each fully paid-up]	24,01,56,000	24,01,56,000
<b>Total</b>	<b>24,01,56,000</b>	<b>24,01,56,000</b>

**Note - 3 (a) -**

The Company has only one class of Share referred to as Equity Share having a Par Value of ₹10/- per share. Each Shareholder of Equity share is entitled to one vote per Share.

In the event of liquidation of the Company, the shareholder of Equity Share will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholder, after distribution of all preferential amounts.

The company declares and pays dividend in Indian Rupees (₹). The dividend proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting, except incase of Interim dividend. The distribution will be propotional to the number of Equity Shares held by the shareholders.

The company declares and pays dividend in Indian Rupees (₹). The dividend proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting, except incase of Interim dividend. The distribution will be propotional to the number of Equity Shares held by the shareholders.

**Note - 3 (b) - Reconciliation of Shares:**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Equity Share Capital (Nos.)		
Add: Shares issued During the year (Nos.)	2,40,15,600	1,76,73,600
Add: Bonus Shares issued During the year (Nos.)	-	63,42,000
Closing Equity Share Capital (Nos.)	2,40,15,600	2,40,15,600
- List of Share holders having 5% or more Shares (In Nos)		
Name of Shareholders and Holding in nos.		
Mr. Avinash Sethi	58,90,150	58,90,150
Mr. Siddharth Sethi	58,91,200	58,91,200
Mr. Mitesh Bohra	50,15,850	50,15,850
Name of Shareholders and % Holding		
Mr. Avinash Sethi	24.53%	24.53%
Mr. Siddharth Sethi	24.53%	24.53%
Mr. Mitesh Bohra	20.89%	20.89%

**Note - 3 (c.) - In the period of five years immediately preceding 31st March, 2019 :**

(i) The Company allotted 22,86,480 equity shares as fully paid-up bonus shares by utilisation of Free Reserves on 15th March 2013 pursuant to shareholder's resolution passed in the EOGM held on 12th March, 2013.

(ii) The Company allotted 24,49,800 equity shares as fully paid-up bonus shares by utilisation of Free Reserves on 29th March 2014 pursuant to shareholder's resolution passed in the EOGM held on 28th March, 2014.

(iii) The Company allotted 1,26,24,000 equity shares as fully paid-up bonus shares by utilisation of Free Reserves on 02nd March 2017 pursuant to shareholder's resolution passed in the EGM held on 15th February, 2017.

(iv) The Company allotted 63,42,000 equity shares as fully paid-up shares by utilisation against the public issue Dtd 02nd May 2017 pursuant to shareholder's resolution passed in the EGM held on 15th February, 2017.

**Note - 3 (d.) - Shares reserved for issue under options including the terms and amount**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Number of shares to be issued under the employee stock option plans (Refer Note 40 for details of shares to issued under ESOP)	1,37,948	62,118

**Note '4'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>RESERVES AND SURPLUS</b>		
Capital Reserve		
Balance as at the beginning of the year	6,14,78,694	6,14,78,694
Add : Received during the year	-	-
Balance as at the end of the year	6,14,78,694	6,14,78,694
Stock Options Outstanding Account		
Balance as at the beginning of the year	4,99,419	-
Add : Compensation for option granted during the year	18,07,794	4,99,419
Balance as at the end of the year	23,07,213	4,99,419
Securities Premium Account		
Balance as at the beginning of the year	28,87,35,287	-
Less : Amount Utilised for Issuance of Bonus Shares	-	-
Add : Received during the year	-	28,87,35,287
Balance as at the end of the year	28,87,35,287	28,87,35,287
General Reserve		
Balance as at the beginning of the year	2,52,60,419	2,52,60,419
Less : Amount Utilised for Issuance of Bonus Shares	-	-
Add : Transferred from Surplus	-	-
Balance as at the end of the year	2,52,60,419	2,52,60,419
Surplus as per Statement of Profit & Loss Account		
Balance as at the beginning of the year	44,19,52,635	27,27,31,432
Add: Net Profit for the Year	19,24,21,524	16,92,21,203
Profit available for appropriation	63,43,74,159	44,19,52,635
Less : Proposed Dividend *	-	-
Less : Dividend of Last Year	1,20,07,800	-
Less : Dividend Tax	24,68,650	-
Less : Amount Utilised for Issuance of Bonus Shares	-	-
Less : Tranfered to General Reserve	-	-



Balance as at the end of the year	61,98,97,709	44,19,52,635
<b>Total</b>	<b>99,76,79,322</b>	<b>81,79,26,454</b>

**NOTE '5'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>LONG-TERM BORROWINGS</b>		
Axis Car Loan (Secured loan) - 1 (Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from March-16 till February-21. Rate of interest : 9.65% )	1,85,155	3,70,825
Axis Car Loan (Secured loan) - 2 (Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from June-16 till May-21. Rate of interest : 10.02% )	2,34,906	4,16,323
Kotak Car Loan (Secured loan) - 1 (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from January -17 till January - 22. Rate of interest : 9.31% )	2,05,492	3,03,703
Kotak Car Loan (Secured loan) - 2 (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from October-17 till October-22. Rate of interest : 8.56% )	5,77,501	7,69,004
<b>Total</b>	<b>12,03,054</b>	<b>18,59,855</b>

**NOTE '6'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>LONG-TERM PROVISIONS</b>		
Provision for Employee Benefits	3,01,54,723	1,84,90,525
Gratuity (Refer Note 39(B))	69,03,030	55,02,759
Leave Encashment (Refer Note 39(C))		
<b>Total</b>	<b>3,70,57,753</b>	<b>2,39,93,284</b>

**NOTE '7'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>TRADE PAYABLES</b>		
Total outstanding dues of micro and small enterprises (Refer Note 44)	-	-
Total outstanding dues of creditors other than micro and small enterprises	21,93,969	42,09,387
<b>Total</b>	<b>21,93,969</b>	<b>42,09,387</b>

**NOTE '8'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER CURRENT LIABILITIES</b>		
Axis Car Loan - 1 (Current Maturity of Long-term Debts)(Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from March-16 till February-21. Rate of interest : 9.65% )	1,85,670	1,68,657
Axis Car Loan - 2 (Current Maturity of Long-term Debts)(Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from June-16 till May-21. Rate of interest : 10.02% )	1,81,417	1,64,269
Kotak Car Loan - 1 (Current Maturity of Long-term Debts) (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from January -17 till January - 22. Rate of interest : 9.31% )	98,211	89,515
Kotak Car Loan - 2 (Current Maturity of Long-term Debts) (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from October-17 till October-22. Rate of interest : 8.56% )	1,91,503	1,75,867
Statutory Dues (Refer Note 26)	54,77,977	73,25,113
Other Payables (Refer Note 27)	23,56,591	11,94,996
<b>Total</b>	<b>84,91,36</b>	<b>91,18,417</b>

**NOTE '9'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation	5,00,00,000	4,07,50,000
<b>Total</b>	<b>5,00,00,000</b>	<b>4,07,50,000</b>

NOTE '10'

Amount in ₹

Sr. No.	Particulars	Op.Bal. as on 01.04.2018	Addition during the year	Sales / Adjustment	Gross Block as on 31.03.2019	Depreciation	Provided During the Year	Written Back/ Adjustment	Gross Block as on 31.03.2019	As on 31.03.2019	Net Block As on 31.03.2018
<b>(A) Tangible Assets</b>											
1	Leasehold Improvement	2,56,50,847	2,35,73,507	-	4,92,24,354	2,00,64,505	68,84,085	-	2,69,48,590	2,22,75,764	55,86,342
2	Computers	5,21,50,203	1,03,44,616	1,32,78,087	4,92,16,732	4,43,80,912	73,32,536	1,23,68,428	3,93,45,020	98,71,712	77,69,291
3	Electrical Installation	2,46,72,130	1,32,19,507	41,01,959	3,37,89,678	1,94,02,499	43,21,587	35,98,959	2,01,25,127	1,36,64,551	52,69,631
4	Furniture and Fixtures	3,07,90,966	2,54,92,529	58,14,359	5,04,69,136	2,11,57,106	75,74,726	49,76,747	2,37,55,085	2,67,14,051	96,33,860
5	Vehicles	1,02,68,643	11,62,172	40,26,236	74,04,579	58,59,577	13,99,105	33,29,898	39,28,784	34,75,795	44,09,066
6	Office Equipments	74,92,305	12,00,282	30,09,292	56,83,295	61,68,924	9,11,577	26,52,158	44,28,343	12,54,952	13,23,381
	<b>Total (a)</b>	<b>15,10,25,094</b>	<b>7,49,92,613</b>	<b>3,02,29,933</b>	<b>19,57,87,774</b>	<b>11,70,33,523</b>	<b>2,84,23,616</b>	<b>2,69,26,190</b>	<b>11,85,30,949</b>	<b>7,72,56,825</b>	<b>3,39,91,571</b>
<b>(B) Intangible Assets</b>											
1	Software	1,53,04,016	21,83,766	36,53,587	1,38,34,195	1,19,30,229	18,71,650	36,53,588	1,01,48,291	36,85,904	33,73,788
2	Trademark	1,50,000	3,81,164	2,79,600	2,51,564	41	27,996	28,037	-	2,51,564	1,49,959
	<b>Total (b)</b>	<b>1,54,54,016</b>	<b>25,64,930</b>	<b>39,33,187</b>	<b>1,40,85,759</b>	<b>1,19,30,270</b>	<b>18,99,646</b>	<b>36,81,625</b>	<b>1,01,48,291</b>	<b>39,37,468</b>	<b>35,23,747</b>
<b>(C) Capital Work In Progress</b>											
1	Air Conditioner	34,03,160	23,93,967	57,97,127	-	-	-	-	-	-	-
2	Furniture and Fixture	17,82,434	84,09,593	1,01,92,027	-	-	-	-	-	-	34,03,160
3	Electric Installation	30,12,546	33,87,609	64,00,155	-	-	-	-	-	-	17,82,434
4	Construction WIP	98,90,290	92,92,523	1,91,82,813	-	-	-	-	-	-	30,12,546
5	Computer WIP	1,46,000	-	1,46,000	-	-	-	-	-	-	98,90,290
6	Leasehold Improvement WIP	1,38,55,355	-	1,38,55,355	-	-	-	-	-	-	1,46,000
7	Other WIP	15,81,912	-	15,81,912	-	-	-	-	-	-	1,38,55,355
											15,81,912
	<b>Total (c)</b>	<b>3,36,71,698</b>	<b>2,34,83,692</b>	<b>5,71,55,389</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,36,71,697</b>
	<b>Grand Total (a+b+c)</b>	<b>20,01,50,808</b>	<b>10,10,41,235</b>	<b>9,13,18,510</b>	<b>20,98,73,533</b>	<b>12,89,63,793</b>	<b>3,03,23,262</b>	<b>3,06,07,815</b>	<b>12,86,79,240</b>	<b>8,11,94,293</b>	<b>7,11,87,015</b>
	<b>Previous Year</b>	<b>15,61,30,426</b>	<b>4,63,69,623</b>	<b>23,49,242</b>	<b>20,01,50,807</b>	<b>10,52,46,287</b>	<b>2,37,17,504</b>	<b>-</b>	<b>12,89,63,793</b>	<b>7,11,87,015</b>	

## NOTE '11'

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>NON CURRENT INVESTMENTS - At Cost</b>		
Investment in Mutual Fund (Quoted)		
- Reliance Regular Saving Fund (NIL units (2570980.49 units) NAV as on 31.03.18: ₹12.3903)	-	3,00,00,000
- Axis Banking & PSU Debt Fund (32208.887 units (Previous Year NIL units) NAV as on 31.03.19: ₹1769.5911)	5,59,58,145	-
- Axis Equity Saver Fund (2669773.186 units (Previous Year NIL units) NAV as on 31.03.19: ₹12.780)	3,26,53,236	-
- Axis Fixed Income Opportunities Fund (NIL units (Previous Year 1559879.889 units) NAV as on 31.03.18: ₹13.6466)	-	2,00,00,000
- Birla Sun Life Small and Midcap Fund (206275.506 units (Previous Year 80375.683 units) NAV as on 31.03.19: ₹35.7601)	78,84,968	1,10,00,000
- DSP BlackRock Small Cap Fund (NIL units (Previous Year 109919.318 units) NAV as on 31.03.18: ₹62.613)	-	63,00,000
- Franklin India Smaller Companies Fund (127383.389 units (Previous Year 169075.463 units) NAV as on 31.03.19: ₹55.0360)	69,47,751	1,01,00,000
- Kotak Income Opportunities Fund (NIL units (Previous Year 1671858.717 units) NAV as on 31.03.18: ₹19.1253)	-	3,00,00,000
- Kotak Medium Term Fund (5140528.432 units (Previous Year 5140528.432 units) NAV as on 31.03.19: ₹15.2838)	7,00,00,000	7,00,00,000
- DSP Black Rock Income Opportunity Fund (NIL units (Previous Year 1474398.912 units) NAV as on 31.03.18: ₹28.6112)	-	4,00,00,000
- ICICI Prudential Regular Savings Fund (NIL units (Previous Year 2282805.342 units) NAV as on 31.03.18: ₹18.5751)	-	4,00,00,000
- HDFC Balanced Fund (NIL units (Previous Year 141966.814 units) NAV as on 31.03.18: ₹145.8040)	-	2,00,00,000
- Invesco India Dynamic Equity-G (NIL units (Previous Year 1050788.091 units) NAV as on 31.03.18: ₹27.87)	-	
- Reliance Small Cap Fund (169776.76 units (Previous Year 59045.318 units) NAV as on 31.03.19: ₹40.3048)	72,04,465	3,00,00,000
- Reliance Pharma Fund (18495.407 units (Previous Year NIL units) NAV as on 31.03.19: ₹151.7392)	30,00,000	27,00,000
- HDFC FMP Fund (2000000 units (Previous Year NIL units) NAV as on 31.03.19: ₹10.2723)	2,00,00,000	-
- ICICI Prudential Fixed Maturity Plan (2000000 units (Previous Year NIL units) NAV as on 31.03.19: ₹10.5175)	2,00,00,000	-
-HDB FS Ltd. Bond - (7.76% Coupon Rate)	5,25,93,960	-
-HDFC LTD Bond SR-Q-009 (7.48% Coupon Rate)	5,00,97,441	-
-KMIL/2016-17/030-NCD 05AG2020 - Zero Coupon	4,39,38,950	
Investment in Equity Instruments (Unquoted)		
- InfoBeans INC (100% Subsidiary) (1800 Equity shares (Previous Year 1800 Equity Shares))	1,57,73,500	1,57,73,500
- InfoBeans Technologies DMCC (100% Subsidiary) (50 Equity shares (Previous Year 50 Equity Shares))	37,61,000	37,61,000
- InfoBeans Technologies Europe GmbH (100% Subsidiary)	2,08,49,993	2,08,49,993

(278750 Shares (Previous Year 278750 Shares))		
- InfoBeans IT City Private Limited (100% Subsidiary)	-	10,00,000
(100000 Shares (Previous Year 100000 Shares ))		
<b>Total</b>	<b>41,06,63,409</b>	<b>35,14,84,493</b>

The total market value of Mutual funds/Bonds held under non current investments as on 31st March, 2019 is Rs. 384433254.

