SUVIDHAA INFOSERVE LIMITED

Registered Office: Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5,
GIFT City, Gandhinagar - 382355, Gujarat, India;
Tel: 022 - 6776 5300, +91 9223225225; Fax: 022 - 6776 5200;
E-mail: legal@suvidhaa.com; Website: www.suvidhaa.com;
CIN: U72900GJ2007PLC109642

NOTICE TO EQUITY SHAREHOLDERS

MEETING OF THE EQUITY SHAREHOLDERS OF SUVIDHAA INFOSERVE LIMITED

(Convened pursuant to order dated 9 September 2020 read with order dated 21 September 2020 passed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad)

MEETING:

Day	Monday
Date	2 November 2020
Time	02:30 p.m. IST
Venue	23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355

POSTAL BALLOT AND E-VOTING:

Start Date and Time	Saturday, 3 October 2020 at 9:00 a.m. IST
End Date and Time	Sunday, 1 November 2020 at 5:00 p.m. IST

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
C A (CAA) NO. 53 OF 2020

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013;

And

In the matter of Composite Scheme of Arrangement between Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited), Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors

Suvidhaa Infoserve Limited
CIN: U72900GJ2007PLC109642
A company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355 in the state of Gujarat

…… Applicant Resulting Company 1

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF SUVIDHAA INFOSERVE LIMITED

To,
The Equity Shareholders of Suvidhaa Infoserve Limited ('Applicant Company'):

Notice is hereby given that by an order dated 9 September 2020 read with order dated 21 September 2020, the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed a meeting to be held of the equity shareholders of the Applicant Company for the purpose of considering, and, if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme").

TAKE FURTHER NOTICE that in pursuance of the said order and as directed therein, a meeting of the equity shareholders of the Applicant Company, will be held at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India on Monday, 2 November 2020 at 02:30 p.m. IST at which place, day, date and time you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 – 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th day of March, 2017, the observation letters issued by each of the BSE Limited and the National Stock*

*Exchange of India Limited and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench, at Ahmedabad (**"NCLT"**) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in 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 (**"Scheme"**) placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorised representative, is deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Applicant Company. The form of proxy can be obtained from the registered office of the Applicant Company.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230 read with Section 110 and other applicable provisions of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Applicant Company has provided the facility of voting by postal ballot so as to enable the equity shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant Company to the Scheme shall be carried out through (a) Postal Ballot and (b) ballot / polling paper at the venue of the meeting.

It is clarified that votes cast by means of postal ballot does not disentitle the equity shareholders from attending the meeting. However, the members who have cast their votes by postal ballot will not be eligible to cast their votes at the meeting. It is further clarified that votes may be cast personally or by proxy at the meeting as provided in this notice.

Copies of the Scheme and Explanatory Statement under sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index can be obtained free of charge at the registered office of the Applicant Company or at the office of its advocate, Mr. Ravi Pahwa at Thakkar and Pahwa Associates, 71, New York Tower – A, S. G. Highway, Thaltej, Ahmedabad - 380054, Gujarat.

NCLT has appointed Mr. Ashish Doshi, Practising Company Secretary as Chairman of the said meeting including any adjournment thereof. The Tribunal has further appointed Mr. Jitendra Leeya, Practising Company Secretary as the scrutinizer to conduct the Postal Ballot and voting at the venue of the meeting in a fair and transparent manner. The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT.

A copy of the Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Dated this 25 September 2020
Place: Gandhinagar

Sd/-
Mr. Ashish Doshi
Chairman appointed for the meeting

Registered Office:
Unit No. 02, 28th Floor, GIFT-II Building,
Block No. 56, Road – 5C, Zone – 5,
GIFT City, Gandhinagar – 382355
in the state of Gujarat
(CIN: U72900GJ2007PLC109642)

Notes:

1. Only registered equity shareholders of the Applicant Company may attend and vote either in person or by proxy (a proxy need not be an equity shareholder of the Applicant Company) or in the case of a body corporate or Registered Foreign Portfolio Investors ("RFPI") or Foreign Institutional Investor ("FII"), by a representative authorised under Section 113 of the Companies Act, 2013 at the meeting of the equity shareholders of the Applicant Company. The authorised representative of a body corporate/RFPI/FII which is a registered equity shareholder of the Applicant Company may attend and vote at the meeting of the equity shareholders of the Applicant Company provided a copy of the resolution of the Board of Directors or other governing body of the body corporate/RFPI/FII authorising such representative to attend and vote at the meeting of the equity shareholders of the Applicant Company, duly certified to be a true copy by a Director, the manager, the secretary or other authorised officer of such body corporate/RFPI/FII, is deposited at the Registered Office of the Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Applicant Company.

2. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Applicant Company carrying voting rights. Equity shareholders holding more than 10% (ten percent) of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.

3. The form of proxy can be obtained free of charge from the registered office of the Applicant Company.

4. All alterations made in the form of proxy should be initialled.

5. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, equity shareholders would be

entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company.

6. The quorum of the meeting of the equity shareholders of the Applicant Company shall be 5 (Five) equity shareholders of the Applicant Company, present in person.

7. An equity shareholder or his/her proxy is requested to bring the copy of this notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the venue of the meeting.

8. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders either by registered post or speed post or by courier or by hand delivery or electronically by e-mail to those equity shareholders who have registered their e-mail ids with the Applicant Company/Depository Participant, whose names appear in the Register of Members/list of beneficial owners as received from Depository Participant as on 18 September 2020. The Notice will be displayed on the website of the Applicant Company www.suvidhaa.com.

9. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Applicant Company between 11.00 a.m. and 01.00 p.m. on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.

10. In compliance with the provisions as stated hereinabove, the Applicant Company is pleased to offer postal ballot to its equity shareholders holding equity shares as on 18 September 2020, being the cut off date, to exercise their right to vote on the above resolution. A person, whose name is not recorded in the Register of Members or in the Register of Beneficial Owners maintained by Depository Participant as on the cut off date i.e. 18 September 2020, shall not be entitled to avail the facility of voting through postal ballot or voting at the meeting to be held on 2 November 2020. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the members as on Friday, 18 September 2020. Persons who are not equity shareholders of the Applicant Company as on the cut-off date should treat this notice for information purposes only.

11. In compliance with the provisions as stated above, the Applicant Company has provided the facility of voting by postal ballot so as to enable the equity shareholders to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant Company to the Scheme will be carried out through (i) postal ballot and (ii) polling/ballot paper at the venue of the meeting.

12. Equity shareholders can opt only for one mode of voting. If any equity shareholder has opted for postal ballot, then he/she should not vote by polling/ballot paper at the venue of the meeting. However, in case equity shareholders cast their vote through postal ballot and polling/ballot paper, then voting through postal ballot shall prevail and voting done by polling/ballot paper shall be treated as invalid. It is clarified that casting of votes by postal ballot does not disentitle the equity shareholders from attending the meeting.

13. The voting period for postal ballot will commence at 09:00 a.m. IST on Saturday, 3 October 2020 and will end at 05:00 p.m. IST on Sunday, 1 November 2020.

14. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Equity shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Equity shareholders who have received the notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Applicant Company's website www.suvidhaa.com or obtain postal ballot form from the Applicant Company.

15. Equity shareholders shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the scrutinizer so as to reach the scrutinizer before 05:00 p.m. on or before 1 November 2020. Postal ballot form, if sent by courier or by registered post/speed post at the expense of an equity shareholder will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the equity shareholders has not been received.

16. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected.

17. The vote on postal ballot cannot be exercised through proxy.

18. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint equity shareholders.

19. The postal ballot form should be completed and signed by the equity shareholders (as per specimen signature registered with the Applicant Company and/or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his/her absence, by the next named equity shareholder. Holder(s) of Power of Attorney **("PoA")** on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Applicant Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.

20. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if majority of persons representing three-fourths in value of the equity shareholders of the Applicant Company, voting in person or by proxy or by postal ballot, agree to the Scheme.

21. The notice convening the meeting, the date of dispatch of the notice and the Explanatory Statement along with the postal ballot form, amongst others, will be published through advertisement in the following newspapers, namely, (i) Financial Express (Ahmedabad Edition) in the English language; and (ii) translation thereof in Financial Express (Ahmedabad Edition) in the Gujarati language.

