

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of 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
382015

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 26/09/2023

(b) Due date of AGM 30/09/2023

(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	91.67
2	J	Information and communication	J7	Data processing, hosting and related activities; web portal	8.33

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

*No. of Companies for which information is to be given 15

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ODIGMA CONSULTANCY SOLU	U72900GJ2011PLC131548	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	INFIBEAM PROJECTS MANAGE	U70109GJ2022PTC129384	Subsidiary	100
6	UVIK TECHNOLOGIES PRIVATE	U72900KA2019PTC126204	Subsidiary	100
7	INSTANT GLOBAL PAYTECH PR	U74999MH2018PTC308260	Subsidiary	54.8
8	SO HUM BHARAT DIGITAL PAY	U67100MH2020PTC339627	Subsidiary	50.5
9	Vavian International Limited		Subsidiary	100
10	Avenues World FZ LLC		Subsidiary	100
11	AI Fintech Inc		Subsidiary	100
12	Infibeam Avenues Australia Pty		Subsidiary	100
13	Infibeam Avenues Saudi Arabia		Subsidiary	100
14	Infibeam Global EMEA FZ LLC		Associate	49
15	VISHKO22 PRODUCTS & SERV	U93000HR2021PTC100047	Associate	50

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	2,677,781,182	2,677,781,182	2,677,781,182
Total amount of equity shares (in Rupees)	3,500,000,000	2,677,781,182	2,677,781,182	2,677,781,182

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	2,677,781,182	2,677,781,182	2,677,781,182
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	3,500,000,000	2,677,781,182	2,677,781,182	2,677,781,182

(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	2,262,420	2,674,048,026	2676310462	2,676,310,4	2,676,310,	
Increase during the year	0	1,470,740	1470740	1,470,720	1,470,720	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	0	0	0	0	0
v. ESOPs	0	1,470,720	1470720	1,470,720	1,470,720	
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	20	20			
Remat and Demat of Shares during FY 2022-23						
Decrease during the year	20	0	20	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	20	0	20			
Remat and Demat of Shares during FY 2022-23						
At the end of the year	2,262,400	2,675,518,7	2,677,781,182	2,677,781,1	2,677,781,	
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

19,623,392,811.98

(ii) Net worth of the Company

31,664,569,796.54

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	588,547,051	21.98	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)	231,527,500	8.65	0	
10.	Others	0	0	0	
	Total	820,074,551	30.63	0	0

Total number of shareholders (promoters)

12

(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	1,353,217,744	50.54	0	
	(ii) Non-resident Indian (NRI)	56,030,267	2.09	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	173,010,042	6.46	0	
7.	Mutual funds	1,619,473	0.06	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	241,912,334	9.03	0	
10.	Others Alternate Investment Fund:	31,916,771	1.19	0	

	Total	1,857,706,631	69.37	0	0
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Total number of shareholders (other than promoters)

241,935

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

241,947

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

81

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CITY OF NEW YORK GP	HSBC SECURITIES SERVICES 11TH F			820,355	0.03
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			4,508,450	0.16
EMERGING MARKETS T	DEUTSCHE BANK AG, DB HOUSE H			254,016	0
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			11,735,374	0.43
JOHN HANCOCK VARI	CITIBANK N.A. CUSTODY SERVICES			35,348	0
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., INC			625,533	0.02
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVIC			8,000	0
UNIVERSAL GOLDEN F	ICICI BANK LTD SMS DEPT 1ST FLO			50,000	0
VANGUARD FUNDS PL	HSBC SECURITIES SERVICES 11TH F			4,918	0
ABU DHABI INVESTME	JPMORGAN CHASE BANK N.A. IND			2,020,021	0.07
COLLEGE RETIREMENT	DEUTSCHE BANK AG DB HOUSE, H			860,724	0.03
COPTHALL MAURITIUS	JPMORGAN CHASE BANK N.A. IND			5,302	0
DELA DEPOSITARY & A	CITIBANK N.A. CUSTODY SERVICES			154,848	0
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			159,288	0
LOS ANGELES CITY EM	CITIBANK N.A. CUSTODY SERVICES			190,897	0
SPDR S&P EMERG	HSBC SECURITIES SERVICES 11TH F			1,047,860	0.03
VANGUARD FUNDS PL	HSBC SECURITIES SERVICES 11TH F			6,406	0
VANGUARD INVESTME	DEUTSCHE BANK AG, DB HOUSE H			36,040	0
WORLD ALLOCATION	CITIBANK N.A. CUSTODY SERVICES			59,614	0
AMERICAN CENTURY F	DEUTSCHE BANK AG, DB HOUSE, H			155,146	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AMERICAN CENTURY F	DEUTSCHE BANK AG, DB HOUSE H			10,565	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			167,052	0
DFA AUSTRALIA LIMIT	CITIBANK N.A. CUSTODY SERVICES			137,080	0
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			203,213	0
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			114,479	0

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	12
Members (other than promoters)	212,781	241,935
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	8.96	4.5
B. Non-Promoter	1	4	1	4	11.44	0
(i) Non-Independent	1	0	1	0	11.44	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	20.4	4.5
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(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 ME	01234707	Director	120,459,120	
VISHAL AJITBHAI MEH	03093563	Managing Director	239,837,600	
VISHWAS AMBALAL P.	00934823	Director	306,382,648	
KEYOOR MADHUSUDAN	00133588	Director	0	
ROOPKISHAN SOHAN	02800417	Director	2,000	
VIJAYLAXMI TULSIDAS	07129801	Director	0	
PIYUSHKUMAR MITHIL	00484132	Director	0	
SUNIL NANDLAL BHAC	AEPPB1068N	CFO	740,000	
SHYAMAL BHASKERB	ADEPT1103E	Company Secretar	701,360	