**NOTE '12'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>DEFERRED TAX ASSETS (Net)</b>		
Deferred Tax Assets		
Fixed Assets	1,07,79,393	1,06,48,643
Gratuity	87,81,055	57,13,572
Leave Encashment	20,10,162	17,00,353
Deferred Tax Liabilities	-	-
<b>Total</b>	<b>2,15,70,610</b>	<b>1,80,62,568</b>

**NOTE '13'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>LONG TERM LOANS AND ADVANCES</b>		
- Unsecured, Considered Good		
Security Deposits (Refer Note 28)	1,83,48,975	1,74,01,934
MAT Credit Entitlement	9,36,11,843	8,52,21,708
Capital Advances	5,00,000	1,35,95,618
<b>Total</b>	<b>11,24,60,818</b>	<b>11,62,19,260</b>

**NOTE '14'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>CURRENT INVESTMENTS</b>		
Investment in Mutual Funds (Quoted)		
- Aditya Birla Sun Life Enhanced Arbitrage Fund	-	4,03,17,599
(NIL units (Previous Year 3734494.121 units) NAV as on 31.03.18: ₹10.7960)		
- ICICI Prudential Corporate Bond Fund	5,00,06,350	-
(2646247.361 units (Previous Year NIL units) NAV as on 31.03.19: ₹19.6667)		
- IDFC Corporate Bond Fund - Direct Plan	5,00,00,000	-
(3985506.0850 units (Previous Year NIL units) NAV as on 31.03.19: ₹12.8604)		
<b>Total</b>	<b>10,00,06,350</b>	<b>4,03,17,599</b>

**NOTE '15'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>INVENTORIES</b>		
Technical Development WIP :		
Balance at the beginning of the year	1,80,78,431	1,87,09,422
Add: Created during the year	-	25,21,185
Less: Utilised/Written off during the year	1,32,97,039	31,52,176
<b>Total</b>	<b>47,81,392</b>	<b>1,80,78,431</b>

**NOTE '16'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>TRADE RECEIVABLES</b>		
(Unsecured, Consider Good)		
Outstanding for a period less than six months from the date they are due	21,93,43,294	19,80,03,958
Outstanding for a period exceeding than six months from the date they are due	-	5,88,809
<b>Total</b>	<b>21,93,43,294</b>	<b>19,85,92,767</b>

**NOTE '17'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>CASH AND CASH EQUIVALENTS</b>		
Balance with Banks		
- In Current Accounts	6,66,22,530	1,19,04,539
- In Fixed Deposit (with maturity more than 3 months but less than 12 months)	24,23,65,000	24,56,30,000
Cash on Hand	1,21,269	84,595
<b>Total</b>	<b>30,91,08,799</b>	<b>25,76,19,134</b>

**NOTE '18'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>SHORT TERM LOANS AND ADVANCES</b>		
- Unsecured, Considered Good		
Loans and Advances to Employees (Refer Note 29)	19,64,422	19,32,896
Balances with Government Department (Refer Note 30)	5,67,15,665	4,39,93,646
Advance to Others (Refer Note 31)	17,01,965	31,48,902
NSE Security Deposit	-	36,78,361
<b>Total</b>	<b>6,03,82,052</b>	<b>5,27,53,805</b>



**NOTE '19'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER CURRENT ASSETS</b>		
Prepaid Expenses (Refer Note 32)	83,67,871	49,31,277
Accrued Revenue	89,02,579	87,67,048
<b>Total</b>	<b>1,72,70,450</b>	<b>1,36,98,325</b>

**NOTE '20'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>REVENUE FROM OPERATIONS</b>		
Income from Software Services		
Export	95,69,22,370	78,01,93,249
Domestic	3,74,63,277	2,08,10,079
<b>Total</b>	<b>99,43,85,647</b>	<b>80,10,03,328</b>

**NOTE '21'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER INCOME</b>		
Gain on Redemption of Investments (Mutual Fund)	1,59,15,807	32,01,192
Dividend Received	11,03,620	9,43,731
Foreign Exchange Gain/(Loss)	93,63,969	2,88,517
Miscellaneous Income	20,46,695	13,89,894
Interest on FDR	1,65,24,302	1,53,17,774
Interest on Bond	25,03,832	-
Profit / (Loss) on Sale of Fixed Assets	9,11,203	-
Unrealised Gain/(Loss) on Short Term MF	3,09,839	(3,09,839)
<b>Total</b>	<b>4,86,79,267</b>	<b>2,08,31,269</b>

**NOTE '22'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages and Allowances	56,07,72,561	43,50,44,827
Director Remuneration	1,30,20,000	1,30,20,000
Employee Compensation Expenses	18,07,794	4,99,419
Contribution to P.F, E.S.I and Other Statutory Funds	2,20,76,826	1,87,49,880
Gratuity	1,35,81,273	96,31,045
Leave Encashment	39,31,115	33,33,512
Staff Welfare Expenses	1,04,26,746	1,02,97,663
<b>Total</b>	<b>62,56,16,315</b>	<b>49,05,76,346</b>

**NOTE '23'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>(INCREASE)/DECREASE IN TECHNICAL DEVELOPMENT WIP</b>		
Technical Development WIP at beginning of the Year	1,80,78,431	1,87,09,422
Technical Development WIP at end of the Year	47,81,392	1,80,78,431
<b>Total</b>	<b>1,32,97,039</b>	<b>6,30,991</b>

**NOTE '24'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>FINANCE COSTS</b>		
Interest Expense		
Interest on Car Loan	2,02,428	3,13,869
Interest on Overdraft Loan	7,071	-
<b>Total</b>	<b>2,09,499</b>	<b>3,13,869</b>

**NOTE '25'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER EXPENSES</b>		
Power and Fuels	63,64,904	53,59,005
Repairs and Maintenance		
Buildings	93,93,855	77,37,772
Computers	14,37,289	12,78,547
Rent	3,35,01,543	3,20,89,681
Insurance	43,75,939	35,30,470
Travelling Expenses	3,25,40,969	2,00,60,310
Internet Charges	34,82,253	35,29,787
Legal and Consultancy	18,46,733	34,31,634
Lease Rent on Networking Equipments	23,04,120	-
Tea and Food Expenses	38,72,605	31,73,050
Telephone Expenses	9,74,634	14,03,342
Software License and Subscription Fees	43,55,815	34,77,586
Professional Fees	1,21,81,820	1,21,46,296
Sales and Business Promotion	8,83,778	27,57,000
Auditors Remunerations (Refer Note 35)	2,00,000	1,50,000
Internal Auditor Fees	6,00,000	3,36,000
Miscellaneous Expenses (Refer Note 33)	2,19,56,124	1,33,69,842
<b>Total</b>	<b>14,02,72,381</b>	<b>11,38,30,322</b>

**NOTE '26'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>STATUTORY DUES</b>		
T.D.S Payable on Salary	10,16,050	31,68,300
T.D.S Payable on Contract	26,301	59,228
T.D.S Payable on Professional Fees	2,94,562	4,51,654
T.D.S Payable on Rent	3,93,917	2,98,383
T.D.S Payable on Foreign Payments	752	-
Provident Fund Payable	35,52,976	31,53,504
ESIC Payable	42,453	50,119
Professional Tax Payable	1,50,966	1,43,925
<b>Total</b>	<b>54,77,977</b>	<b>73,25,113</b>

**NOTE '27'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER PAYABLES</b>		
Payable Telephone Charges	5,08,642	3,19,654
Payable Salary and Bonus	16,67,949	7,40,342
Audit Fee Payable	1,80,000	1,35,000
<b>Total</b>	<b>23,56,591</b>	<b>11,94,996</b>

**NOTE '28'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>SECURITY DEPOSITS-UNSECURED, CONSIDERED GOOD</b>		
Government Deposits	10,33,573	4,08,882
Rent Deposits	1,72,51,502	1,69,29,152
Other Deposits	63,900	63,900
<b>Total</b>	<b>1,83,48,975</b>	<b>1,74,01,934</b>

**NOTE '29'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>LOANS AND ADVANCES TO EMPLOYEES-UNSECURED, CONSIDERED GOOD</b>		
Employee Loan	5,63,168	9,43,938
Travelling Advance	14,01,254	9,88,958
<b>Total</b>	<b>19,64,422</b>	<b>19,32,896</b>

**NOTE '30'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with Government Department-Unsecured, Considered Good		
Advance Income Tax	4,68,00,000	3,48,00,000
TDS Receivable	51,26,845	36,03,491
CST Receivable	-	98,643
Service Tax (Cenvat Credit)	6,27,985	6,27,985
GST Credit	33,85,345	40,88,037
Income Tax Refund	7,75,490	7,75,490
<b>Total</b>	<b>5,67,15,665</b>	<b>4,39,93,646</b>

**NOTE '31'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>ADVANCE TO OTHERS</b>		
Other Advances	16,92,849	24,28,123
Advance to Supplier	9,116	7,20,779
<b>Total</b>	<b>17,01,965</b>	<b>31,48,902</b>

**NOTE '32'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>PREPAID EXPENSES :</b>		
Insurance	32,97,814	23,77,941
Others	50,70,057	21,82,652
Recruitment Charges	-	3,70,684
<b>Total</b>	<b>83,67,871</b>	<b>49,31,277</b>

**NOTE '33'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>MISCELLANEOUS EXPENSES</b>		
Accommodation Expenses	22,32,551	19,89,557
Advertisement Expenses	4,38,461	24,710
Bad Debts Written Off	5,77,158	18,83,371
Bank Charges	5,49,786	4,95,283
Books and Periodicals	56,773	52,550
Consumables	9,41,289	8,19,127
Conveyance Expenses	5,82,598	3,54,644
Credit Card Annual Fees	5,000	7,400
Donations	10,000	-
Gratuity Fund Mgt. Charges	82,925	71,622
Misc. Balance W/off	58,70,759	-
Office Expenses	19,90,142	15,38,009
Stamp Duty Expenses	-	51,992
Others	2,065	-
Penalty on Statutory Dues	40,409	900
Postage Expenses	96,886	57,048
Printing and Stationary	7,57,890	5,32,570
Professional Membership and Seminar Participation Fees	12,98,236	9,75,659
Recruitment Charges	29,84,019	16,78,679
Security Charges	20,22,826	17,07,066
Service Tax on Director Sitting Fees	-	11,250
STPI Annual Fees	3,70,400	6,49,750

Vehicle Running and Maintenance	1,20,557	1,66,459
Director Sitting Fees	3,00,000	3,00,000
Interest on TDS	20,076	2,197
Interest on Income Tax	3,25,229	-
TDS on Foreign Payments	2,80,089	-
<b>Total</b>	<b>2,19,56,124</b>	<b>1,33,69,842</b>

**NOTE '34'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>EARNINGS PER SHARE (EPS)</b>		
(a) Net Profit after tax as per Statement of Profit and Loss Account attributable to Equity Shareholders (₹)	19,24,21,524	16,92,21,203
(b) Weighted Average number of equity share used as denominator for calculating EPS (Nos.)	2,40,15,600	2,34,76,964
(c) Basic and Diluted Earning per share (₹)	8.01	7.21
(d) Face Value per equity shares (₹)	10.00	10.00

**NOTE '35'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>PAYMENT TO AUDITORS AS:</b>		
(a) Statutory Audit Fees	2,00,000	1,50,000
(b) Tax Audit Fees	50,000	50,000
(c) GST/Service Tax	45,000	27,000
<b>Total</b>	<b>2,95,000</b>	<b>2,27,000</b>

**NOTE '36'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>EARNINGS IN FOREIGN EXCHANGE</b>		
(a) Export of goods / Services calculated on F.O.B basis	95,69,22,370	78,01,93,249
<b>Total</b>	<b>95,69,22,370</b>	<b>78,01,93,249</b>

**NOTE '37'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>EXPENDITURE IN FOREIGN EXCHANGE</b>		
(a) Expenditure in foreign currency	1,09,72,033	1,00,30,158
<b>Total</b>	<b>1,09,72,033</b>	<b>1,00,30,158</b>



**38. SERVICES RENDERED:**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Indigeneous	3,74,63,277	2,08,10,079
Exports	95,69,22,370	78,01,93,249
<b>Total</b>	<b>99,43,85,647</b>	<b>80,10,03,328</b>

**39. EMPLOYEE BENEFITS:**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
The company has classified various employee benefits as under:		
<b>(A) Defined Contribution Plans</b>		
The company has recognised the following amounts in the Profit and Loss Account for the year:		
(i) Contribution to Provident Fund	2,02,39,394	1,70,64,355
(ii) Contribution to Employees' State Insurance Scheme	2,92,125	3,67,987
<b>(B) Defined Benefit Plan</b>		
Valuation in respect of Gratuity has been carried out by LIC, as at the Balance Sheet date, based on the following assumptions:		
(a) Discount Rate (per annum)	7.50%	8.00%
(b) Rate of increase in Compensation Levels	7.00%	7.00%