22. As directed by the Hon'ble Tribunal, Mr. Jitendra Leeya, Practising Company Secretary, shall act as scrutinizer to conduct the postal ballot and voting process through ballot paper at the venue of the meeting in a fair and transparent manner.

23. The scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders of the Applicant Company through (i) postal ballot, and (ii) ballot or polling paper at the venue of the meeting. The scrutinizer's decision on the validity of the votes shall be final. The results of votes cast through (i) postal ballot, and (ii) ballot or polling paper at the venue of the meeting will be announced on or before 4 November 2020 at the registered office of the Applicant Company. The results, together with the scrutinizer's Reports, will be displayed at the registered office of the Applicant Company and on the website of the Applicant Company www.suvidhaa.com.

24. Any queries / grievances in relation to the voting by postal ballot may be addressed to Mr. Jitendra Gupta, Company Secretary of the Applicant Company at Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355, Gujarat, India, or through email to legal@suvidhaa.com.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH
C A (CAA) NO. 53 OF 2020

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013;

And

In the matter of Composite Scheme of Arrangement between Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited), Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors

Suvidhaa Infoserve Limited
CIN: U72900GJ2007PLC109642
A company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355 in the state of Gujarat

…… Applicant Resulting Company 1

EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENT AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the order dated 9 September 2020 read with order dated 21 September 2020 passed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad **("NCLT")**, in the above-mentioned Company Application no. 53 of 2020 (the **"Order"**), meeting of the equity shareholders of Suvidhaa Infoserve Limited **("Resulting Company 1")** is being convened and held at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 in the state of Gujarat, on Monday, 2 November 2020 at 02:30 p.m. IST for the purpose of considering and, if thought fit, approving with or without modification(s), the Composite Scheme of Arrangement amongst Infibeam Avenues Limited **("Demerged Company 1")**, Suvidhaa Infoserve Limited, DRC Systems India Limited **("Resulting Company 2")** and NSI Infinium Global Limited **("Demerged Company 2") (collectively referred as "Applicant Companies")** and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (**"Scheme"**).
2. In terms of the said Order, the quorum for the said meeting of equity shareholders shall be 5 (Five) equity shareholders of Resulting Company 1, present in person, as prescribed by the National Company Law Tribunal, Bench at Ahmedabad. The Scheme shall be acted upon only if a majority of persons representing three fourths in value of the members, or class of members, of the Resulting Company 1, as the case may be, voting in person or by proxy or by postal ballot, agree to the Scheme.
3. Further in terms of the said Order, NCLT, has appointed Mr. Ashish Doshi, Practising Company Secretary as the Chairman of the meeting of the equity shareholders of Resulting Company 1 including for any adjournment or adjournments thereof. In addition, the Resulting Company 1 is seeking the approval of its equity shareholders to the Scheme by way of voting through postal ballot.
4. This statement is being furnished as required under Sections 230, 232 and 102 of the Companies Act, 2013 **("Act")** read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 **("Rules")**.
5. In accordance with the provisions of Sections 230 to 232 read with Section 66 of the Act, the

Scheme shall be acted upon only if majority of persons representing three fourths in value of the members, or class of members, of the Resulting Company 1, as the case may be, voting in person or by proxy or by postal ballot, agree to the Scheme.

6. **Background:**

6.1 **Details of Infibeam Avenues Limited / Demerged Company 1 / Infibeam**

(a) Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) or **"Infibeam"** or **"Demerged Company 1"** is a public listed company incorporated on 30 June 2010 under the provisions of Companies Act, 1956. It is registered to carry on the business of digital payments, E-commerce services, software business, e-commerce technology platforms and provide a comprehensive suite of web services spanning digital payment solutions, data centre infrastructure, software platforms etc.

(b) Corporate Identity Number (CIN): L64203GJ2010PLC061366

(c) Permanent Account Number (PAN): AACCI3501P

(d) Registered Office and e-mail address: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT City, Gandhinagar – 382 355, Gujarat, India
E-mail address: ir@ia.ooo

(e) The equity shares of the Demerged Company 1 are listed on the BSE Limited and the National Stock Exchange of India Limited.

