

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L64203GJ2010PLC061366	Pre-fill						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AACCI3501P							
(ii) (a) Name of the company	INFIBEAM AVENUES LIMITED							
(b) Registered office address	28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone -5, GIFT CITY, NA Gandhinagar Gandhinagar Gujarat 382255							
(c) *e-mail ID of the company	VI*****IA.OOO							
(d) *Telephone number with STD code	07*****04							
(e) Website	www.ia.ooo							
(iii) Date of Incorporation	30/06/2010							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes <input type="radio"/> No							
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No							

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	93.4
2	J	Information and communication	J7	Data processing, hosting and related activities; web portal	6.6

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	INFIBEAM DIGITAL ENTERTAIN	U72200GJ2012PTC070882	Subsidiary	74

2	ODIGMA CONSULTANCY SOLU	U72900GJ2011PLC131548	Subsidiary	100
3	INFIBEAM LOGISTICS PRIVATE	U63090GJ2013PTC074135	Subsidiary	100
4	AVENUES INFINITE PRIVATE LIM	U74900MH2013PTC239708	Subsidiary	100
5	UVIK TECHNOLOGIES PRIVATE	U72900KA2019PTC126204	Subsidiary	100
6	Vavian International Limited		Subsidiary	100
7	Avenues World FZ LLC		Subsidiary	100
8	AI Fintech Inc		Subsidiary	100
9	Infibeam Avenues Australia Pty		Subsidiary	100
10	Infibeam Avenues Saudi Arabia		Subsidiary	100
11	INFIBEAM PROJECTS MANAGE	U70109GJ2022PTC129384	Subsidiary	100
12	INSTANT GLOBAL PAYTECH PR	U74999MH2018PTC308260	Subsidiary	54.8
13	Cardpay Technologies Private	U72900MH2020PTC384707	Subsidiary	54.8
14	SO HUM BHARAT DIGITAL PAY	U67100MH2020PTC339627	Subsidiary	100
15	Infibeam Global EMEA FZ LLC		Associate	49
16	VISHKO22 PRODUCTS & SERVIC	U93000HR2021PTC100047	Associate	50
17	Fable Fintech Private Limited	U72200MH1999PTC123313	Associate	41.1
18	Pirimid Technologies Private L	U72900GJ2020PLC118607	Associate	49

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,500,000,000	2,782,002,130	2,782,002,130	2,782,002,130
Total amount of equity shares (in Rupees)	3,500,000,000	2,782,002,130	2,782,002,130	2,782,002,130

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	3,500,000,000	2,782,002,130	2,782,002,130	2,782,002,130
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	3,500,000,000	2,782,002,130	2,782,002,130	2,782,002,130

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2,262,400	2,675,518,726	2,677,781,182	2,677,781,182	2,677,781,182	
Increase during the year	0	105,220,948	105,220,948	104,220,948	104,220,948	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	95,000,000	95,000,000	95,000,000	95,000,000	0

v. ESOPs	0	9,220,948	9220948	9,220,948	9,220,948	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	1,000,000	1000000	0		
Remat and Demat of Shares during the FY 2023-24						
Decrease during the year	1,000,000	0	1000000	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	1,000,000	0	1000000	0	0	
Remat and Demat of Shares during the FY 2023-24						
At the end of the year	1,262,400	2,780,739,7	2782002130	2,782,002,1	2,782,002,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE483S01020

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

29,632,100,793.8096

(ii) Net worth of the Company

12,802,098,445

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	550,026,960	19.77	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	213,127,500	7.66	0	
10.	Others	0	0	0	
	Total	763,154,460	27.43	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,506,913,502	54.17	0	
	(ii) Non-resident Indian (NRI)	46,888,098	1.69	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	208,818,851	7.51	0	
7.	Mutual funds	2,197,494	0.08	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	236,103,259	8.49	0	
10.	Others NBFCs registered with RBI, C	17,926,466	0.64	0	

	Total	2,018,847,670	72.58	0	0
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Total number of shareholders (other than promoters)