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>I Obligation at the year beginning</b>	<b>2,96,00,980</b>	<b>2,01,67,549</b>
Service Cost	85,77,116	62,51,994
Interest Cost	23,68,078	16,13,404
Acturial (gain)/loss	34,54,502	25,50,764
Benefits paid	(16,47,518)	(9,82,731)
<b>Obligation at the year end</b>	<b>4,23,53,158</b>	<b>2,96,00,980</b>
<b>II Plan assets at year beginning, at fair value</b>	<b>1,11,10,455</b>	<b>94,37,541</b>
Expected return on plan assets	8,18,422	7,27,468
Acturial gain/(loss)	-	-
Contributions	19,17,076	19,28,176
Benefits paid	(16,47,518)	(9,82,731)
<b>Plan assets at year end, at fair value</b>	<b>1,21,98,435</b>	<b>1,11,10,455</b>
<b>III Present value of obligations as at the end of year</b>	<b>4,23,53,158</b>	<b>2,96,00,980</b>
Fair value of plan assets as at the end of the year	1,21,98,435	1,11,10,455
Funded status	(3,01,54,723)	(1,84,90,525)
<b>Net asset/(liability) recognized in balance sheet</b>	<b>(3,01,54,723)</b>	<b>(1,84,90,525)</b>
<b>IV Current Service cost</b>	<b>85,77,116</b>	<b>62,51,994</b>
Interest Cost	23,68,078	16,13,404
Expected return on plan assets	(8,18,422)	(7,27,468)
Net Actuarial (gain)/ loss recognized in the year	34,54,502	25,50,764
Expenses already recognized	-	-
<b>Expenses recognised in statement of Profit and loss</b>	<b>1,35,81,274</b>	<b>96,88,694</b>

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>(C) Other Long-term Employee Benefits</b>		
The liabilities for Leave Encashment as at the Balance Sheet date	69,03,030	55,02,759

#### 40. EMPLOYEE STOCK OPTIONS SCHEME - InfoBeans PARTNERSHIP PROGRAM

The Shareholders of the company through Postal Ballot on 22nd July, 2016 approved the allocation of 100000 stock options (Post Bonus 350000) to the eligible employees of the company and its subsidiaries. The company established a scheme - InfoBeans Partnership Program in 2016 for granting stock options to the eligible employees, each option representing one equity share of the company. The scheme is governed by Employee Stock Option Scheme and Employee Stock Purchase Guidelines issued in 1999 by SEBI and as amended from time to time. The vesting period of stock options, granted during the year shall be Five years. The stock options shall be exercisable within six months from the date of vesting. As per the guidelines issued by the SEBI, the excess of the market price of the underlying equity shares as on the date of grant of option over the exercise price of the option is to be recognised and amortised on a straight line basis over the vesting period.

##### (A) The Options granted with the vesting period upto 01st April 2021 are as follows:-

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	56,727	30,338
Add: Granted during the year	47,970	29,616
Less: Exercised during the year	-	-
Less: Lapsed/Cancelled during the year	2,100	3,227
Add: Additional Options due to Bonus	-	-
Balance Unexercised Options	1,02,597	56,727

For the purpose of valuation of the options granted during the year ended 31st March, 2017 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 32.96 per option.

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2021) during the year ended 31st March, 2018 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 54.20 per option.

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2021) during the year ended 31st March, 2019 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 68.95 per option.

The Assumptions used by the valuer for the purpose of determination of fair value are stated below -

Amount in ₹

Assumptions	Year Ended March 31, 2019	Year Ended March 31, 2018	Year Ended March 31, 2017
Market Price (Rs.)	72.00	62.00	40.24
Expected Life (In Years)	2.28	3.86	4.91
Volatility (%)	224.44%	64.98%	0
Riskfree Rate (%)	7.43	6.60	7.05
Exercise Price (Rs.)	10	10	10
Dividend yield (%)	0.69%	0.24	0.37
<b>Fair Value per vest (Rs.)</b>	<b>68.95</b>	<b>54.20</b>	<b>32.96</b>

**(B) The Options granted with the vesting period upto 01st April 2022 are as follows:-**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	5,391	-
Add: Granted during the year	5,310	6,441
Less: Exercised during the year	-	-
Less: Lapsed/Cancelled during the year	700	1,050
Add: Additional Options due to Bonus	-	-
Balance Unexercised Options	10,001	5,391

The Assumptions used by the valuer for the purpose of determination of fair value are stated below -

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2022) during the year ended 31st March, 2018 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 54.77 per option.

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2022) during the year ended 31st March, 2019 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 69.93 per option.

Amount in ₹

Assumptions	Year Ended March 31, 2019	Year Ended March 31, 2018
Market Price (Rs.)	72.00	62.00
Expected Life (In Years)	3.28	4.86
Volatility (%)	255.03%	64.82%
Riskfree Rate (%)	7.43	6.60
Exercise Price (Rs.)	10	10
Dividend yield (%)	0.69	0.24
Fair Value per vest (Rs.)	69.93	54.77

**(C) The Options granted with the vesting period upto 01st April 2023 are as follows:-**

Amount in ₹

Particulars	As at 31st March, 2019
Opening Balance	-
Add: Granted during the year	25,350
Less: Exercised during the year	-
Less: Lapsed/Cancelled during the year	-
Add: Additional Options due to Bonus	-
Balance Unexercised Options	25,350

The Assumptions used by the valuer for the purpose of determination of fair value are stated below -

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2022) during the year ended 31st March, 2017 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 69.84 per option.

Amount in ₹	
Assumptions	Year Ended March 31, 2019
Market Price (Rs.)	72.00
Expected Life (In Years)	4.28
Volatility (%)	294.89%
Riskfree Rate (%)	7.43
Exercise Price (Rs.)	10
Dividend yield (%)	0.69
<b>Fair Value per vest (Rs.)</b>	<b>69.84</b>

The company has adopted the intrinsic value method as permitted by the SEBI as per the Guidance Note on Accounting for Share Based Payment issued by the ICAI for measuring the cost of stock options granted.

The company's net profit and EPS would have been as under, had the compensation cost for employee stock options been recognised based on the fair value at the date of grant in accordance with Black Scholes Model;

Amount in ₹	
Particulars	Year Ended March 31, 2019
Profit after Taxation	19,24,21,524
Less: Employee Stock Compensation - Fair Value Based	16,66,601
Add: Employee Stock Compensation - Intrinsic Value Based	18,07,794
<b>Profit after Taxation as per Fair Value Method</b>	<b>19,25,62,717</b>
No of Shares	2,40,15,600
Basic EPS as reported	8.01
Proforma Basic EPS	8.02
No of Shares	2,40,15,600
Diluted EPS as reported	8.01
Proforma Diluted EPS	8.02

#### 41 RELATED PARTIES DISCLOSURE:

##### *Related Parties and their relationship*

##### **a) Key Managerial Personal**

- Mr. Mitesh Bohra
- Mr. Avinash Sethi
- Mr. Siddharth Sethi

##### **b) Associates**

- InfoSignz Technologies Private Limited
- Seed Enterprises LLP
- InfoBeans Social and Educational Welfare Society

**c) Subsidiary Company**

- InfoBeans INC”
- InfoBeans Technologies DMCC
- InfoBeans IT City Private Limited
- InfoBeans Technologies Europe GmbH

**d) Other Related Parties**

- Mrs. Vibha Jain
- Mrs. Meghna Sethi
- “ - Mrs. Shashikala Bohra”

**II. Transaction with Related Parties as year ended on 31st March, 2019***Amount in ₹*

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>Investment in Subsidiary Company</b>		
- InfoBeans Technologies Europe GmbH	-	18,01,970
<b>Transactions with Subsidiary Company</b>		
- InfoBeans INC (Sales)	11,64,57,205	10,25,70,878
- InfoBeans Technologies Europe GmbH (Sales)	3,77,72,500	-
- InfoBeans Technologies DMCC (Sales)	2,70,67,748	-
- InfoBeans Technologies DMCC (Short Term Loans and Advances)	18,56,287	2,50,387
<b>Transactions with Associate Company</b>		
- InfoBeans Social and Educational Welfare Society (CSR Donation)	31,00,000	20,57,000
<b>Directors' Remuneration</b>		
- Mr. Avinash Sethi	60,00,000	60,00,000
- Mr. Siddharth Sethi	70,20,000	70,20,000
<b>Dividend Paid</b>		
- Mr. Mitesh Bohra	25,07,925	-
- Mr. Avinash Sethi	29,45,075	-
- Mr. Siddharth Sethi	29,45,600	-
- Mrs. Shashikala Bohra”	4,37,675	-
- Mr. Rajendra Sethi	175	-
- Mrs. Vibha Jain	175	-
- Mrs. Sheela Sethi	175	-
<b>Other Related Parties</b>		
- Remuneration to Other Related Parties		
Mrs. Vibha Jain	14,73,600	10,80,000
Mrs. Meghna Sethi	12,20,660	10,80,000

**III. Closing Balances with Related Parties as year ended on 31st March, 2019**

Amount in ₹

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>Investment in Subsidiary Company</b>		
- InfoBeans INC	1,57,73,500	1,57,73,500
- InfoBeans Technologies DMCC	37,61,000	37,61,000
- InfoBeans Technologies Europe GmbH	2,08,49,993	2,08,49,993
- InfoBeans IT City Private Limited	-	10,00,000
<b>Receivables from Subsidiary Company</b>		
- InfoBeans INC	2,94,13,265	3,17,24,326
- InfoBeans Technologies Europe GmbH	2,40,06,104	-
- InfoBeans Technologies DMCC	67,20,274	-
<b>Loans and Advances</b>		
- InfoBeans Technologies DMCC	-	14,41,997

**42 Unhedged Foreign currency exposure:-**

Amount in USD

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Total Trade Receivables	31,71,016	30,53,202
Hedged Trade Receivables	2,00,000	10,00,000
Unhedged Trade Receivables	29,71,016	19,13,063

**43 Leases:**

The Company has significant operating lease for premises, This lease arrangements range for a period between 11 months and 5 years, which include both cancellable lease, most of the leases are renewable for further period on mutually agreeable term and also include escalation clauses.

The lease rentals charged during the year and the future minimum rental payments in respect of non-cancellable operating leases are set out as under :

Amount in ₹

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Lease Rentals recognised during the year	3,35,01,543	3,20,89,681
<b>Lease Obligations payable</b>		
Within one year	3,31,37,118	3,75,33,639
Due in period between one year and five years	19,22,58,669	22,62,16,753
Due after five years	-	-

**44. Dues to Micro, Small and Medium Enterprises:**

As per "The Micro, Small and Medium Enterprises Development Act, 2006 which comes into force from October 2, 2006, the company is required to identify the Micro, Small and Medium suppliers and pay interest to micro and small enterprises on overdue beyond the specified period irrespective of the terms agreed with the suppliers. Based upon the confirmations received from the vendors on requests made the company the management believes that there are no overdue principal amount/interest payable amount for delayed payments to such vendors at the Balance sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during this year or on balance brought forward from previous year.



**45. Corporate Social Responsibility:**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds are utilized on those activities which are specified in Schedule VII of the Companies Act, 2013.

"Gross amount required to be spent by the Company during the year is ₹ 31,35,367/-.

Amount spent during the year ₹ 31,49,000/-.

**46. Quantitative details:**

The Company is primarily engaged in the development and maintenance of computer software. The production and sale of such software cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 5 (viii)(c) of general instructions for preparation of the Statement of Profit and Loss as per Schedule III to the Companies Act, 2013.

47. In the opinion of Board, Current Assets, Loan and Advances have a value of realization in the ordinary course of business at least equal to the amount at which these are stated and that the provision for known liabilities are adequate and not in excess of the amount reasonable necessary.

48. The provision for taxation includes tax liabilities in India on the Company's global income as reduced by exempt incomes and any tax liabilities arising overseas on income sourced from those countries as per Indian Income-tax Act, 1961. InfoBeans' operations are conducted through Software Technology Parks ('STPs') and Special Economic Zones ('SEZs'). Income from STPs were tax exempt for the first 10 years from the fiscal in which the unit commenced software development, or March 31, 2011 whichever is earlier. Income from SEZ units is fully tax exempt for the first five years, 50% exempt for the next five years and 50% exempt for another five years subject to fulfilling certain conditions.

Company has made a provision of Income Tax of Rs. 5,00,00,000/-for the F.Y. 2018-19 as per provision of Income Tax Act 1961.

49. Previous years numbers have been regrouped and rearranged where ever necessary.

**As per our report of even date attached****For Prakash S. Jain & Co.**

Chartered Accountants

FRN. 002423C

CA. Prakash S. Jain

(Partner)

M.No. 070763

Date : May 01, 2019

Place : Indore

For and on behalf of Board of Directors of

InfoBeans Technologies Limited

(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi

(Managing Director)

(DIN : 01548305)

Surbhi Jain

(Company Secretary)

Avinash Sethi

(Director and Chief

Financial Officer)

(DIN : 01548292)

# Independent Auditor's Report

To,  
The Members,  
InfoBeans Technologies Limited,  
(Formerly Known as InfoBeans Systems India Private Limited)

## Report on the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of InfoBeans Technologies Limited ("hereinafter referred to as the company") and its subsidiaries (collectively referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, of consolidated profit and its consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("hereinafter referred to as the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

The respective Board of Directors of the companies included in the Group and are responsible for maintenance of adequate accounting

records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

### Other Matter

We did not audit the financial statements of 3 subsidiaries, whose financial statements reflect total assets of Rs.8,46,54,561 as at 31st March, 2019, total revenues of Rs.34,20,98,412 and net cash flows amounting to Rs.51,98,049 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

**Report on other legal and regulatory requirements****1. As required by Section 143(3) of the Act, we report that:**

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c. The consolidated Balance sheet, the consolidated Statement of Profit and Loss and the consolidated Cash Flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.

e. On the basis of the written representations received from the directors of the Company as on 31st March 2019 taken on record by the Board of Directors of the Company and its subsidiary

incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March 2019 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group does not have any pending litigations which would impact its financial position as on March 31, 2019.

ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, and its subsidiary company incorporated in India.