(f) Names of the promoters and directors along with their addresses as on date:

Details of Promoter and Promoter Group

Sr. No.	Name of the Promoter and Promoter Group	Address
1	Mr. Ajitbhai Champaklal Mehta	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India.
2	Ms. Jayshreeben Ajitbhai Mehta	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India.
3	Mr. Vishal Ajitbhai Mehta	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India.
4	Mr. Malav Ajitbhai Mehta	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India.
5	Ms. Nirali Vishal Mehta	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India.
6	Mr. Subhashchandra Rambhai Amin	Ram House, Near Atlanta Tower, Gulbai Tekra, Ahmedabad - 380006, Gujarat, India.
7	Ms. Anoli Malav Mehta	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India.
8	Ms. Achalaben S Amin	Ram House, Near Atlanta Tower, Gulbai Tekra, Ahmedabad - 380006, Gujarat, India.
9	Ms. Mokshadaben Pravinbhai Sheth	30, Hermitage Villa, Ambali, Dascroi, Ahmedabad – 380001, Gujarat, India.
10	Ms. Pallavi Kumarpal	8, Adesh Appt., Nr. Dharnidhar Temple, Paldi, Ahmedabad – 380007, Gujarat, India.
11	Ms. Bhadrika Arvind Shah	14-A, Ashok Vatika, Ambli - Bopal Road, Bopal, Ahmedabad – 380058, Gujarat, India.
12	Ms. Shreya Nisarg Parikh	A - 38, Shri Krishna Apartment, Bodakdev, Ta - Daskroi, Ahmedabad – 380054, Gujarat, India.
13	Infinium Motors Private Limited	842 Near YMCA, Sarkhej-Gandhinagar highway, Ahmedabad - 380 006, Gujarat, India
14	Tripwheels and Drive Private Limited *(Formerly known as*	9th Floor Shitiratna, Off C G Road, Nr. Panchavati Circle, Ahmedabad - 380 006, Gujarat, India.

	Infinium Auto Mall Private Limited)	
15	Infinium Communications Private Limited	9th Floor Shitiratna, Off C G Road, Nr. Panchavati Circle, Ahmedabad - 380 006, Gujarat, India.
16	Infinity Drive Private Limited	A/1/22, Amrapali, Sukhipura, Paldi, Ahmedabad - 380 007, Gujarat, India.
17	Infinium Motors (Gujarat) Private Limited	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
18	O3 Developers Private Limited *(Formerly known as Infinium Natural Resources Investments Private Limited)*	9th Floor Shitiratna, Off C G Road, Nr. Panchavati Circle, Ahmedabad - 380 006, Gujarat, India.
19	Ajit Mehta HUF	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
20	Vishal Mehta HUF	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
21	Malav Mehta HUF	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
22	V.M. Associates	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
23	Advanced Energy Resources & Management Private Limited	Plot No.392, Palasuni Rasulgarh Bhubaneswar - 751010
24	ING Satcom Limited	9th Floor Shitiratna, Off C G Road, Nr. Panchavati Circle, Ahmedabad - 380 006, Gujarat, India.
25	TIW Systems Private Limited	9th Floor Shitiratna, Off C G Road, Nr. Panchavati Circle, Ahmedabad - 380 006, Gujarat, India.
26	YORO Club LLP	9th Floor Shitiratna, Off C G Road, Nr. Panchavati Circle, Ahmedabad - 380 006, Gujarat, India.
27	VIMA Enterprises LLP	9th Floor Shitiratna, Off C G Road, Nr. Panchavati Circle, Ahmedabad - 380 006, Gujarat, India.
28	Lubi Industries LLP	Near Kalyan Mills, Naroda Road Ahmedabad – 380025, Gujarat, India