887,885

**Total number of shareholders (Promoters+Public/
Other than promoters)**

887,893

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			1,252,693	0.05
EMERGING MARKETS (DEUTSCHE BANK AG, DB HOUSE H			444,066	0.02
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			303,903	0.01
FUNDPARTNER SOLUT	HSBC SECURITIES SERVICES 11TH F			81,669	0
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			11,735,374	0.42
GREAT-WEST EMERGIN	STANDARD CHARTERED BANK SEC			2,098,899	0.08
ISHARES MSCI INDIA S	CITIBANK N.A. CUSTODY SERVICES			2,686,722	0.1
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			973,598	0.04
NUVAMA INDIA OPPO	C/O IQ EQ FUND SERVICES (MAURI			15	0
SPARROW ASIA DIVER	STANDARD CHARTERED BANK Sec			7,392,340	0.27
SPDR S&P EMERG	HSBC SECURITIES SERVICES 11TH F			1,047,860	0.04
STATE STREET GLOBAL	DEUTSCHE BANK AG, DB HOUSE H			178,156	0.01
AMP CAPITAL FUNDS	BNP PARIBAS HOUSE 1 NORTH AV			795,292	0.03
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			159,288	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			610,214	0.02
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			3,506,551	0.13
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE H			330,055	0.01
ISHARES CORE MSCI E	CITIBANK N.A. CUSTODY SERVICES			9,942,433	0.36
ISHARES EMERGING M	JP Morgan Chase Bank N.A, INDIA			44,341	0
METZLER ASSET MAN/	DEUTSCHE BANK AG, DB HOUSE H			1,077,951	0.04

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SOCIETE GENERALE - C	SBI-SG GLOBAL SECURITIES SERVICE			160,151	0.01
STICHTING DEPOSITAIR	JPMorgan Chase Bank, N.A. India S			486,987	0.02
STICHTING DEPOSITAIR	JP Morgan Chase Bank N.A, INDIA			10,544,438	0.38
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			3,341,715	0.12
UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE H			453,633	0.02

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	12	8
Members (other than promoters)	241,935	887,885
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	8.62	4.33
B. Non-Promoter	1	4	1	4	11.01	0
(i) Non-Independent	1	0	1	0	11.01	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	2	5	2	5	19.63	4.33
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
AJIT CHAMPAKLAL M	01234707	Director	120,459,120	
VISHAL AJITBHAI MEI	03093563	Managing Director	239,837,600	
VISHWAS AMBALAL F	00934823	Managing Director	306,382,648	
KEYOOR MADHUSUD	00133588	Director	0	24/08/2024
ROOPKISHAN SOHAN	02800417	Director	2,000	24/08/2024
VIJAYLAXMI TULSIDA	07129801	Director	0	
PIYUSHKUMAR MITH	00484132	Director	0	
SUNIL NANDLAL BHA	AEPPB1068N	CFO	1,240,000	
SHYAMAL BHASKERE	ADEPT1103E	Company Secretar	1,201,360	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VISHWAS AMBALA	00934823	Director	08/08/2023	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	26/09/2023	438,575	54	41.9

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	7	5	71.43
2	08/08/2023	7	7	100
3	02/11/2023	7	5	71.43
4	14/12/2023	7	6	85.71
5	23/01/2024	7	5	71.43
6	24/02/2024	7	6	85.71
7	20/03/2024	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2023	5	3	60
2	Audit Committee	08/08/2023	5	5	100
3	Audit Committee	02/11/2023	5	3	60
4	Audit Committee	14/12/2023	5	4	80
5	Audit Committee	23/01/2024	5	4	80
6	Audit Committee	24/02/2024	5	4	80
7	Audit Committee	20/03/2024	5	4	80
8	Nomination and Remuneration	01/08/2023	4	4	100
9	Nomination and Remuneration	08/08/2023	4	4	100
10	Nomination and Remuneration	20/03/2024	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	14/08/2024
								(Y/N/NA)
1	AJIT CHAMPA	7	7	100	7	7	100	Yes
2	VISHAL AJITE	7	7	100	11	11	100	Yes
3	VISHWAS AM	7	6	85.71	0	0	0	Yes
4	KEYOOR MAI	7	7	100	10	10	100	Yes
5	ROOPKISHAN	7	1	14.29	17	4	23.53	No
6	VIJAYLAXMI	7	7	100	15	15	100	Yes
7	PIYUSHKUMA	7	5	71.43	15	12	80	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHYAMAL TRIVED	COMPANY SEC	5,599,992	0	13,297,500	0	18,897,492
2	SUNIL BHAGAT	CFO	5,040,000	0	15,280,000	0	20,320,000
	Total		10,639,992	0	28,577,500	0	39,217,492