Date : May 01, 2019  
Place : Indore

For, Prakash S. Jain & Co.  
Chartered Accountants  
FRN:-002423C

CA. Prakash S. Jain  
Partner  
M. No. 070763

# Annexure A To Independent Auditor's Report

(Referred to in paragraph (f) under "Report on Other Legal and Regulatory Requirements" section of our report to the Members of InfoBeans Technologies Limited of even date)

## Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of InfoBeans Technologies Limited (hereinafter referred to as "Company") and its subsidiary company, which is incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary company, which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected

depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary company, which is incorporated in India.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management, override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary company, which is incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date : May 01, 2019  
Place : Indore

For, Prakash S. Jain & Co.  
Chartered Accountants  
FRN:-002423C

CA. Prakash S. Jain  
Partner  
M. No. 070763

# Consolidated Balance Sheet

as at 31st March, 2019

Amount in ₹

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	3	24,01,56,000	24,01,56,000
(b) Reserves and Surplus	4	98,56,13,624	82,39,71,745
<b>Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	12,03,054	18,59,855
(b) Long-Term Provisions	6	3,70,57,753	2,39,93,284
<b>Current Liabilities</b>			
(a) Trade Payables	7	21,93,969	61,63,272
(b) Other Current Liabilities	8	1,25,39,511	1,53,99,096
(c) Short-Term Provisions	9	5,00,00,000	4,07,50,000
<b>Total</b>		<b>1,32,87,63,911</b>	<b>1,15,22,93,252</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed Assets	10		
- Tangible Assets		7,77,40,739	3,47,98,556
- Intangible Assets		39,37,469	35,23,747
- Capital Work-in-Progress		-	3,36,71,697
(b) Non Current Investments	11	37,02,78,916	31,01,00,000
(c) Deferred Tax Assets (Net)	12	2,15,70,609	1,80,62,568
(d) Long Term Loans and Advances	13	11,28,58,044	11,68,45,775
<b>Current assets</b>			
(a) Current Investments	14	10,00,06,350	4,12,17,599
(b) Inventories	15	63,31,646	3,37,28,033
(c) Trade Receivables	16	21,55,76,806	21,12,56,788
(d) Cash and Cash Equivalents	17	33,92,40,399	28,26,52,628
(e) Short-term Loans and Advances	18	6,04,76,552	5,13,11,801
(f) Other Current assets	19	2,07,46,382	1,51,24,060
<b>Total</b>		<b>1,32,87,63,911</b>	<b>1,15,22,93,252</b>
Significant Accounting Policies	2		

**The accompanying notes form an integral part of the consolidated financial statements.**  
**As per our report of even date attached**

**For Prakash S. Jain & Co.**  
Chartered Accountants  
FRN. 002423C

CA. Prakash S. Jain  
(Partner)  
M.No. 070763

Date : May 01, 2019  
Place : Indore

For and on behalf of Board of Directors of  
InfoBeans Technologies Limited  
(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi  
(Managing Director)  
(DIN : 01548305)

Surbhi Jain  
(Company Secretary)

Avinash Sethi  
(Director and Chief  
Financial Officer)  
(DIN : 01548292)

# Consolidated Statement of Profit & Loss

as at 31st March, 2019

Amount in ₹

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
Revenue from Operations	20	1,15,51,86,475	95,41,10,980
Other Income	21	4,87,00,882	2,06,88,864
<b>Total Revenue (I)</b>		<b>1,20,38,87,357</b>	<b>97,47,99,844</b>
<b>Expenses</b>			
Employee Benefits Expense	22	73,27,17,429	60,05,81,095
(Increase)/Decrease in Technical Deveopment WIP	23	2,73,96,387	72,07,889
Finance Costs	24	3,34,497	3,13,869
Depreciation and Amortization Expenses	10	3,06,93,114	2,43,09,748
Other Expenses	25	19,88,73,611	15,15,06,229
<b>Total Expenses (II)</b>		<b>99,00,15,039</b>	<b>78,39,18,830</b>
<b>Profit Before Tax (I - II)</b>		<b>21,38,72,319</b>	<b>19,08,81,014</b>
<b>Tax Expense</b>			
Current Tax		5,00,00,000	4,07,50,000
Deferred Tax		(35,08,042)	(58,96,144)
Tax in respect of Earlier Year		(10,613)	3,04,228
MAT Entitlement		(83,90,135)	(1,40,24,222)
Corporate Social Responsibility (CSR)		31,49,000	24,10,500
Activities (Refer Note 45)			
<b>Profit for the Year</b>		<b>17,26,32,108</b>	<b>16,73,36,652</b>
<b>Earning Per Equity Share</b>			
Equity Shares of par value ₹10/- each			
(1) Basic (₹)	34	7.19	7.13
(2) Diluted (₹)		7.19	7.13
Significant Accounting Policies	2		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

**For Prakash S. Jain & Co.**

Chartered Accountants  
FRN. 002423C

CA. Prakash S. Jain  
(Partner)  
M.No. 070763

Date : May 01, 2019  
Place : Indore

For and on behalf of Board of Directors of  
InfoBeans Technologies Limited  
(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi  
(Managing Director)  
(DIN : 01548305)

Surbhi Jain  
(Company Secretary)

Avinash Sethi  
(Director and Chief  
Financial Officer)  
(DIN : 01548292)



# Consolidated Cash Flow Statement

as at 31st March, 2019

Amount in ₹

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax		21,38,72,319	19,08,81,014
Adjustments to reconcile profit before tax to cash generated by operating activities :			
Depreciation and amortisation expenses		3,06,93,114	2,43,09,748
Interest expense		3,34,497	3,13,869
(Profit)/Loss on sale of fixed assets (net)		(9,11,203)	15,403
Foreign exchange (gain)/loss		(93,63,969)	(2,88,517)
Foreign Currency Translation Reserve		16,58,373	10,82,837
Dividend income		(11,03,620)	(9,43,731)
Corporate Social Responsibility (CSR) Activities		(31,49,000)	(24,10,500)
Profit on redemption of mutual funds		(1,62,25,646)	(28,91,353)
Interest on Bond		(25,03,832)	-
Interest on FDR		(1,65,24,302)	(1,53,17,774)
<b>Changes in assets and liabilities</b>			
Trade receivables		50,43,950	(7,84,03,094)
Loans and advances and other assets		1,65,97,047	(3,17,40,457)
Liabilities and provisions		1,54,85,580	2,96,94,881
		<b>23,39,03,307</b>	<b>11,43,02,324</b>
Income Tax Paid		(4,15,99,252)	(2,70,30,006)
<b>Net cash generated by operating activities</b>		<b>19,23,04,055</b>	<b>8,72,72,318</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of fixed assets		(4,41,00,566)	(4,45,74,090)
Proceeds on sale of fixed assets		46,34,446	11,700
Investment in subsidiary - Share Application Money Pending for Share Allotment			
Purchase of mutual fund units		(34,15,34,948)	(25,38,17,599)
Redemption of mutual fund units		22,25,87,338	-
Profit on redemption of mutual fund units		1,62,25,646	28,91,353
Dividends received		11,03,620	9,43,731
<b>Net cash used in investing activities</b>		<b>(14,10,84,463)</b>	<b>(29,45,44,905)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of equity shares		18,07,794	35,26,54,706
Proceeds from Borrowings		(6,56,801)	1,02,270
Repayment of Borrowings		-	(3,96,20,522)
Dividend paid, including dividend distribution tax		(1,44,76,450)	-
Interest paid		(3,34,497)	(3,13,869)
Interest on Bond		25,03,832	-
Interest on FDR		1,65,24,302	1,53,17,774
<b>Net cash used in financing activities</b>		<b>53,68,180</b>	<b>32,81,40,359</b>
<b>Net increase in Cash and Cash Equivalents</b>		<b>5,65,87,771</b>	<b>12,08,67,773</b>
Cash and Cash Equivalents at the beginning of the year		28,26,52,628	16,17,84,854
<b>Cash and Cash Equivalents at the end of the year</b>		<b>33,92,40,399</b>	<b>28,26,52,627</b>
Significant Accounting Policies	2		

***The accompanying notes form an integral part of the consolidated financial statements.***

***As per our report of even date attached***

***For Prakash S. Jain & Co.***

Chartered Accountants  
FRN. 002423C

CA. Prakash S. Jain  
(Partner)  
M.No. 070763

Date : May 01, 2019  
Place : Indore

For and on behalf of Board of Directors of  
InfoBeans Technologies Limited  
(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi  
(Managing Director)  
(DIN : 01548305)

Avinash Sethi  
(Director and Chief  
Financial Officer)  
(DIN : 01548292)

Surbhi Jain  
(Company Secretary)

# Notes to Financial Statements for the year ended March 31, 2019

(Amount in Lakhs, unless otherwise stated)

## 1. General Information

InfoBeans Technologies Ltd (the “company”), operating at CMMI level 3, is a public limited company domiciled in India and, and listed on the National Stock Exchange Limited. The Company is primarily engaged in software development services, specializing in business application development for web and mobile and operate at Capability Maturity Model Integration (CMMI) level 3. Our verticals can be broadly categorized as storage & Virtualization, Media & Publishing and e-commerce, while the Business Segments includes Product Engineering, Digital Transformation & Automation and DevOps.

The details of subsidiaries, considered in these consolidated financial statements are:

Name of Subsidiary	Incorporated Location	% of Holding as on 31st March 2019	% of Holding as on 31st March 2018
InfoBeans INC	USA	100%	100%
InfoBeans Technologies DMCC	UAE	100%	100%
InfoBeans Technologies Europe GmbH	Germany	100%	100%
InfoBeans IT City Private Limited	India	0%	100%

## 2. Significant Accounting Policies

### a. Basis of Preparation of Financial Statements

These consolidated financial statements are prepared in accordance with Indian Accounting Standards/Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2014 and the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts included in the consolidated financial statements are report in Lakhs of Indian rupees except share and per share data unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

### b. Basis of Consolidation

The consolidated financial statements include the financial statements of InfoBeans and all its subsidiaries, which are owned or controlled. Subsidiaries are consolidated from the date control commences until the date control ceases. The financial statements of Group companies are consolidated on a line by line basis and intra-group balances and transactions are eliminated. The financial statements are prepared by applying uniform accounting policies in use at the Group. Since all the subsidiaries, are owned and controlled 100% by InfoBeans as on the closing date, there is no minority interest and Goodwill/capital reserve.

### c. Use of Estimates

The preparation of the consolidated financial statements requires the management to make judgment, estimates and assumptions that affect the accounting policies, reported balances of assets and liabilities on the date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made if the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### d. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is primarily derived from software development and related services. Contracts with customers are arranged either on time and material basis or fixed price basis or fixed time-frame basis.

Revenue with respect to time and material contracts is recognized as related services are performed.

Since there is no ambiguity about measurement or collectability of consideration, Revenue from fixed price and fixed time frame contracts are recognized in accordance with the percentage completion method under which revenue is recognized when mutually agreed milestone is achieved i.e. when the invoice is generated. When there is ambiguity about measurement or collectability of consideration, recognition is deferred until such ambiguity is determined.

Revenue from annual technical service contracts/ fixed time-frame basis is recognized in proportion over the period in which such services are rendered.

Revenues are presented net of sales tax, value added tax, service tax and applicable discounts and allowances.

Accrued Revenue included in ‘Other current assets’, represents amounts in respect of services performed in accordance with contract

terms, not yet billed to the customers at the year end.

#### **e. Fixed Assets**

Tangible Assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost includes all identifiable expenditure incurred in their acquisition and construction/ installation and other related expenditure incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by the management.

Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. The Group identifies and determines separate useful lives for each major component of the fixed asset, if they have a useful life that is materially different from that of the asset as a whole.

When parts of an item of property, machinery and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of tangible assets is derecognized on disposal or when no future economic benefits are expected from its use. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment losses, if any.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

#### **f. Depreciation and Amortization**

Depreciation on fixed assets is provided at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 / Schedule II of Companies Act, 2013, wherever applicable on written down value method. Intangible assets are amortized on a straight line method over their estimated useful lives.

Effective April 01, 2014, the Company has with retrospective effect changed its method of providing depreciation on fixed assets related to Leasehold Improvements, Electrical Installation, Air conditioner from the 'WDV' method to the 'Straight Line' method over the lease period. Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

#### **g. Technical Work in Progress**

The group has been developing new capabilities for providing services, for which it has been incurring some expenses for the development. The group has policy to recognize such expenses as Technical WIP in the current assets head and the same will be charged to Profit and Loss @ 40% each year against the revenue of such services, after when such capabilities starts generating revenue.

#### **h. Investment**

Current investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are carried at the lower of cost and fair value

of each investment individually. All other Investments are long term investments, which are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

#### **i. Taxation**

Taxation includes Income Tax, Minimum Alternate Tax and Deferred Tax. Income taxes are accrued in the same period that the related revenue and expenses arise. Provision for current tax will be made on the taxable profits for the year at the rates in force in Income Tax Act. The provision for deferred tax will be made on timing difference between book profit and Income Tax profit that have been enacted or substantively enacted as on the balance sheet date.

Minimum Alternate Tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as assets if there is convincing evidence that the Group will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an assets in the balance sheet when it is probable that the future economic associated with it will flow to the Group and the asset can be measured reliably.

Deferred tax expense or benefit is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

#### **j. Foreign Currency Transaction**

Foreign transactions denominated in foreign currency are normally recorded at the exchange rate prevailing to at the time of transaction;

Monetary items denominated in foreign currency remaining unsold at the end of year are translated at the year-end rate. On-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Any Income or Expenditure on account of exchange rate difference either or unsold or on transaction is recognized in the Profit and Loss Account.

#### **k. Forward and Options Contract in Foreign Currency**

The group uses Foreign Exchange Forward and Options Contract to Hedge its exposure to movements in Foreign Exchange Rates. The Use of this Foreign Exchange Forward and Options Contracts reduce the risk or cost to the Group and the Group does not use those for Trading or Speculation Purposes. Forward and options contracts are fair valued at each reporting date. The resultant gain or loss from these transactions are recognized in the Statement of Profit and Loss. Forward and Option Contracts are fair valued at each reporting date

#### **l. Employee Benefits**

##### **i. Long-term Employee Benefits**

(a) Defined Contribution Plans (Provident Fund)

The Group has Defined Contribution Plans for post-employment benefits in the form of Provident Fund, employee's state insurance, which are administered through Government of India. Provident

Fund is classified as Defined Contribution Plans as the Group has no further obligation beyond making the contributions. The Company's contributions to Defined Contributions Plans are charged to the Profit and Loss Account as incurred.