Details of Directors

Name of the Director	Designation	DIN	Address
Mr. Ajit Champaklal Mehta	Chairman	01234707	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
Mr. Vishal Ajitbhai Mehta	Managing Director	03093563	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
Mr. Vishwas Ambalal Patel	Executive Director	00934823	Sai Darshan Apartment, 1st Floor Chapel Lane, S.V. Road, Santacruz (W), Mumbai - 400 054, Maharashtra, India
Mr. Keyoor Madhusudan Bakshi	Independent Director	00133588	B 305, Silver Gardenia, Opp. Vishvanath Mahadev Temple, S G Highway, Gota, Ahmedabad 382 481, Gujarat, India
Mr. Roopkishan Sohanlal Dave	Independent Director	02800417	Plot No.296/2, Sector-7/A, Gandhinagar - 382 007, Gujarat, India.
Ms. Vijaylaxmi Tulsidas Sheth	Independent Director	07129801	405, Moin Apt, Muslim Society, Navrangpura, Ahmedabad - 380 009, Gujarat, India.
Mr. Piyushkumar Mithileshkumar Sinha	Independent Director	00484132	House Number 416, IIMA Campus, Vastrapur, Ahmedabad – 380015, Gujarat, India.

(g) The main objects of the Demerged Company 1 as set out in its Memorandum of Association are as follows:

- *To carry on in India or elsewhere the business to manufacture, produce, assemble, repair, install, maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, merchandise, mould, print, insulate, hire, let on hire, broadcast relay, exhibit, inform and to act as wholesaler, retailers, agent, stockists, distributors, show room owners, franchiser or otherwise to deal in all sorts of items, system, plants, machines, instruments, apparatus, appliances, devices, articles or things of communication of different models, capacities, characteristics, applications and uses in all its branches such as radio communication, tele communications, space communication, satellite communications, wireless communications, computer communications, telephonic and telegraphic communications, wave communications, under water communications and such other communication systems as may be discovered in future and to carry out all the foregoing activities for components, parts, fittings, fixture, accessories, tools, devices and system, connected thereto.*
- *To carry on in India or elsewhere in the World, with or without collaboration, the business as software engineers, software developers, software programmers, networking engineers, web designers, web development, application development and integration, varied hardware and software solutions, compushop, management of bulk data in all of its aspect and to design, develop, apply, interpret, analyse, improve and buy, sell, import, export, hire, lease, license, operate, assemble, repair, recondition, alter, convert, improve, upgrade, install, modify system development and support software of all kinds for usage in all fields of applications in all fields of technology, to provide ERP video conferencing, telecommunication software, satellite communication software, radio communication software, wireless communication software, corporate communication software, parallel communication software, collection, storing, tabulations, analysis and interpretation of data of all kinds, real time applications, web applications and to provide high-tech solutions, to give consultancy in respect thereof and to develop, prepare, run, update, event, analyse, design, improve the various programmes and to provide, lease, hire, transfer, buy, sell, import, export such programmes to various kind of users either on BOOM or BOLT basis and other services connected therewith.*
- *To carry on business of online multi-brand retail trading activity through web portal, online advertising and ticketing for entertainment events, web services and data centre services including and not limited to cloud services, storage and compute, hosting, domains, storage, data analytics and other software services.*
- *To carry on business of providing payments services, Internet Service Provider which includes providing Electronic Main Service, Internet, Facsimile Services, Web Sites creation, Designing, Selling, Leasing and marketing of Web Sites, produce promotion for in house as well for clients, linking Web Server to World Wide Web (WWW) through Satellite, transferring, downloading or unlinking of Software, Commercial Information, Voice and Data, Usage of Integral Service Digital Network (ISDN), Asymmetric Digital Subscriber Line (ADSL), High Speed V-Sat Network, Video Conferencing directly or through VSNL Satellite Network or any other network whether within India and or elsewhere in the world and to manufacture all kinds of hardware, plant, machinery, equipment, softwares, systems, used in the field of information technology and to apply for authorization from the Reserve Bank of India under the Payment and Settlement Systems (PSS) Act 2007 to set up a Bharat Bill Payment Operating Unit (BBPOU) under the Bharat Bill Payment System (BBPS) in India as well as obtain necessary certification from the Bharat Bill Payment Central Unit (BBPCU) with regards to our adherence to the BBPS standards for processing bill payments so as to enable us to provide an integrated bill payment system that offers interoperable and accessible bill payment services to billers, customers through our network of agents, allows multiple payment*

