

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]



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,
Gandhinagar
Gandhinagar
Gujarat
382255

(c) *e-mail ID of the company

vishal.mehta@ia.ooo

(d) *Telephone number with STD code

07967772204

(e) Website

www.ia.ooo

(iii) Date of Incorporation

30/06/2010

(iv)	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

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ 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, Vikhroli (West)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM 23/09/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

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	87
2	J	Information and communication	J7	Data processing, hosting and related activities; web portal	7

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

*No. of Companies for which information is to be given 12

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ODIGMA CONSULTANCY SOLL	U72900KA2011PTC057298	Subsidiary	100

2	INFIBEAM LOGISTICS PRIVATE	U63090GJ2013PTC074135	Subsidiary	100
3	AVENUES INFINITE PRIVATE LIM	U74900MH2013PTC239708	Subsidiary	100
4	INFIBEAM DIGITAL ENTERTAIN	U72200GJ2012PTC070882	Subsidiary	74
5	INSTANT GLOBAL PAYTECH PR	U74999MH2018PTC308260	Subsidiary	52.38
6	Vavian International Limited		Subsidiary	100
7	Avenues World FZ-LLC		Subsidiary	100
8	SO HUM BHARAT DIGITAL PAY	U67100MH2020PTC339627	Subsidiary	50.5
9	AI Fintech Inc		Subsidiary	100
10	DRC SYSTEMS INDIA LIMITED	L72900GJ2012PLC070106	Associate	29.69
11	Infibeam Global EMEA FZ-LLC		Associate	49
12	AVENUES PAYMENTS INDIA PR	U72200MH1999PTC123313	Associate	22.68

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	1,400,000,000	1,331,053,580	1,331,053,580	1,331,053,580
Total amount of equity shares (in Rupees)	1,400,000,000	1,331,053,580	1,331,053,580	1,331,053,580

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	1,400,000,000	1,331,053,580	1,331,053,580	1,331,053,580
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,400,000,000	1,331,053,580	1,331,053,580	1,331,053,580

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	625,370	664,094,890	664720260	664,720,260	664,720,260	
Increase during the year	625,370	665,707,950	666333320	666,333,320	666,333,320	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	625,370	664,901,420	665526790	665,526,790	665,526,790	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	806,530	806530	806,530	806,530	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 <div></div>						
Decrease during the year	0	0	0	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 <div></div>						
At the end of the year	1,250,740	1,329,802,8	1331053580	1,331,053,5	1,331,053,5	
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 <div></div>						
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 <div></div>						
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

5,767,017,056

(ii) Net worth of the Company

26,571,421,980

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	298,073,580	22.39	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)	126,563,764	9.51	0	
10.	Others	0	0	0	
	Total	424,637,344	31.9	0	0

Total number of shareholders (promoters)

17

(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	602,416,663	45.26	0	
	(ii) Non-resident Indian (NRI)	20,456,924	1.54	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	62	0	0	
6.	Foreign institutional investors	80,736,434	6.07	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	162,968,688	12.24	0	
10.	Others Trusts, Clearing Members, N	39,837,465	2.99	0	

	Total	906,416,236	68.1	0	0
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Total number of shareholders (other than promoters)

65,555

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

65,572

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

76

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			512	0
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			3,924	0
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVIC			4,000	0
OREGON PUBLIC EMP	DEUTSCHE BANK AG, DB HOUSE H			10,304	0
PUBLIC EMPLOYEES RI	HSBC SECURITIES SERVICES 11TH F			10,962	0
AMERICAN CENTURY F	DEUTSCHE BANK AG, DB HOUSE, F			15,228	0
AMAZON MARKET NEI	CITIBANK N.A. CUSTODY SERVICES			15,253	0
ELARA INDIA OPPORT	C/O. ICICI BANK LTD., SMS 1ST FLC			16,416	0
VANGUARD INVESTME	DEUTSCHE BANK AG, DB HOUSE H			18,020	0
CREDIT SUISSE (SINGA	CITIBANK N.A. CUSTODY SERVICES			28,996	0
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE H			30,404	0
REGAL INVESTMENT F	CITIBANK N.A. CUSTODY SERVICES			32,789	0
TASMAN MARKET NEU	CITIBANK N.A. CUSTODY SERVICES			34,245	0
PASSAGE TO INDIA M	C/O OCORIAN CORPORATE SERVIC			35,000	0
ALLIANZ GLOBAL INVI	JPMORGAN CHASE BANK N.A. IND			38,498	0
UTAH STATE RETIREM	CITIBANK N.A. CUSTODY SERVICES			38,816	0
SSGA SPDR ETFs EURC	DEUTSCHE BANK AG, DB HOUSE H			41,526	0
REGAL TACTICAL OPP	CITIBANK N.A. CUSTODY SERVICES			42,372	0
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			54,740	0
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			58,734	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			64,558	0
DFA AUSTRALIA LIMIT	CITIBANK N.A. CUSTODY SERVICES			68,540	0.01
STATE STREET MSCI E	DEUTSCHE BANK AG DB HOUSE, H			79,348	0.01
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			79,644	0.01
SHELL PENSIONS TRU	JPMORGAN CHASE BANK N.A. IND			82,366	0.01