**(b) Defined Benefit Plan (Gratuity)**

The Group has Defined Benefit Plan for post-employment benefits in the form of Gratuity for its employees in India. Liability for Defined Benefit Plan is provided on the basis of actuarial valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit method. The Company's gratuity fund is administered by a trust which has taken a Group policy with Life Insurance Corporation of India (LIC) to cover its liability towards employee gratuity. Actuarial gains and losses are recognized immediately in Profit and Loss account.

**(c) Other Long-term Employee Benefits (Leave Encashment)**

The employees of the Group are entitled to other long-term benefits in the form of Leave Encashment and Compensated Absences as per the policy of the company. The employees of the Group are entitled to compensated absences which are both accumulating and non-accumulating in nature. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

**ii. Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits includes compensated absences such as paid annual leave and performance incentives.

**iii. Termination benefits**

Termination benefits, in the nature of voluntary retirement benefits or those arising from restructuring are recognised as an expense as and when incurred.

**m. Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are calculated by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for bonus shares.

**n. Provision and Contingent Liabilities**

Provision is recognized when there exists a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to present value and are determined based on best estimates required to settle the

obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

**o. Accounting for Employee Stock Option**

Stock Options granted to employees of InfoBeans and its subsidiaries under the stock option scheme – InfoBeans Partnership Program are treated as per Guidance note on Employee Share based Payments issued by the Institute of Chartered Accountants of India as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The company measures compensation cost relating to employee stock options using the intrinsic value method. The intrinsic value of the option being excess of market value of underlying share immediately prior to date of grant over its exercise price is recognized as employee compensation proportionately with a credit stock option outstanding account. Employee Compensation Expense Account is charged to Statement of Profit & Loss. The option that lapse shall be reversed by adjusting the Employee Compensation Expense Account of the forthcoming years.

**p. Cash and Cash Equivalents**

Cash and Cash Equivalents includes cash in hand and at Bank and short term deposits with banks with an original maturity of twelve months or less.

**q. Cash Flow Statement**

Cash flows are prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows.

**Note '3'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>SHARE CAPITAL</b>		
- Authorized 25000000 Equity Shares of ₹10/- each [Previous Year : 25000000 Equity Shares of ₹10/- each]	25,00,00,000	25,00,00,000
- Issued and Subscribed and Paid-up 24015600 Equity Shares of ₹10/- each fully paid-up. [Previous Year : 24015600 Equity Shares of ₹10/- each fully paid-up]	24,01,56,000	24,01,56,000
<b>Total</b>	<b>24,01,56,000</b>	<b>24,01,56,000</b>

**Note - 3 (a) -**

The Company has only one class of Share referred to as Equity Share having a Par Value of ₹10/- per share. Each Shareholder of Equity share is entitled to one vote per Share.

In the event of liquidation of the Company, the shareholder of Equity Share will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholder, after distribution of all preferential amounts.

The Group declares and pays dividend in Indian Rupees (₹). The dividend proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting, except in case of Interim dividend. The distribution will be proportional to the number of Equity Shares held by the shareholders.

**Note - 3 (b) - Reconciliation of Shares:**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Equity Share Capital (Nos.)		
Add: Shares issued During the year (Nos.)	2,40,15,600	1,76,73,600
Add: Bonus Shares issued During the year (Nos.)	-	63,42,000
Closing Equity Share Capital (Nos.)	2,40,15,600	2,40,15,600
<b>- List of Share holders having 5% or more Shares (In Nos)</b>		
Name of Shareholders and Holding in nos.		
Mr. Avinash Sethi	58,90,150	58,90,150
Mr. Siddharth Sethi	58,91,200	58,91,200
Mr. Mitesh Bohra	50,15,850	50,15,850
Name of Shareholders and % Holding		
Mr. Avinash Sethi	24.53%	24.53%
Mr. Siddharth Sethi	24.53%	24.53%
Mr. Mitesh Bohra	20.89%	20.89%

**Note - 3 (c.) - In the period of five years immediately preceding 31st March, 2019 :**

(i) The Company allotted 22,86,480 equity shares as fully paid-up bonus shares by utilisation of Free Reserves on 15th March 2013 pursuant to shareholder's resolution passed in the EOGM held on 12th March, 2013.

(ii) The Company allotted 24,49,800 equity shares as fully paid-up bonus shares by utilisation of Free Reserves on 29th March 2014 pursuant to shareholder's resolution passed in the EOGM held on 28th March, 2014.

(iii) The Company allotted 1,26,24,000 equity shares as fully paid-up bonus shares by utilisation of Free Reserves on 02nd March 2017 pursuant to shareholder's resolution passed in the EGM held on 15th February, 2017.

(iv) The Company allotted 63,42,000 equity shares as fully paid-up shares by utilisation against the public issue Dtd 02nd May 2017 pursuant to shareholder's resolution passed in the EGM held on 15th February, 2017.

**Note - 3 (d.) - Shares reserved for issue under options including the terms and amount**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Number of shares to be issued under the employee stock option plans (Refer Note 40 for details of shares to issued under ESOP)	1,37,948	62,118

**Note '4'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>RESERVES AND SURPLUS</b>		
<b>Capital Reserve</b>		
Balance as at the beginning of the year	6,14,78,694	6,14,78,694
Add : Received during the year	-	-
Balance as at the end of the year	6,14,78,694	6,14,78,694
<b>Stock Options Outstanding Account</b>		
Balance as at the beginning of the year	4,99,419	-
Add : Compensation for option granted during the year	18,07,794	4,99,419
Balance as at the end of the year	23,07,213	4,99,419
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	28,87,35,287	-
Less : Amount Utilised for Issuance of Bonus Shares	-	-
Add : Received during the year	-	28,87,35,287
Balance as at the end of the year	28,87,35,287	28,87,35,287
<b>General Reserve</b>		
Balance as at the beginning of the year	2,55,18,007	2,55,18,007
Less : Amount Utilised for Issuance of Bonus Shares	-	-
Add : Transferred from Surplus	-	-
Balance as at the end of the year	2,55,18,007	2,55,18,007
<b>Foreign Currency Translation Reserve</b>		
Balance as at the beginning of the year	37,69,016	26,86,179
Add : Received during the year	16,58,373	10,82,837
Balance as at the end of the year	54,27,389	37,69,016
<b>Surplus as per Statement of Profit &amp; Loss Account</b>		
Balance as at the beginning of the year	44,39,71,322	27,66,34,670
Add: Net Profit for the Year	17,26,32,107	16,73,36,652
Profit available for appropriation	61,66,03,429	44,39,71,322
Less : Proposed Dividend *	-	-
Less : Dividend of Last Year	1,20,07,800	-
Less : Dividend Tax	24,68,650	-
Less : Amount Utilised for Issuance of Bonus Shares	-	-
Less : Tranferred to General Reserve	-	-
Less: Written off to Stike off of IT City	(20,058)	-
Balance as at the end of the year	60,21,47,035	44,39,71,322
<b>Total</b>	<b>98,56,13,624</b>	<b>82,39,71,745</b>



**NOTE '5'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>LONG-TERM BORROWINGS</b>		
Axis Car Loan (Secured loan) - 1 (Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from March-16 till February-21. Rate of interest : 9.65% )	1,85,155	3,70,825
Axis Car Loan (Secured loan) - 2 (Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from June-16 till May-21. Rate of interest : 10.02% )	2,34,906	4,16,323
Kotak Car Loan (Secured loan) - 1 (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from January -17 till January - 22. Rate of interest : 9.31% )	2,05,492	3,03,703
Kotak Car Loan (Secured loan) - 2 (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from October-17 till October-22. Rate of interest : 8.56% )	5,77,501	7,69,004
<b>Total</b>	<b>12,03,054</b>	<b>18,59,855</b>

**NOTE '6'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>LONG-TERM PROVISIONS</b>		
Provision for Employee Benefits	3,01,54,723	1,84,90,525
Gratuity (Refer Note 39(B))	69,03,030	55,02,759
Leave Encashment (Refer Note 39(C))		
<b>Total</b>	<b>3,70,57,753</b>	<b>2,39,93,284</b>

**NOTE '7'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>TRADE PAYABLES</b>	-	-
Total outstanding dues of micro and small enterprises (Refer Note 43)	21,93,969	61,63,272
Total outstanding dues of creditors other than micro and small enterprises		
<b>Total</b>	<b>21,93,969</b>	<b>61,63,272</b>

**NOTE '8'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER CURRENT LIABILITIES</b>		
Axis Car Loan - 1 (Current Maturity of Long-term Debts)(Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from March-16 till February-21. Rate of interest : 9.65% )	1,85,670	1,68,657
Axis Car Loan - 2 (Current Maturity of Long-term Debts)(Loan taken from Axis Bank Limited secured against hypothecation of Car. Repayable in 60 installments starting from June-16 till May-21. Rate of interest : 10.02% )	1,81,417	1,64,269
Kotak Car Loan - 1 (Secured Loan) (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from January -17 till January - 22. Rate of interest : 9.31% )	98,211	89,515
Kotak Car Loan - 2 (Secured Loan) (Loan taken from Kotak Mahindra Prime Limited secured against hypothecation of Car. Repayable in 60 installments starting from October-17 till October-22. Rate of interest : 8.56% )	1,91,503	1,75,867
Statutory Dues (Refer Note 26)	65,17,307	1,00,19,852
Other Payables (Refer Note 27)	53,65,403	47,80,936
<b>Total</b>	<b>1,25,39,511</b>	<b>1,53,99,096</b>

**NOTE '9'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation	5,00,00,000	4,07,50,000
<b>Total</b>	<b>5,00,00,000</b>	<b>4,07,50,000</b>

NOTE '10'

Amount in ₹

Sr. No.	Particulars	Op.Bal. as on 01.04.2018	Addition during the year	Sales / Adjustment	Gross Block as on 31.03.2019	Op.Bal. as on 01.04.2018	Provided During the Year	Written Back/ Adjustment	Gross Block as on 31.03.2019	As on 31.03.2019	Net Block As on 31.03.2018
<b>(A) Tangible Assets</b>											
1	Leasehold Improvement	2,56,50,847	2,35,73,507	-	4,92,24,354	2,00,64,505	68,84,085	-	2,69,48,590	2,22,75,764	55,86,342
2	Computers	5,52,27,743	1,04,15,116	1,32,78,087	5,23,64,772	4,68,00,456	76,37,899	1,22,54,748	4,21,83,607	1,01,81,165	84,27,287
3	Electrical Installation	2,46,72,130	1,32,19,507	41,01,959	3,37,89,678	1,94,02,499	43,21,587	35,98,959	2,01,25,127	1,36,64,551	52,69,631
4	Furniture and Fixtures	3,10,96,391	2,55,94,790	58,14,359	5,08,76,822	2,13,13,542	76,33,927	49,32,710	2,40,14,759	2,68,62,063	97,82,849
5	Vehicles	1,02,68,643	11,62,172	40,26,236	74,04,579	58,59,577	13,99,105	33,29,898	39,28,784	34,75,795	44,09,066
6	Office Equipments	74,92,305	12,42,241	30,09,292	57,25,254	61,79,357	9,16,865	26,52,369	44,43,853	12,81,401	13,23,381
	<b>Total (a)</b>	<b>15,44,08,059</b>	<b>7,52,07,333</b>	<b>3,02,29,933</b>	<b>19,93,85,459</b>	<b>11,96,19,936</b>	<b>2,87,93,468</b>	<b>2,67,68,684</b>	<b>12,16,44,720</b>	<b>7,77,40,739</b>	<b>3,47,98,556</b>
<b>(B) Intangible Assets</b>											
1	Software	1,53,04,016	21,83,766	36,53,587	1,38,34,195	1,19,30,229	18,71,650	36,53,588	1,01,48,291	36,85,905	33,73,788
2	Trademark	1,50,000	3,81,164	2,79,600	2,51,564	41	27,996	28,037	-	2,51,564	1,49,959
	<b>Total (b)</b>	<b>1,54,54,016</b>	<b>25,64,930</b>	<b>39,33,187</b>	<b>1,40,85,759</b>	<b>1,19,30,270</b>	<b>18,99,646</b>	<b>36,81,625</b>	<b>1,01,48,291</b>	<b>39,37,469</b>	<b>35,23,747</b>
<b>(C) Capital Work In Progress</b>											
1	Air Conditioner	34,03,160	23,93,967	57,97,127	-	-	-	-	-	-	-
2	Furniture and Fixture	17,82,434	84,09,593	1,01,92,027	-	-	-	-	-	-	34,03,160
3	Electric Installation	30,12,546	33,87,609	64,00,155	-	-	-	-	-	-	17,82,434
4	Construction WIP	98,92,290	92,92,523	1,91,84,813	-	-	-	-	-	-	30,12,546
5	Computer WIP	1,46,000	-	1,46,000	-	-	-	-	-	-	98,92,290
6	Leasehold Improvement WIP	1,38,55,355	-	1,38,55,355	-	-	-	-	-	-	1,46,000
7	Other WIP	15,79,912	-	15,79,912	-	-	-	-	-	-	1,38,55,355
	<b>Total (c)</b>	<b>3,36,71,698</b>	<b>2,34,83,692</b>	<b>5,71,55,389</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,79,912</b>
	<b>Grand Total (a+b+c)</b>	<b>20,35,33,773</b>	<b>10,12,55,955</b>	<b>9,13,18,509</b>	<b>21,34,71,218</b>	<b>13,15,50,206</b>	<b>3,06,93,114</b>	<b>3,04,50,309</b>	<b>13,17,93,011</b>	<b>8,16,78,208</b>	<b>3,36,71,697</b>
	<b>Previous Year</b>	<b>15,90,22,580</b>	<b>4,69,23,332</b>	<b>24,12,140</b>	<b>20,35,33,772</b>	<b>10,72,65,818</b>	<b>2,43,09,748</b>	<b>35,794</b>	<b>13,15,39,772</b>	<b>7,19,94,000</b>	<b>7,19,94,000</b>