modes, and provides instant confirmation of payment. To work as an authorised operational unit, working in adherence to the standards set by the (BBPCU) and do all such acts and deeds as specified and / or allowed by BBPCU including on-boarding of billers and aggregators as per standards / rules, appointment of agents; carrying out due diligence (as 'per processes and rules set out for appointment of sub-agents); ensure confidentiality and privacy standards are in place; carry out Infrastructure development, application development, including APIs where required, in adherence to standards set by the BBPS; Transaction handling - Safety and security of transactions, verification of biller information, adherence to transaction flow standards / rules set by the BBPS; handling customer grievances and disputes as per set procedures and standards for billers / agents / end-customers; provide value-added services - provide MIS and Reporting and other services to the billers / aggregators / agents etc. and all such acts and deeds as specified / allowed by RBI or BBPCU from time to time and to undertake any business currently existing or introduced in future by RBI/ NPCI/ Governing authority in respect of the online Payment System in India.

- *To apply for authorization from Reserve Bank of India and to undertake and do the business of issuing Prepaid Payment Instruments including but not limited to Semi Open Prepaid Payment Instruments, Semi-Closed System Payment Instruments, Open System Payment Instruments, e- wallets, Co-Branded Wallets, and any other pre-paid payment instrument existing or introduced in future in the industry as allowed by the Reserve Bank of India from time to time. To undertake supplementary business relevant to online payment systems and any related pre-paid instruments as per the circulars issued / amended by RBI/Governing authority from Time to time.*
- *To apply for authorization from Reserve Bank of India for Payments Bank under Section 22 of the Banking Regulation Act, 1949 and governed by the provisions of the Banking Regulation Act, 1949; Reserve Bank of India Act, 1934; Foreign Exchange Management Act, 1999; Payment and Settlement Systems Act, 2007; Deposit Insurance and Credit Guarantee Corporation Act, 1961; other relevant Statutes and Directives, Prudential Regulations and other Guidelines/ Instructions issued by RBI and other regulators from time to time and then to apply for scheduled bank status once it commences operations, and is found suitable as per Section 42 (6) (a) of the Reserve Bank of India Act, 1934 and to further undertake and do the business and set up outlets such as branches, Automated Teller Machines (ATMs), Business Correspondents (BCs), Acceptance of demand deposits, Issuance of ATM / Debit Cards, Payments and remittance services, Internet Banking, Function as Business Correspondent (BC) of another bank etc. and to undertake only certain restricted activities permitted to banks under the Banking Regulation Act, 1949 as allowed by the Reserve Bank of India from time to time.*

(h) This object clause was altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Demerged Company 1 held on 28 June 2018.

(i) The name Infibeam Avenues Limited was changed from Infibeam Incorporation Limited with effect from 23 July 2018.

(j) The Registered Office of the Demerged Company 1 was changed from 9th Floor, A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehrunagar, Satellite Road, Ahmedabad- 380015, Gujarat to its present address with effect from September 25, 2017.

(k) The share capital of the Demerged Company 1 as on March 31, 2020 is as follows:

Particulars	INR
Authorized Share Capital	
89,75,00,000 equity shares of Re. 1 each	89,75,00,000
2,50,000 0.01% Cumulative Compulsorily Convertible Preference Shares of Rs. 10 each	25,00,000

Particulars	INR
Total	**90,00,00,000**
Issued Capital	
66,47,20,260 equity shares of Re. 1 each	66,47,20,260
Total	**66,47,20,260**
Subscribed and Paid Up Capital	
66,47,20,260 equity shares of Re. 1 each	66,47,20,260
Total	**66,47,20,260**

There is no change in the above capital structure subsequent to the aforesaid date.

6.2 **Details of Suvidhaa Infoserve Limited / Resulting Company 1 / Suvidhaa**

(a) Suvidhaa Infoserve Limited or **"Suvidhaa"** or **"Resulting Company 1"** is an unlisted public company incorporated on 22 June 2007 under the provisions of the Companies Act, 1956. It is registered to provide facility to make payments for a host of services like utility bill payment, renewal insurance premium collection, telecom, mobile, DTH recharges besides travel ticketing (rail, air and bus), domestic remittance services, merchant acquiring services etc.