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AJIT CHAMPAKLAI	NON - EXECUT	0	0	0	180,000	180,000
2	KEYOOR MADHUS	INDEPENDENT	0	0	0	240,000	240,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	ROOPKISHAN SOH	INDEPENDENT	0	0	0	60,000	60,000
4	VIJAYLAXMI TULSI	INDEPENDENT	0	0	0	280,000	280,000
5	PIYUSHKUMAR MI	INDEPENDENT	0	0	0	200,000	200,000
	Total		0	0	0	960,000	960,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

JITENDRA LEEYA

Whether associate or fellow

Associate Fellow

Certificate of practice number

14503

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

 Digitally signed by VISHAL AJITBHAI MEHTA
Date: 2024.10.10 11:24:15 +05'30'

DIN of the director

To be digitally signed by

 Digitally signed by SHYAMAL TRIVEDI
Date: 2024.10.10 11:24:51 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Form MGT - 8 IAL.pdf
Clarification to Form MGT-7.pdf
clarification_.pdf
FPI Details_.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT 8

[Pursuant to section 92 (2) of the companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **INFIBEAM AVENUES LIMITED [CIN: L64203GJ2010PLC061366]**(the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder on test check basis for the financial year ended on **31st March, 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officer's and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within limit except some forms which were filed beyond the prescribed time with additional fees;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members/Security holders, during the financial year under review the Company had fixed Tuesday, 19th September, 2023 as the 'Record Date' for the purpose of AGM and for determining the entitlement of members to final dividend for the financial year ended 31st March, 2023;
 6. advances/loans given to companies referred in section 185 of the Act, however, the company has not advanced any loans to its directors and/or persons or firms referred in section 185 of the Act; and loans granted to companies referred in section 185 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company were with the compliance of law;
 7. contracts/arrangements with related parties as specified in section 188 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company were entered in the register maintained for the purpose;



INFIBEAM AVENUES LIMITED

8. there were no instance of buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances Moreover, transfer or transmission of shares was done by the R & T Agents appointed by the company in due course. However, During the year under review following allotments took place:
- (a) Nomination and Remuneration Committee of the Company in its meeting held on 01st August, 2023, had allotted 55,93,704 Equity Shares to the Employees under ESOP Scheme(s);
- (b) 5,30,00,000 and 4,20,00,000 Equity Shares were allotted upon receipt of balance amount of warrants aggregating to Rs. 67,57,50,000 and Rs. 53,55,00,000, respectively being 75% of total consideration payable on Fully Convertible Warrants to Vybe Ventures LLP in the Securities Allotment Committee meeting held on 27th October, 2023 and 30th October, 2023, respectively;
- (c) Nomination and Remuneration Committee of the Company in its meeting held on 20th March, 2024, had allotted 36,27,244 Equity Shares to the Employees under ESOP Scheme(s);
9. there was no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year under review;
10. During the year under review Company has declared final dividend of Rs. 0.05 per Equity Share of Rs. 1/- each (5%) in Annual General Meeting held on 26th September, 2023. Record date for the same was 19th September, 2023, the funds were Transferred for distribution of Dividend in separate bank account on 26th September, 2023; the same was distributed to shareholders, on 29th September, 2023 i.e. within 30 days from the date of declaration, as per the requirement of the provisions of the Act and rules made there under. The company was not required to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund during the year under review;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof as applicable;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, however, During the year under review, Mr. Vishal Mehta (DIN: 03093563) was elevated as Chairman of the Board and his position was re-designated as Chairman & Managing Director w.e.f. 08th August, 2023, Special Resolution was passed at the Annual General Meeting of the Company held on 26th September, 2023 for re-designation of Mr. Vishwas Patel (DIN: 00934823) from Executive Director to Joint Managing Director of the Company w.e.f. 08th August, 2023 and for continuation of Mr. Ajit Champaklal Mehta (DIN: 01234707) as a Non-Executive Director of the Company beyond the age of 75 Years;