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

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)

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

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	23/09/2022	235,119	51	45.85

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2022	7	7	100
2	04/08/2022	7	7	100
3	25/08/2022	7	7	100
4	23/09/2022	7	5	71.43
5	04/11/2022	7	7	100
6	06/02/2023	7	5	71.43
7	28/03/2023	7	5	71.43

C. COMMITTEE MEETINGS

Number of meetings held

16

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	09/05/2022	4	4	100
2	Audit Committee	04/08/2022	4	4	100
3	Audit Committee	25/08/2022	5	5	100
4	Audit Committee	23/09/2022	5	3	60
5	Audit Committee	04/11/2022	5	5	100
6	Audit Committee	06/02/2023	5	4	80
7	Audit Committee	28/03/2023	5	3	60
8	Nomination and Remuneration Committee	25/08/2022	4	4	100
9	Nomination and Remuneration Committee	19/01/2023	4	3	75
10	Nomination and Remuneration Committee	28/03/2023	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	26/09/2023
								(Y/N/NA)
1	AJIT CHAMPA	7	7	100	5	5	100	Yes
2	VISHAL AJITE	7	7	100	10	10	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	5	71.43	15	10	66.67	No
6	VIJAYLAXMI	7	7	100	10	10	100	Yes
7	PIYUSHKUMA	7	4	57.14	14	9	64.29	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	4,999,956	0	4,276,500	0	9,276,456
2	SUNIL BHAGAT	CFO	4,500,000	0	4,276,500	0	8,776,500
	Total		9,499,956	0	8,553,000	0	18,052,956

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 CHAMPAKLAL	NON - EXECUT	0	0	0	170,000	170,000
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	200,000	200,000
4	VIJAYLAXMI TULSI	INDEPENDENT	0	0	0	230,000	230,000
5	PIYUSHKUMAR MI	INDEPENDENT	0	0	0	160,000	160,000
	Total		0	0	0	1,000,000	1,000,000

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

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

VISHAL
AJITBHAI
MEHTA
Digitally signed by
VISHAL AJITBHAI
MEHTA
Date: 2023.11.25
11:27:00 +05'30'

DIN of the director

03093563

To be digitally signed by

JITENDRA
PRAVINBHAI
AL LEEYA
Digitally signed by
JITENDRA
PRAVINBHAI LEEYA
Date: 2023.11.25
11:30:41 +05'30'

- ☐ 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 Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

MGT - 8.pdf
Clarification to Form MGT-7.pdf
IAL_UDIN_MGT-7_23112023.pdf
FPI Details.pdf
List of Shareholders.pdf

Remove attachment

Modify

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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 thereunder on test check basis for the financial year ended on **31st March, 2023**. 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 register of members and Share transfer Books were closed from 16th September, 2022 to 23rd September, 2022 (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;



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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;
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 8th June, 2022, had allotted 3,84,600 Equity Shares to the Employees under ESOP Scheme(s),
 - (b) Securities Allotment Committee at its meeting held on 7th October, 2022, had allotted 9,50,00,000 (Nine Crores Fifty Lacs) Fully Convertible Warrants to Vybe Ventures LLP (other than the Promoters and Promoter Group) on preferential issue basis with a right to the warrant holder to apply for allotment of 1 (one) Equity Share of ₹ 1/- each of the Company at an issue price of ₹ 17/- per share (including premium of ₹ 16/- per share), for each warrant,
 - (c) Nomination and Remuneration Committee of the Company in its meeting held on 19th January, 2023, had allotted 10,86,120 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 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, During the year under review, Mr. Vishal Mehta (DIN: 03093563) was re-appointed as the Managing Director of the Company for further period of Five Years w.e.f. 1st February, 2023, Mr. Vishwas Patel (DIN: 00934823) was re-appointed as an Executive Director of the Company for a period of five years w.e.f. 14th August, 2023 (Advance Approval) and Mr. Piyushkumar Sinha (DIN: 00484132) was re-appointed as an Independent Director of the Company for the second term of Five Years w.e.f. 14th February, 2023;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

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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;
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. During the year under review, Company has Increased Authorized Share Capital from Rs. 280,00,00,000 (Two hundred Eighty Crores) divided into 280,00,00,000 (Two hundred Eighty Crores) Equity Shares of ₹ 1/- each to Rs. 350,00,00,000 (Three Hundred Fifty Crores) divided into 350,00,00,000 (Three Hundred Fifty Crores) Equity Shares of ₹ 1/- each by passing necessary resolution at the Annual General Meeting of the Company held on 23rd September, 2022, 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 thereunder is the responsibility of the management of the company as per the Companies Act, 2013.

Place: Ahmedabad

Date: 08th November, 2023

Signature :



Jitendra Leeya
JITENDRA LEEYA
Practicing Company Secretary
ACS/FCS No.: A31232
C P No.: 14503
P R No.: 2089/2022
UDIN: A031232E001745461

CLARIFICATION OF POINTS IN FORM MGT-7

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

During the year, total 20 equity shares of one shareholder 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	09/05/2022	03	03	100.00
12.	Stakeholder Relationship Committee	04/08/2022	03	03	100.00
13.	Stakeholder Relationship Committee	04/11/2022	04	04	100.00
14.	Risk Management Committee	07/07/2022	04	03	75.00
15.	Risk Management Committee	02/01/2023	04	03	75.00
16.	Corporate Social Responsibility Committee	04/08/2022	03	03	100.00

Meetings Other than Committee Meeting					
1.	Securities Allotment Committee	07/10/2022	04	03	75.00
2.	Independent Directors Meeting	04/11/2022	04	04	100.00
3.	Complaints Committee Meeting	04/11/2022	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”.