(b) Corporate Identity Number (CIN): U72900GJ2007PLC109642

(c) Permanent Account Number (PAN): AAKCS9448K

(d) Registered Office and e-mail address: Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India
E-mail address:legal@suvidhaa.com

(e) Names of the promoters and directors along with their addresses as on date:

Details of Promoters and Promoter Group

Sr. No.	Name of the Promoter and Promoter Group	Address
1	Mr. Paresh Jamnadas Rajde	B-1001, Rahul towers, Dr. R.P. Road, Mulund (west), Mumbai-400093, Maharashtra, INDIA

Details of Directors

Name of the Director	Designation	DIN	Address
Mr. Paresh Jamnadas Rajde	Managing Director	00016263	B-1001, Rahul towers, Dr. R.P. Road, Mulund (west), Mumbai-400093, Maharashtra, INDIA
Mr. Prashant Prahaladray Thakar	Chief Financial Officer and Director	03179115	1101, Borivali Shayam CHS Ltd, Shimpoli Road, Opp. Big Boss Saloon, Near Salute Hotel, Kastur Park, Borivali (west), Mumbai-400092,
Mr. Nilesh Navinchandra Gor	Director	07768798	A-401, Kant Amrut Nagar CHS, Ghatkopar (west), Mumbai-400086
Mr. Vinayak Jadhav	Independent Director	02312072	B-wing, Flat no. 907, Neelam Nagar, Sanskar CHS, Mulund (east), Mumbai-400081, Maharashtra, INDIA
Mr. Sanjay Goel	Independent Director	00191575	129, Grow More Tower, Sector-2, Plot 5, Station Road, Khargar, Navi Mumbai-410210, Maharashtra, INDIA

(f) The main objects of the Resulting Company 1 as set out in its Memorandum of Association are as follows:

- *To carry on the business of aggregator, distributor, facilitator, enabler to the service providers, manufacturers of various products/services including but not limited to financial*

institutions within India and across the world directly or indirectly through marketing, promotion, distribution including but not limited to digital or physical network and providing the various services including value added services and/or products, information thereon by using various technologies, facilitating and/or providing payment solutions and / or payment processing for its users which could be business, government, consumers or any other entity.

- *To carry on the business of providing technology solutions, infrastructure, platforms, applications and services including but not limited to design, develop, operate and maintain for businesses, government agencies, customers or any other entity.*

(g) This object clause was altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Resulting Company 1 held on 17 April 2018.

(h) The name of the company was changed from Suvidhaa Infoserve Private Limited to Suvidhaa Infoserve Limited pursuant to conversion of the company from private limited to public limited with effect from 27 December 2019.

(i) The registered office of the Resulting Company 1 was changed from 2nd Floor, Hi-tech Plaza, Mahakali Caves Road, Andheri (east), Mumbai-400093, Maharashtra to Gujarat at its present address with effect from 23 August 2019.

(j) The share capital of the Resulting Company 1 as on 31 March 2020 is as follows:

Particulars	INR
Authorised Share Capital	
14,00,00,000 equity shares of Re. 1 each	14,00,00,000
1,00,00,000 preference shares of Re. 1 each	1,00,00,000
Total	**15,00,00,000**
Issued Capital	
10,58,01,885 equity shares of Re. 1 each	10,58,01,885
Total	**10,58,01,885**
Subscribed and Paid-up Capital	
10,58,01,885 equity shares of Re. 1 each	10,58,01,885
Total	**10,58,01,885**

There is no change in the above capital structure subsequent to the aforesaid date.

The equity shares of Resulting Company 1 are not listed on stock exchanges in India or on any other stock exchange elsewhere.

6.3 **Details of DRC Systems India Limited / Resulting Company 2 / DRC**

(a) DRC Systems India Limited or **"DRC"** or **"Resulting Company 2"** is a public limited company incorporated on 27 April 2012 under the provisions of the Companies Act, 1956. It is registered to undertake software business, services across e-commerce, content management system, entertainment events management system, payment, processing system, mobile application, learning management system as well as ERP for both front-end user interface as well as back-end.