INFIBEAM AVENUES LIMITED

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. there was no instance for which approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the financial year under review, However, during the year under review, a Composite Scheme of Arrangement between the Company, Infibeam Avenues Limited, Odigma Consultancy Solutions Limited and Infibeam Projects Management Private Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable laws including the rules and regulations was submitted with National Company Law Tribunal at Ahmedabad;
15. there were no instances of acceptance/ renewal/ repayment of deposits from public falling within the purview of public deposits as per the Act during the financial year under review;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable and the company had passed necessary shareholders resolution giving authority for borrowings in excess of the limits;
17. In relation to loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, the company had passed necessary shareholders resolution under section 186 of the Act;
18. There were no instances for alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the financial year under review;

I further state that during the process of verification, which was done on test check basis, I have adopted practices and processes as were appropriate to obtain reasonable assurance about the compliance with the applicable provisions of the Companies Act, 2013 and my opinion is based on the method adopted for verification. However, maintenance of secretarial records and compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder is the responsibility of the management of the company as per the Companies Act, 2013.

Date: 07th October, 2024

Place: Ahmedabad

Signature :



JITENDRA PRAVINBHAI LEEYA
Practicing Company Secretary
ACS/FCS No.: A31232
C P No.: 14503
P R No.: 2089/2022
UDIN: A031232F001469713

CLARIFICATION OF POINTS IN FORM MGT-7

POINT NO. IV(d)- BREAKUP OF SHARE CAPITAL

During the year, total 10,00,000 equity shares were dematerialized and none of the equity shares were rematerialized.

POINT NO. IX C - COMMITTEE MEETINGS HELD DURING THE YEAR

Item No. IX C Committee Meeting (in Continuation to the Form MGT-7)					
Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on date of the meeting	Attendance	
				Number of Members attended	% of Attendance
11.	Stakeholder Relationship Committee	25/05/2023	04	02	50.00
12.	Stakeholder Relationship Committee	08/08/2023	04	04	100.00
13.	Stakeholder Relationship Committee	02/11/2023	04	02	50.00
14.	Stakeholder Relationship Committee	23/01/2023	04	03	75.00
15.	Risk Management Committee	25/05/2023	04	03	75.00
16.	Risk Management Committee	02/11/2023	04	03	75.00
17.	Risk Management Committee	20/03/2024	04	03	75.00
18.	Corporate Social Responsibility Committee	25/05/2023	03	02	66.67

Meetings Other than Committee Meeting					
1.	Securities Allotment Committee	27/10/2023	04	03	75.00
2.	Securities Allotment Committee	30/10/2023	04	03	75.00
3.	Independent Directors Meeting	08/08/2023	04	04	100.00
4.	Independent Directors Meeting	21/11/2023	04	04	100.00
5.	Complaints Committee Meeting	14/12/2023	04	04	100.00

POINT NO.VI. (a) TOTAL NO. OF SHAREHOLDERS (PROMOTERS) - Promoters include Promoter Group.

POINT NO. VI (b) (6) - SHARE HOLDING PATTERN - Public / Other than promoters - Foreign Institutional Investors

Category "Foreign Institutional Investors" includes shares held by institutions under the category "Foreign Portfolio Investors".