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	18	18
Members (other than promoters)	42,585	65,555
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	2	1	1	9.01	4.52
B. Non-Promoter	1	4	1	4	11.51	0
(i) Non-Independent	1	0	1	0	11.51	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	6	2	5	20.52	4.52
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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 MEH	01234707	Director	60,229,560	
VISHAL AJITBHAI MEH	03093563	Managing Director	119,918,800	
VISHWAS AMBALAL P.	00934823	Director	153,191,324	
KEYOOR MADHUSUDAN	00133588	Director	0	
ROOPKISHAN SOHAN	02800417	Director	1,000	
IJAYLAXMI TULSIDAS	07129801	Director	0	
PIYUSHKUMAR MITHIL	00484132	Director	0	
HIREN BACHUBHAI PA	ACKPP9365M	CFO	238,000	
SHYAMAL BHASKERB	ADEPT1103E	Company Secretar	200,680	

(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)
MALAV AJITBHAI MEH	01234736	Director	05/06/2020	Cessation

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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2020	43,372	55	27.5
NCLT CONVENED MEETING	02/11/2020	117	15	6.64
NCLT CONVENED MEETING	02/11/2020	43,351	45	42.23
NCLT CONVENED MEETING	02/11/2020	2	2	100
EXTRA ORDINARY GENERAL MEETING	09/03/2021	46,140	46	33.07

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2020	8	8	100
2	05/06/2020	8	4	50
3	02/09/2020	7	6	85.71
4	30/09/2020	7	6	85.71
5	12/11/2020	7	6	85.71
6	28/11/2020	7	5	71.43
7	31/12/2020	7	6	85.71
8	11/02/2021	7	7	100
9	24/03/2021	7	5	71.43

C. COMMITTEE MEETINGS

Number of meetings held

19

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	20/04/2020	4	4	100
2	Audit Committee	05/06/2020	4	3	75

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
3	Audit Committee	02/09/2020	4	3	75
4	Audit Committee	30/09/2020	4	3	75
5	Audit Committee	12/11/2020	4	3	75
6	Audit Committee	31/12/2020	4	3	75
7	Audit Committee	11/02/2021	4	4	100
8	Audit Committee	24/03/2021	4	3	75
9	Corporate Social Responsibility Committee	06/06/2020	3	3	100
10	Corporate Social Responsibility Committee	11/02/2021	3	3	100

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	23/09/2021
								(Y/N/NA)
1	AJIT CHAMPANER	9	8	88.89	5	5	100	Yes
2	VISHAL AJITE	9	9	100	11	11	100	Yes
3	VISHWAS AM	9	8	88.89	0	0	0	Yes
4	KEYOOR MA	9	9	100	12	12	100	Yes
5	ROOPKISHAN	9	2	22.22	16	3	18.75	Yes
6	IJAYLAXMI TU	9	7	77.78	2	2	100	Yes
7	PIYUSHKUMA	9	9	100	18	18	100	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	HIREN PADHYA	CFO	4,600,000	0	1,267,094	0	5,867,094
2	SHYAMAL TRIVED	COMPANY SEC	2,860,000	0	2,534,188	0	5,394,188
	Total		7,460,000	0	3,801,282	0	11,261,282