## NOTE '11'

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>NON CURRENT INVESTMENTS - At Cost</b>		
Investment in Mutual Fund (Quoted)		
- Reliance Regular Saving Fund (NIL units (2570980.49 units) NAV as on 31.03.18: ₹12.3903)	-	3,00,00,000
- Axis Banking & PSU Debt Fund (32208.887 units (Previous Year NIL units) NAV as on 31.03.19: ₹1769.5911)	5,59,58,145	-
- Axis Equity Saver Fund (2669773.186 units (Previous Year NIL units) NAV as on 31.03.19: ₹12.780)	3,26,53,236	-
- Axis Fixed Income Opportunities Fund (NIL units (Previous Year 1559879.889 units) NAV as on 31.03.18: ₹13.6466)	-	2,00,00,000
- Birla Sun Life Small and Midcap Fund (206275.506 units (Previous Year 80375.683 units) NAV as on 31.03.19: ₹35.7601)	78,84,968	1,10,00,000
- DSP BlackRock Small Cap Fund (NIL units (Previous Year 109919.318 units) NAV as on 31.03.18: ₹62.613)	-	63,00,000
- Franklin India Smaller Companies Fund (127383.389 units (Previous Year 169075.463 units) NAV as on 31.03.19: ₹55.0360)	69,47,751	1,01,00,000
- Kotak Income Opportunities Fund (NIL units (Previous Year 1671858.717 units) NAV as on 31.03.18: ₹19.1253)	-	3,00,00,000
- Kotak Medium Term Fund (5140528.432 units (Previous Year 5140528.432 units) NAV as on 31.03.19: ₹15.2838)	7,00,00,000	7,00,00,000
- DSP Black Rock Income Opportunity Fund (NIL units (Previous Year 1474398.912 units) NAV as on 31.03.18: ₹28.6112)	-	4,00,00,000
- ICICI Prudential Regular Savings Fund (NIL units (Previous Year 2282805.342 units) NAV as on 31.03.18: ₹18.5751)	-	4,00,00,000
- HDFC Balanced Fund (NIL units (Previous Year 141966.814 units) NAV as on 31.03.18: ₹145.8040)	-	2,00,00,000
- Invesco India Dynamic Equity-G (NIL units (Previous Year 1050788.091 units) NAV as on 31.03.18: ₹27.87)	-	3,00,00,000
- Reliance Small Cap Fund (169776.76 units (Previous Year 59045.318 units) NAV as on 31.03.19: ₹40.3048)	72,04,465	27,00,000
Investment in Equity Instruments (Unquoted)		
- InfoBeans INC (100% Subsidiary) (1800 Equity shares (Previous Year 1800 Equity Shares))	-	-
- InfoBeans Technologies DMCC (100% Subsidiary) (50 Equity shares (Previous Year 50 Equity Shares))	-	-
- InfoBeans Technologies Europe GmbH (100% Subsidiary) (50 Equity shares (Previous Year Nil Equity Shares))	-	-
- InfoBeans Technologies Europe GmbH (Share Application Money pending for Share Allotment)	-	-
- InfoBeans IT City Private Limited (100% Subsidiary) (Nil Shares (Previous Year Nil))	-	-
- Reliance Pharma Fund (18495.407 units (Previous Year NIL units) NAV as on 31.03.19: ₹151.7392)	30,00,000	-
- HDFC FMP Fund (2000000 units (Previous Year NIL units) NAV as on 31.03.19: ₹10.2723)	2,00,00,000	-

- ICICI Prudential Fixed Maturity Plan (2000000 units (Previous Year NIL units) NAV as on 31.03.19: ₹10.5175)	2,00,00,000	-
-HDB FS Ltd. Bond - (7.76% Coupon Rate)	5,25,93,960	-
-HDFC LTD Bond SR-Q-009 (7.48% Coupon Rate)	5,00,97,441	-
-KMIL/2016-17/030-NCD 05AG2020 - Zero Coupon	4,39,38,950	-
<b>Total</b>	<b>37,02,78,916</b>	<b>31,01,00,000</b>

The total market value of Mutual funds/Bonds held under non current investments as on 31st March, 2019 is Rs. 384433254.

**NOTE '12'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>DEFERRED TAX ASSETS (Net)</b>		
Deferred Tax Assets		
Fixed Assets	1,07,79,393	1,06,48,643
Gratuity	87,81,055	57,13,572
Leave Encashment	20,10,162	17,00,353
Deferred Tax Liabilities	-	-
<b>Total</b>	<b>2,15,70,610</b>	<b>1,80,62,568</b>

**NOTE '13'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>LONG TERM LOANS AND ADVANCES</b>		
- Unsecured, Considered Good	1,87,46,201	1,80,28,449
Security Deposits (Refer Note 28)	9,36,11,843	8,52,21,708
MAT Credit Entitlement	5,00,000	1,35,95,618
Capital Advances		
<b>Total</b>	<b>11,28,58,044</b>	<b>11,68,45,775</b>

**NOTE '14'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>CURRENT INVESTMENTS</b>		
- Birla Sunlife Enhanced Arbitrage Fund (Growth) (NIL units (Previous Year 52120.735 units) NAV as on 31.03.18: Rs. 18.3710)	-	9,00,000
Investment in Mutual Funds (Quoted)		
- Aditya Birla Sun Life Enhanced Arbitrage Fund (NIL units (Previous Year 3734494.121 units) NAV as on 31.03.18: ₹10.7960)	-	4,03,17,599
- ICICI Prudential Corporate Bond Fund (2646247.361 units (Previous Year NIL units) NAV as on 31.03.19: ₹19.6667)	5,00,06,350	-
- IDFC Corporate Bond Fund - Direct Plan (3985506.0850 units (Previous Year NIL units) NAV as on 31.03.19: ₹12.8604)	5,00,00,000	-
<b>Total</b>	<b>10,00,06,350</b>	<b>4,03,17,599</b>

**NOTE '15'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>INVENTORIES</b>		
Technical Development WIP :		
Balance at the beginning of the year	3,37,28,033	4,09,35,922
Add: Created during the year	-	55,26,395
Less: Utilised/Written off during the year	2,73,96,387	1,27,34,284
<b>Total</b>	<b>63,31,646</b>	<b>3,37,28,033</b>

**NOTE '16'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>TRADE RECEIVABLES</b>		
(Unsecured, Consider Good)		
Outstanding for a period less than six months from the date they are due	21,34,22,352	20,90,74,079
Outstanding for a period exceeding than six months from the date they are due	21,54,454	21,82,709
<b>Total</b>	<b>21,55,76,806</b>	<b>21,12,56,788</b>

**NOTE '17'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>CASH AND CASH EQUIVALENTS</b>		
Balance with Banks		
- In Current Accounts	9,67,54,129	3,69,38,032
- In Fixed Deposit (with maturity more than 3 months but less than 12 months)	24,23,65,000	24,56,30,000
Cash on Hand	1,21,270	84,596
<b>Total</b>	<b>33,92,40,399</b>	<b>28,26,52,628</b>

**NOTE '18'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>SHORT TERM LOANS AND ADVANCES</b>		
- Unsecured, Considered Good		
Loans and Advances to Employees (Refer Note 29)	19,64,422	19,32,889
Balances with Government Department (Refer Note 30)	5,67,15,665	4,39,93,646
Advance to Others (Refer Note 31)	17,96,465	17,06,905
NSE Security Deposit	-	36,78,361
<b>Total</b>	<b>6,04,76,552</b>	<b>5,13,11,801</b>

**NOTE '19'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER CURRENT ASSETS</b>		
Prepaid Expenses (Refer Note 32)	1,00,07,338	56,15,763
Accrued Revenue	1,07,39,044	95,08,297
<b>Total</b>	<b>2,07,46,382</b>	<b>1,51,24,060</b>

**NOTE '20'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Revenue from Operations</b>		
Income from Software Services		
Export	95,69,22,370	78,01,93,250
Domestic	19,82,64,105	17,39,17,731
<b>Total</b>	<b>1,15,51,86,475</b>	<b>95,41,10,981</b>

**NOTE '21'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Other Income</b>		
Gain on Redemption of Investments (Mutual Fund)	1,59,15,807	32,01,192
Dividend Received	11,03,620	9,43,731
Foreign Exchange Gain/(Loss)	93,63,969	2,88,517
Miscellaneous Income	20,68,310	12,47,489
Interest on FDR	1,65,24,302	1,53,17,774
Interest on Bond	25,03,832	-
Profit / (Loss) on Sale of Fixed Assets	9,11,203	-
Unrealised Gain/(Loss) on Short Term MF	3,09,839	(3,09,839)
<b>Total</b>	<b>4,87,00,882</b>	<b>2,06,88,864</b>



**NOTE '22'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Employee Benefits Expense</b>		
Salaries, Wages and Allowances	65,07,37,957	53,11,37,029
Director Remuneration	2,77,79,726	2,42,35,584
Employee Compensation Expenses	18,07,794	4,99,419
Contribution to P.F, E.S.I and Other Statutory Funds	2,20,76,826	1,87,49,880
Gratuity	1,35,81,273	96,31,045
Leave Encashment	39,31,115	33,33,512
Staff Welfare Expenses	1,28,02,738	1,29,94,626
<b>Total</b>	<b>73,27,17,429</b>	<b>60,05,81,095</b>

**NOTE '23'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>(Increase)/Decrease in Technical Deveopment WIP</b>		
Technical Deveopment WIP at beginning of the Year	3,37,28,033	4,09,35,922
Technical Deveopment WIP at end of the Year	63,31,646	3,37,28,033
<b>Total</b>	<b>2,73,96,387</b>	<b>72,07,889</b>

**NOTE '24'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Finance Costs</b>		
Interest Expense		
Interest on Car Loan	2,02,428	3,13,869
Interest on Others	1,32,069	-
<b>Total</b>	<b>3,34,497</b>	<b>3,13,869</b>

**NOTE '25'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>OTHER EXPENSES</b>		
Power and Fuels	63,64,904	53,59,005
Repairs and Maintenance		
Buildings	93,93,855	77,37,772
Computers	14,37,289	12,78,547
Rent	3,61,07,530	3,46,18,675
Insurance	46,54,291	39,52,179
Travelling Expenses	4,28,88,911	2,73,68,311
Internet Charges	38,53,131	38,25,292
Legal and Consultancy	64,04,487	54,96,713
Lease Rent on Networking Equipments	23,04,120	-
Tea and Food Expenses	38,72,605	31,73,050
Telephone Expenses	18,53,716	23,91,335
Software License and Subscription Fees	68,25,453	65,71,212
Professional Fees	2,87,87,379	1,94,82,344
Auditors Remunerations (Refer Note 35)	2,00,000	1,60,000
Sales and Business Promotion	1,72,83,442	1,29,08,727
Internal Auditor Fees	6,00,000	3,36,000
Miscellaneous Expenses (Refer Note 33)	2,60,42,498	1,68,47,067
<b>Total</b>	<b>19,88,73,611</b>	<b>15,15,06,229</b>

**NOTE '26'***Amount in ₹*

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory Dues		
T.D.S Payable on Salary	10,16,050	31,68,300
T.D.S Payable on Contract	26,301	59,228
T.D.S Payable on Professional Fees	2,94,562	4,51,654
T.D.S Payable on Rent	3,93,917	2,98,383
T.D.S Payable on Foreign Payments	752	-
Provident Fund Payable	35,52,976	31,53,504
ESIC Payable	42,453	50,119
Professional Tax Payable	1,50,966	1,43,925
VAT Payable	7,93,856	24,87,944
Others	2,45,474	2,06,797
<b>Total</b>	<b>65,17,307</b>	<b>1,00,19,853</b>

**NOTE '27'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Other Payables</b>		
Payable Telephone Charges	5,08,642	19,654
Payable Salary and Bonus	37,11,520	43,06,282
Audit Fee Payable	1,80,000	1,45,000
Others Payable	9,65,241	10,000
<b>Total</b>	<b>53,65,403</b>	<b>47,80,936</b>

**NOTE '28'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Security Deposits-Unsecured, Considered Good</b>		
Government Deposits	10,33,573	4,08,882
Rent Deposits	1,75,31,493	1,73,23,350
Other Deposits	1,81,135	2,96,217
<b>Total</b>	<b>1,87,46,201</b>	<b>1,80,28,449</b>

**NOTE '29'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Loans and Advances to Employees-Unsecured, Considered Good</b>		
Employee Loan	5,63,168	9,43,938
Travelling Advance	14,01,254	9,88,958
<b>Total</b>	<b>19,64,422</b>	<b>19,32,896</b>

**NOTE '30'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Balances with Government Department-Unsecured, Considered Good</b>		
Advance Income Tax	4,68,00,000	3,48,00,000
TDS Receivable	51,26,845	36,03,491
CST Receivable	-	98,643
Service Tax (Cenvat Credit)	6,27,985	6,27,985
GST Credit	33,85,345	40,88,037
Income Tax Refund	7,75,490	7,75,490
<b>Total</b>	<b>5,67,15,665</b>	<b>4,39,93,646</b>

**NOTE '31'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Advance to Others</b>		
Other Advances	17,87,349	9,86,126
Advance to Supplier	9,116	7,20,779
<b>Total</b>	<b>17,96,465</b>	<b>17,06,905</b>

**NOTE '32'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Prepaid Expenses :</b>		
Insurance	38,79,155	23,77,941
Prepaid Taxes	1,26,238	-
Others	60,01,945	28,67,138
Recruitment Charges	-	3,70,684
<b>Total</b>	<b>1,00,07,338</b>	<b>56,15,763</b>

**NOTE '33'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>MISCELLANEOUS EXPENSES</b>		
Accommodation Expenses	43,86,530	43,07,431
Advertisement Expenses	4,38,461	24,710
Bad Debts Written Off	9,42,894	18,83,371
Bank Charges	6,77,135	6,35,349
Books and Periodicals	56,773	52,550
Consumables	9,41,289	8,19,127
Conveyance Expenses	5,82,598	3,54,644
Credit Card Annual Fees	5,000	7,400
Donation	52,522	38,668
Misc. Balance W/off	58,70,759	-
Office Expenses	31,88,056	22,33,862
Loss on disposal of asset	-	15,403
Others	1,40,012	1,52,568
Stamp Duty Expenses	-	51,992
Penalty on Statutory Dues	40,409	900
Postage Expenses	1,55,107	1,71,265
Printing and Stationary	7,60,596	5,32,570
Professional Membership and Seminar Participation Fees	12,98,236	9,75,659
Recruitment Charges	29,84,019	16,81,254
Security Charges	20,22,826	17,07,066
Service Tax on Director Sitting Fees	-	11,250
Gratuity Fund Mgt. Charges	82,925	71,622

STPI Annual Fees	3,70,400	6,49,750
Vehicle Running and Maintenance	1,20,557	1,66,459
Director Sitting Fees	3,00,000	3,00,000
Interest on TDS	20,076	2,197
Interest on Income Tax	3,25,229	-
TDS on Foreign Payments	2,80,089	-
<b>Total</b>	<b>2,60,42,498</b>	<b>1,68,47,067</b>

**NOTE '34'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>EARNINGS PER SHARE (EPS)</b>		
(a) Net Profit after tax as per Statement of Profit and Loss Account attributable to Equity Shareholders (₹)	17,26,32,108	16,73,36,652
(b) Weighted Average number of equity share used as denominator for calculating EPS (Nos.)	2,40,15,600	2,34,76,964
(c) Basic and Diluted Earning per share (₹)	7.19	7.13
(d) Face Value per equity shares (₹)	10.00	10.00

**NOTE '35'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>PAYMENT TO AUDITORS AS:</b>		
(a) Statutory Audit Fees	2,00,000	1,50,000
(b) Tax Audit Fees	50,000	50,000
(c) GST/Service Tax	45,000	27,000
<b>Total</b>	<b>2,95,000</b>	<b>2,27,000</b>

**NOTE '36'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>EARNINGS IN FOREIGN EXCHANGE</b>		
(a) Export of goods / Services calculated on F.O.B basis	95,69,22,370	78,01,93,249
<b>Total</b>	<b>95,69,22,370</b>	<b>78,01,93,249</b>

**NOTE '37'**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>EXPENDITURE IN FOREIGN EXCHANGE</b>		
(a) Expenditure in foreign currency	1,09,72,033	1,00,30,158
<b>Total</b>	<b>1,09,72,033</b>	<b>1,00,30,158</b>

**38. SERVICES RENDERED:**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Exports	96,31,63,949	78,01,93,249
Domestic*	20,27,61,570	17,39,17,731
<b>Total</b>	<b>1,16,59,25,519</b>	<b>95,41,10,980</b>

\* Out of the above Domestic Services of the current year Rs. 198,264,235/- is in Foreign Currency, which is generated in our overseas subsidiaries as domestic revenue of subsidiaries and remaining of Rs. 160,800,958/- is in Indian Currency, which is generated in holding co. in India.

**39. EMPLOYEE BENEFITS:**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
The Group has classified various employee benefits as under:		
<b>(A) Defined Contribution Plans</b>		
The Group has recognised the following amounts in the Profit and Loss Account for the year:		
(i) Contribution to Provident Fund	2,02,39,394	1,70,64,355
(ii) Contribution to Employees' State Insurance Scheme	2,92,125	3,67,987
<b>(B) Defined Benefit Plan</b>		
Valuation in respect of Gratuity has been carried out by LIC, as at the Balance Sheet date, based on the following assumptions:		
(a) Discount Rate (per annum)	7.50%	8.00%
(b) Rate of increase in Compensation Levels	7.00%	7.00%

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>I Obligation at the year beginning</b>	<b>2,96,00,980</b>	<b>2,01,67,549</b>
Service Cost	85,77,116	62,51,994
Interest Cost	23,68,078	16,13,404
Actuarial (gain)/loss	34,54,502	25,50,764
Benefits paid	(16,47,518)	(9,82,731)
<b>Obligation at the year end</b>	<b>4,23,53,158</b>	<b>2,96,00,980</b>
<b>II Plan assets at year beginning, at fair value</b>	<b>1,11,10,455</b>	<b>94,37,541</b>
Expected return on plan assets	8,18,422	7,27,468
Actuarial gain/(loss)	-	-
Contributions	19,17,076	19,28,176
Benefits paid	(16,47,518)	(9,82,731)
<b>Plan assets at year end, at fair value</b>	<b>1,21,98,435</b>	<b>1,11,10,455</b>
<b>III Present value of obligations as at the end of year</b>	<b>4,23,53,158</b>	<b>2,96,00,980</b>
Fair value of plan assets as at the end of the year	1,21,98,435	1,11,10,455
Funded status	(3,01,54,723)	(1,84,90,525)
<b>Net asset/(liability) recognized in balance sheet</b>	<b>(3,01,54,723)</b>	<b>(1,84,90,525)</b>
<b>IV Current Service cost</b>	<b>85,77,116</b>	<b>62,51,994</b>
Interest Cost	23,68,078	16,13,404
Expected return on plan assets	(8,18,422)	(7,27,468)

Net Actuarial (gain)/ loss recognized in the year	34,54,502	25,50,764
Expenses already recognized	-	-
<b>GST Refund</b>	<b>1,35,81,274</b>	<b>96,88,694</b>

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>(C) Other Long-term Employee Benefits</b>		
The liabilities for Leave Encashment as at the Balance Sheet date	69,03,030	55,02,759

#### 40. EMPLOYEE STOCK OPTIONS SCHEME - InfoBeans PARTNERSHIP PROGRAM

The Shareholders of the company through Postal Ballot on 22nd July, 2016 approved the allocation of 100000 stock options (Post Bonus 350000) to the eligible employees of the company and its subsidiaries. The company established a scheme - InfoBeans Partnership Program in 2016 for granting stock options to the eligible employees, each option representing one equity share of the company. The scheme is governed by Employee Stock Option Scheme and Employee Stock Purchase Guidelines issued in 1999 by SEBI and as amended from time to time. The vesting period of stock options, granted during the year shall be Five years. The stock options shall be exercisable within six months from the date of vesting. As per the guidelines issued by the SEBI, the excess of the market price of the underlying equity shares as on the date of grant of option over the exercise price of the option is to be recognised and amortised on a straight line basis over the vesting period.

##### (A) The Options granted with the vesting period upto 01st April 2021 are as follows:-

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	56,727	30,338
Add: Granted during the year	47,970	29,616
Less: Exercised during the year	-	-
Less: Lapsed/Cancelled during the year	2,100	3,227
Add: Additional Options due to Bonus	-	-
Balance Unexercised Options	1,02,597	56,727

For the purpose of valuation of the options granted during the year ended 31st March, 2017 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 32.96 per option.

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2021) during the year ended 31st March, 2018 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 54.20 per option.

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2021) during the year ended 31st March, 2019 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 68.95 per option.

The Assumptions used by the valuer for the purpose of determination of fair value are stated below -

Amount in ₹

Assumptions	Year Ended March 31, 2019	Year Ended March 31, 2018	Year Ended March 31, 2017
Market Price (Rs.)	72.00	62.00	40.24
Expected Life (In Years)	2.28	3.86	4.91
Volatility (%)	224.44%	64.98%	0
Riskfree Rate (%)	7.43	6.60	7.05



Exercise Price (Rs.)	10	10	10
Dividend yield (%)	0.69%	0.24	0.37
Fair Value per vest (Rs.)	68.95	54.20	32.96

**(B) The Options granted with the vesting period upto 01st April 2022 are as follows:-**

Amount in ₹

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	5,391	-
Add: Granted during the year	5,310	6,441
Less: Exercised during the year	-	-
Less: Lapsed/Cancelled during the year	700	1,050
Add: Additional Options due to Bonus	-	-
Balance Unexercised Options	10,001	5,391

The Assumptions used by the valuer for the purpose of determination of fair value are stated below -

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2022) during the year ended 31st March, 2018 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 54.66 per option.

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2022) during the year ended 31st March, 2019 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 69.93 per option.

Amount in ₹

Assumptions	Year Ended March 31, 2019	Year Ended March 31, 2018
Market Price (Rs.)	72.00	62.00
Expected Life (In Years)	3.28	4.86
Volatility (%)	255.03%	64.82%
Riskfree Rate (%)	7.43	6.60
Exercise Price (Rs.)	10	10
Dividend yield (%)	0.69	0.24
Fair Value per vest (Rs.)	69.93	54.77

**(C) The Options granted with the vesting period upto 01st April 2023 are as follows:-**

Amount in ₹

Particulars	As at 31st March, 2019
Opening Balance	-
Add: Granted during the year	25,350
Less: Exercised during the year	-
Less: Lapsed/Cancelled during the year	-
Add: Additional Options due to Bonus	-
Balance Unexercised Options	25,350

The Assumptions used by the valuer for the purpose of determination of fair value are stated below -

For the purpose of valuation of the options granted (with the vesting period up to 01st April 2022) during the year ended 31st March, 2017 under ESOP Scheme - InfoBeans Partnership Program, the management obtained fair value of the options at the date of the grant from ESOP professionals/ practitioners. In the considered option of the valuer the fair value of this options determined using Black Scholes Valuation Model is Rs. 69.84 per option.

Assumptions	Year Ended March 31, 2019
Market Price (Rs.)	72.00
Expected Life (In Years)	4.28
Volatility (%)	294.89%
Riskfree Rate (%)	7.43
Exercise Price (Rs.)	10
Dividend yield (%)	0.69
<b>Fair Value per vest (Rs.)</b>	<b>69.84</b>

The company has adopted the intrinsic value method as permitted by the SEBI as per the Guidance Note on Accounting for Share Based Payment issued by the ICAI for measuring the cost of stock options granted.

The company's net profit and EPS would have been as under, had the compensation cost for employee stock options been recognised based on the fair value at the date of grant in accordance with Black Scholes Model;

Particulars	Year Ended March 31, 2019
Profit after Taxation	17,26,32,108
Less: Employee Stock Compensation - Fair Value Based	16,66,601
Add: Employee Stock Compensation - Intrinsic Value Based	18,07,794
<b>Profit after Taxation as per Fair Value Method</b>	<b>17,27,73,301</b>
No of Shares	2,40,15,600
Basic EPS as reported	7.19
Proforma Basic EPS	7.19
No of Shares	2,40,15,600
Diluted EPS as reported	7.19
Proforma Diluted EPS	7.19

#### 41 RELATED PARTIES DISCLOSURE:

##### **Related Parties and their relationship**

##### **a) Key Managerial Personal**

- Mr. Mitesh Bohra
- Mr. Avinash Sethi
- Mr. Siddharth Sethi

##### **b) Associates**

- InfoSignz Technologies Private Limited
- Seed Enterprises LLP
- InfoBeans Social and Educational Welfare Society

**c) Subsidiary Company**

- InfoBeans INC”
- InfoBeans Technologies DMCC
- InfoBeans IT City Private Limited
- InfoBeans Technologies Europe GmbH

**d) Other Related Parties**

- Mrs. Vibha Jain
- Mrs. Meghna Sethi
- Mrs. Shashikala Bohra

**II. Transaction with Related Parties as year ended on 31st March, 2019***Amount in ₹*

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>Investment in Subsidiary Company</b>		
- InfoBeans Technologies Europe GmbH	-	18,01,970
<b>Transactions with Subsidiary Company</b>		
- InfoBeans INC (Sales)	11,64,57,205	10,25,70,878
- InfoBeans Technologies Europe GmbH (Sales)	3,77,72,500	-
- InfoBeans Technologies DMCC (Sales)	2,70,67,748	-
- InfoBeans Technologies DMCC (Short Term Loans and Advances)	18,56,287	2,50,387
<b>Transactions with Associate Company</b>		
- InfoBeans Social and Educational Welfare Society (CSR Donation)	31,00,000	20,57,000
<b>Directors' Remuneration</b>		
- Mr. Mitesh Bohra	1,47,59,726	1,12,15,584
- Mr. Avinash Sethi	60,00,000	60,00,000
- Mr. Siddharth Sethi	70,20,000	70,20,000
<b>Dividend Paid</b>		
- Mr. Mitesh Bohra	25,07,925	-
- Mr. Avinash Sethi	29,45,075	-
- Mr. Siddharth Sethi	29,45,600	-
- Mrs. Shashikala Bohra”	4,37,675	-
- Mr. Rajendra Sethi	175	-
- Mrs. Vibha Jain	175	-
- Mrs. Sheela Sethi	175	-
<b>Other Related Parties</b>		
- Remuneration to Other Related Parties		
Mrs. Vibha Jain	14,73,600	10,80,000
Mrs. Meghna Sethi	12,20,660	10,80,000

**III. Closing Balances with Related Parties as year ended on 31st March, 2019**

Amount in ₹

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>Investment in Subsidiary Company</b>		
- InfoBeans INC	1,57,73,500	1,57,73,500
- InfoBeans Technologies DMCC	37,61,000	37,61,000
- InfoBeans Technologies Europe GmbH	2,08,49,993	2,08,49,993
- InfoBeans IT City Private Limited	-	10,00,000
<b>Receivables from Subsidiary Company</b>		
- InfoBeans INC	2,94,13,265	3,17,24,326
- InfoBeans Technologies Europe GmbH	2,40,06,104	-
- InfoBeans Technologies DMCC	67,20,274	-
<b>Loans and Advances</b>		
- InfoBeans Technologies DMCC	-	14,41,997

**42 Unhedged Foreign currency exposure:-**

Amount in USD

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Total Trade Receivables	31,16,564	33,94,083
Hedged Trade Receivables	2,00,000	10,00,000
Unhedged Trade Receivables	29,71,016	23,94,083

**43 Leases:**

The Company has significant operating lease for premises, This lease arrangements range for a period between 11 months and 5 years, which include both cancellable lease, most of the leases are renewable for further period on mutually agreeable term and also include escalation clauses.