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AJIT CHAMPAKLAL	NON - EXECUT	0	0	0	210,000	210,000
2	KEYOOR MADHUS	INDEPENDENT	0	0	0	310,000	310,000
3	ROOPKISHAN SOH	INDEPENDENT	0	0	0	80,000	80,000
4	VIJAYLAXMI TULSI	INDEPENDENT	0	0	0	170,000	170,000
5	PIYUSHKUMAR MI	INDEPENDENT	0	0	0	370,000	370,000
6	MALAV AJITBHAI M	NON-EXECUTIV	0	0	0	20,000	20,000
	Total		0	0	0	1,160,000	1,160,000

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
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(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

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

Whether associate or fellow ☒ Associate ☐ Fellow

Certificate of practice number

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:

- 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.
- 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



DIN of the director

To be digitally signed by



- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

31232

Certificate of practice number

14503

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

Details of FIlIs.pdf
Committee Meetings.pdf
Infibeam List of Shareholders.pdf
UDIN_IAL_24122021.pdf
[Form MGT - 8 INFIBEAM_compressed.pdf](#)

Remove attachment

Modify

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Prescrutiny

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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 there under on test check basis for the financial year ended on **31st March, 2021**. 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 officers and agents in electronic form in online system in view of the prevailing situation of COVID-19 in the country, 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 register of members and Share transfer Books were closed from 23rd September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM);
 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. the company had issued and allotted 8,06,530 Equity Shares to Employees of the Company in terms of ESOP Scheme 2013-14 and ESOP Scheme 2014-15 as approved in Nomination and Remuneration Committee Meeting held on 30th November, 2020 and Company had passed a Resolution in the Extra Ordinary General Meeting of the members of the Company held on 09th March, 2021 for issue of 66,55,26,790 Bonus Equity Shares of Re. 1/- each to the shareholders as on record date i.e. 20th March, 2021 in the ratio of 1:1 and Board Meeting for Allotment of Bonus Equity shares was held on 24th March, 2021. Moreover, transfer or transmissions of shares were done by the R & T Agents appointed by the company in due course. There were no instances of buy back of securities/ redemption of preference shares or debentures/ reduction of share capital during the financial year under review;
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 not declared any dividend. 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, Mr. Malav Mehta resigned from the post of Director of the Company w.e.f. 05th June, 2020;
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 NCLT had passed the Order dated 27th November, 2020 for approval of the Composite Scheme of Arrangement amongst Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules made there under;
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;

INFIBEAM AVENUES LIMITED

18. During the year under review, Company, had reclassified Authorized Share Capital from the existing Rs. 90,00,00,000 divided into 89,75,00,000 Equity Shares of Rs. 1/- each and 2,50,000 0.01% Compulsory Convertible Preference Shares of Rs. 10/- each in to Rs. 90,00,00,000 divided into 90,00,00,000 Equity shares of Rs. 1/- each and further Company had Increased Authorized Share Capital from Rs. 90,00,00,000/- divided into 90,00,00,000 Equity Shares of Rs. 1/- each to Rs. 140,00,00,000 divided into 140,00,00,000 Equity Shares of Rs. 1/- each by passing necessary resolution at the Extra Ordinary General Meeting of the Company held on 09th March, 2021 and Company had altered its Main Object Clause in Memorandum of Association of the Company by passing necessary resolution at Extra Ordinary General Meeting of the Company held on 09th March, 2021, However, there was no instances for alteration of the provisions of the 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 there under is the responsibility of the management of the company as per the Companies Act, 2013.

Place: Ahmedabad

Date: 08th December, 2021



Signature


Jitendra Leeya
Practicing Company Secretary
ACS/FCS No.: A31232
C P No.: 14503
UDIN: A031232C001691891

Details of 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.	Nomination and Remuneration Committee	01/07/2020	03	02	66.67
12.	Nomination and Remuneration Committee	24/10/2020	03	02	66.67
13.	Nomination and Remuneration Committee	30/11/2020	03	02	66.67
14.	Nomination and Remuneration Committee	24/03/2021	03	02	66.67
15.	Stakeholder Relationship Committee	06/06/2020	03	02	66.67
16.	Stakeholder Relationship Committee	02/09/2020	03	02	66.67
17.	Stakeholder Relationship Committee	12/11/2020	03	02	66.67
18.	Stakeholder Relationship Committee	11/02/2021	03	03	100
19.	Risk Management Committee	02/09/2020	03	03	100

Meetings Other than Committee Meeting					
1.	Independent Directors Meeting	11/02/2021	04	04	100