The lease rentals charged during the year and the future minimum rental payments in respect of non-cancellable operating leases are set out as under :

Amount in ₹

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Lease Rentals recognised during the year	3,61,07,530	3,46,18,675
<b>Lease Obligations payable</b>		
Within one year	3,31,37,118	3,94,61,546
Due in period between one year and five years	19,22,58,669	22,62,16,753
Due after five years	-	-

**44. Dues to Micro, Small and Medium Enterprises:**

As per "The Micro, Small and Medium Enterprises Development Act, 2006 which comes into force from October 2, 2006, the company is required to identify the Micro, Small and Medium suppliers and pay interest to micro and small enterprises on overdue beyond the specified period irrespective of the terms agreed with the suppliers. Based upon the confirmations received from the vendors on requests made the company the management believes that there are no overdue principal amount/interest payable amount for delayed payments to such vendors at the Balance sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during this year or on balance brought forward from previous year.

**45. Corporate Social Responsibility:**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds are utilized on those activities which are specified in Schedule VII of the Companies Act, 2013.

"Gross amount required to be spent by the Company during the year is ₹ 31,35,367/-.

Amount spent during the year ₹ 31,49,000/-.

**46. Quantitative details:**

The Company is primarily engaged in the development and maintenance of computer software. The production and sale of such software cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 5 (viii)(c) of general instructions for preparation of the Statement of Profit and Loss as per Schedule III to the Companies Act, 2013.

47. In the opinion of Board, Current Assets, Loan and Advances have a value of realization in the ordinary course of business at least equal to the amount at which these are stated and that the provision for known liabilities are adequate and not in excess of the amount reasonable necessary.

48. The provision for taxation includes tax liabilities in India on the Company's global income as reduced by exempt incomes and any tax liabilities arising overseas on income sourced from those countries as per Indian Income-tax Act, 1961. InfoBeans' operations are conducted through Software Technology Parks ('STPs') and Special Economic Zones ('SEZs'). Income from STPs were tax exempt for the first 10 years from the fiscal in which the unit commenced software development, or March 31, 2011 whichever is earlier. Income from SEZ units is fully tax exempt for the first five years, 50% exempt for the next five years and 50% exempt for another five years subject to fulfilling certain conditions.

Company has made a provision of Income Tax of Rs. 5,00,00,000/- for the F.Y. 2018-19 as per provision of Income Tax Act 1961.

49. Previous years numbers have been regrouped and rearranged where ever necessary.

**As per our report of even date attached****For Prakash S. Jain & Co.**

Chartered Accountants

FRN. 002423C

CA. Prakash S. Jain

(Partner)

M.No. 070763

Date : May 01, 2019

Place : Indore

For and on behalf of Board of Directors of

InfoBeans Technologies Limited

(Formerly Known as InfoBeans Systems India Private Limited)

Siddharth Sethi

(Managing Director)

(DIN : 01548305)

Surbhi Jain

(Company Secretary)

Avinash Sethi

(Director and Chief

Financial Officer)

(DIN : 01548292)

# Notes

**a)** The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 4 as stated above in annexed hereto.

**b)** A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

**c)** In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

**d)** Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.

**e)** The Register of Members and Transfer Books of the Company will be closed from Tuesday 08th August, 2019 to Wednesday 14th August, 2019 (Both days inclusive).

**f)** Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents Link Intime India Pvt. Ltd, C - 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083. Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.

**g)** Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per section 124 of the act, be transferred to The Investor Education and Provident Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the act

**h)** In compliance with Section 108 of the Act, read with corresponding rules, and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the CDSL . The facility for voting will also be made available at the AGM, and members attending the AGM, who have not already cast their votes by remote e voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e voting

prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

**i)** The Board has appointed Mr. Manish Maheshwari, M. Maheshwari & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e -voting/ ballot process in a fair and transparent manner.

**j)** The e-voting period commences on 11th August, 2019(09:00 a.m.) and ends on 13th August, 2019 (05:00 p.m.). During this period, members holding shares either in physical or dematerialized form, as on the cut off date , i.e. 07th August, 2019 may cast their vote electronically. A member will not be allowed to vote again on any resolution on which vote has already been cast. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

**k)** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/.

**l)** Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard.

**m)** Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

**n)** The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.

**o)** The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode.

**p)** The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched to those members whose names shall appear on the Company's Register of Members on Friday, 7th August, 2019; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by Central Depository Services (India) Limited & National securities depository Limited (NSDL) as beneficial owners on that date.

**Instructions for shareholders to vote electronically:**

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 11th August, 2019 (09:00 a.m.) and ends on 13th August, 2019 (05:00 p.m.). 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 07th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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 as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place : Indore  
Date : July 18th, 2019

For and behalf of the Board of Directors  
Of InfoBeans Technologies Limited

Surbhi Jain  
Company Secretary & Compliance Officer



# Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The following Explanatory Statement sets out material facts relating to Item no. 3 to 4 of the accompanying Notice:

## Explanatory Statement to the Ordinary Businesses:

### Item No. 03

Disclosure relating to a Director retiring by rotation pursuant to the provisions of the Act and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'):

Name of Director	Mitesh Bohra
DIN	01567885
Date of Birth	28/11/1975
Date of First Appointment	16/04/2011
Qualification	Electronics & Telecommunication Engineer, Dual MBA from Columbia, NY and Haas
Expertise in specific area	-Strong strategy, Sales and Process Background -Involved in developing new competencies
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	-
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	-
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	-
Shareholding in the Company	5015850
Attendance at Board meetings in FY 2018-19	Present in Board Meeting dated 19/09/2018
Remuneration	-

### Item No. 04

The company in its ordinary course of business has entered into a transaction with its foreign subsidiary companies as mentioned in the resolution which is a "Related Party" as defined under Section 2(76) of the companies act, 2013.

The Company envisages that the transaction(s) entered into with InfoBeans INC , InfoBeans Technologies DMCC and InfoBeans Technologies Europe GMBH and whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through an ordinary resolution for entering

into contract(s)/ arrangement (s)/ transaction(s) with InfoBeans Technologies Ltd and all three foreign subsidiaries up to a maximum amount as mentioned in the respective resolutions from the financial year 2018-2019 and onward.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with wholly owned subsidiaries whose accounts are consolidated and presented before the Shareholders for their approval in the Annual General Meeting, the same is being sought as an abundant precautionary measure. All related parties shall abstain from voting on these resolutions.

The disclosure as required under the Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 are as under:-

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Value of Transaction
1	InfoBeans INC	Wholly owned Subsidiary	Availing/Rendering of Services	Rs.100.00 Crores

2	InfoBeans Technologies DMCC	Wholly owned Subsidiary	Availing/Rendering of Services	Rs.100.00 Crores
3	InfoBeans Technologies Europe GmbH	Wholly owned Subsidiary	Availing/Rendering of Services	Rs.100.00 Crores
4	InfoBeans Technologies Czech s.r.o	Enterprise over Which Key management are able to exercise significant influence	Availing/Rendering of Services	Rs.100.00 Crores

The Annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The Audit Committee and the Board, at their meetings held on 01.05.2019, considered and approved the aforesaid transactions.

The Board is of the opinion that the above transaction shall be in the best interest of the Company.

The Board recommends the Special Resolutions as set out at Item No. 04 of the Notice for approval by the shareholders.

**InfoBeans Technologies Limited**

CIN: L72200MP2011PLC025622

Regd Off: Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) 452001

Website: www.Infobeans.com; Email: investors.relations@Infobeans.com

**ATTENDANCE SLIP**

*DP ID							
*Client ID							

Regd. Folio No.								
No of Shares held								

Name of ShareHolder \_\_\_\_\_

Address \_\_\_\_\_

I/ We hereby record my/ our presence at the **09th Annual General Meeting** of the Company held on Wednesday, August, 14th, 2019 at 04:00 p.m. at 2nd Floor Crystal IT Park, Ground Floor, Indore (M.P) 452001

Name of Member / Representative / Proxy : \_\_\_\_\_

Signature of Member / Representative / Proxy : \_\_\_\_\_

\* Applicable for investors holding shares in electronic form

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.



**InfoBeans Technologies Limited**

CIN: L72200MP2011PLC025622

Regd Off: Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) 452001

Website: www.Infobeans.com; Email: investors.relations@Infobeans.com

**Form No. MGT-11****PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

*DP ID						
*Client ID						

Regd. Folio No.								
No of Shares held								

Name of ShareHolder \_\_\_\_\_

Address \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of InfoBeans Technologies Ltd, hereby appoint;

1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **09th Annual General Meeting** of the Company held on Wednesday, August, 14th, 2019 at 04:00 p.m. at 2nd Floor Crystal IT Park, Ground Floor, Indore (M.P) 452001 and at any adjournment thereof in respect of resolutions as are indicated below:-

Resolution	For	Against
1. Adoption of Financial Statements		
2. Declaration of Dividend		
3. Appointment of Mr. Mitesh Bohra as a Director		
4. Approval of Related Party Transactions		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder

Signature of First Proxy holder    Signature of Second Proxy holder    Signature of Third Proxy holder

Affix  
Revenue  
Stamp

**NOTE:**

- The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.



- A Proxy need not to be member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 09th Annual General Meeting.
- Please complete all details including detail of member(s) in above box before submission.

**InfoBeans Technologies Limited**

CIN: L72200MP2011PLC025622

Regd Off: Crystal IT Park, STP-I 2nd Floor, Ring Road, Indore (MP) 452001

Website: www.Infobeans.com; Email: investors.relations@Infobeans.com

**BALLOT FORM****a. Name of the Member(s) including joint holder(s)****b. Postal Address of the Member****c. Registered Folio No./DP ID & Client ID\*****(\*Applicable to Investors Holding Shares in demat form)****d. Number of Shares held**

I/We hereby exercise my/our vote in respect of the Resolutions set out in the Notice of the 09th Annual General Meeting of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick(✓) mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of Shares Held	I/We assent to Resolution(FOR)	I/We dissent to Resolution (AGAINST)
01.	Adoption of Financial Statements	Ordinary			
02.	Declaration of Dividend	Ordinary			
03.	Appointment of Mr. Mitesh Bohra as a Director	Ordinary			
04.	Approval of Related Party Transactions	Special			

Place :

\_\_\_\_\_  
(Signature of Member)

Date :



## Notes

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

# Route Map to the Venue of the Annual General Meeting



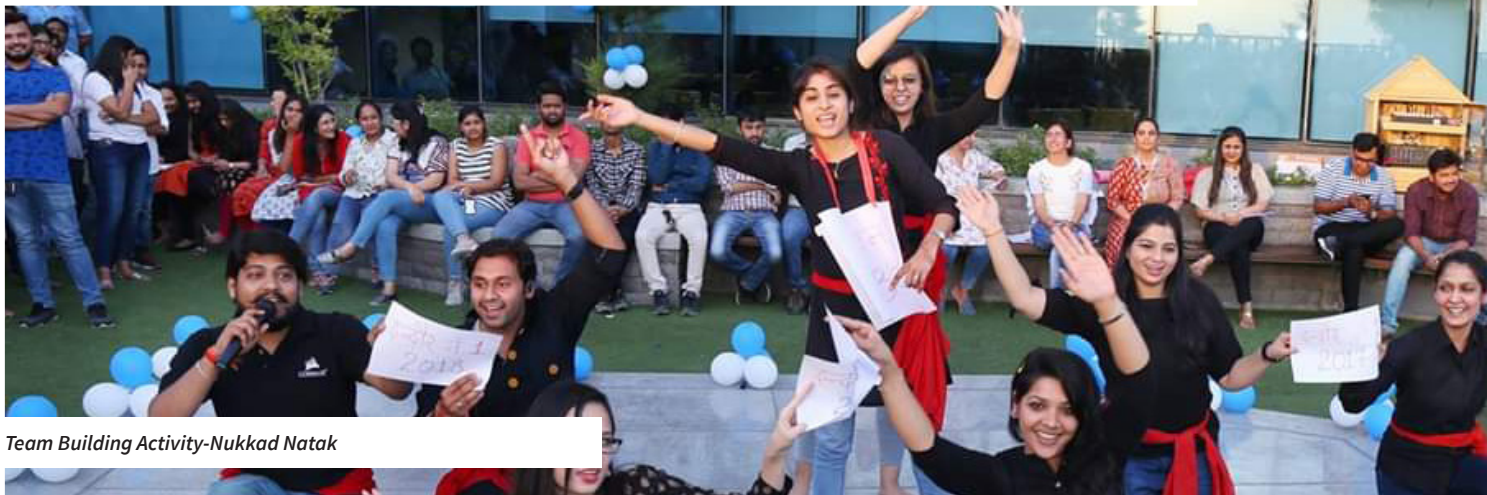




Innovation Day



Innovation Day

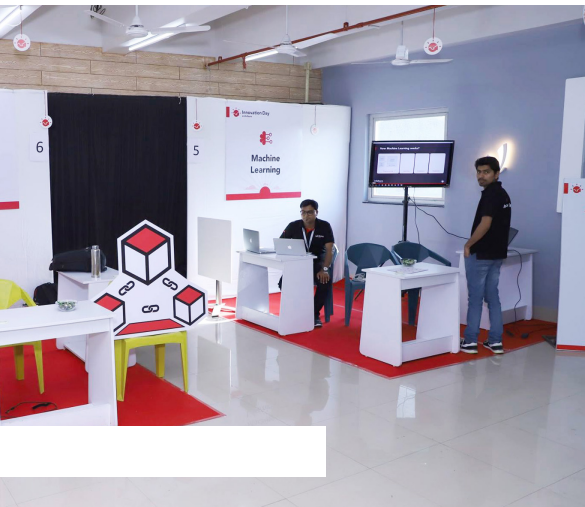


Team Building Activity-Nukkad Natak



Team Building Activity-International Yoga Day





Innovation Day



CSR Activity-InfoBeans Foundation



Team Building Activity-Marathon

This page has been intentionally left blank.





**Regd. Office:** 2nd Floor,  
Crystal IT Park, Bhawarkua Main Rd,  
Indrapuri Colony, Indore,  
Madhya Pradesh 452014  
**Phone:** +91 731 7162000  
**Email:** [investor.relations@infobeans.com](mailto:investor.relations@infobeans.com)  
**Website:** [www.infobeans.com](http://www.infobeans.com)