(b) Corporate Identity Number (CIN): U72900GJ2012PLC070106

(c) Permanent Account Number (PAN): AAECD2241D

(d) Registered Office and e-mail address: 24th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India.
E-mail address: hiten@drcsystems.com

(e) Names of the promoters and directors along with their addresses as on date:

Details of Promoters and Promoter Group

Sr. No.	Name of the Promoter and Promoter Group	Address
1	Infibeam Avenues Limited	28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT City, Gandhinagar – 382 355, Gujarat, India

Details of Directors

Name of the Director	Designation	DIN	Address
Mr. Vishal Ajitbhai Mehta	Director	03093563	Amijyot, Parimal Society, Ellisbridge, Ahmedabad - 380006, Gujarat, India
Mr. Hiten Ashwin Barchha	Director	05251837	P-44, Asmaakam Phase-02, Nr. Samang Row House, Vejalpur, Ahmedabad – 380051, Gujarat, India
Mr. Niteshbhai Ranchhodbhai Anghan	Independent Director	03360032	1201/A, 12th Floor, Serenity, CTS No. H 501/B and C, 2nd Hasanabad Lane, Santacruz, West Mumbai – 400054, Maharashtra, India

(f) The main objects of the Resulting Company 2 as set out in its Memorandum of Association are as follows:

- *To provide business process outsourcing services in area of finance and account consulting, marketing support, sales support, and back office operation support for any business vertical.*
- *To provide software consulting services which includes business requirement gathering & need analysis, feasibility study, preparing software solution specification, development, testing and support.*
- *To provide business IT services in the area of mobile application consulting, web consulting, cloud computing, IT Infrastructure management, ERP services and custom software application development.*
- *To provide knowledge processes services like investment research services, business research services, data analytics, market research services, business operations support and analytics and management.*
- *To carry out conceptualisation, design, develop, market and sale of web, mobile and embedded systems based service oriented product such as portals, SaaS base service and mobile Apps.*

(g) There has been no change in the objects of the Resulting Company 2 in the last 5 years.

(h) The name of the company was changed from DRC Systems India Private Limited to DRC Systems India Limited pursuant to conversion of the company from private limited to public limited with effect from 23 December 2019.

(i) The Registered Office of the DRC Systems India Limited was changed from Office No. 501 to 505, 5th Floor, Maurya Atria, Opp. Atithi Dinning, Judges Bunglow Road, Bodakdev, Ahmedabad-380054, Gujarat to its present address with effect from September 20, 2017.

(j) The Share Capital of the Resulting Company 2 as on 31 March 2020 is as follows:

Particulars	INR
Authorised Share Capital	
30,00,000 equity shares of Rs. 10 each	3,00,00,000
Total	**3,00,00,000**
Issued Capital	
22,50,000 equity shares of Rs. 10 each	2,25,00,000
Total	**2,25,00,000**

Particulars	INR
Subscribed and Paid-up Capital	
22,50,000 equity shares of Rs. 10 each	2,25,00,000
Total	**2,25,00,000**

There is no change in the above capital structure subsequent to the aforesaid date.

The equity shares of Resulting Company 2 are not listed on stock exchanges in India or on any other stock exchange elsewhere.

6.4 **Details of NSI Infinium Global Limited / Demerged Company 2 / NSI**

(a) NSI Infinium Global Limited or **"NSI"** or **"Demerged Company 2"** is a public limited company incorporated on 16 May 2002 under the provisions of the Companies Act, 1956. It is inter-alia engaged in E-commerce business, etc.

(b) Corporate Identity Number (CIN): U64203GJ2002PLC040741

(c) Permanent Account Number (PAN): AACCN6867D

(d) Registered Office and e-mail address: 27th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India.
E-mail address: pankil.choksi@gmail.com

(e) Names of the promoters and directors along with their addresses as on date:

Details of Promoters and Promoter Group

Sr. No.	Name of the Promoter and Promoter Group	Address
1	Suvidhaa Infoserve Limited	Unit No. 02, 28th Floor, GIFT - II Building, Block No. – 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India

Details of Directors

Name of the Director	Designation	DIN	Address
Pravin Anna Shirsat	Director	07797139	B-14, Rose View CHS Ltd, Om Nagar, Ambadi Road, Opp. Gayatri Mandir, Vasai Road West, Thane -401202, Maharashtra
Manoj Badu Mendon	Director	07891293	C-104, Swapna Kutir CHS Ltd, Om Nagar, Ambadi Road, Dhuri Complex Vasai (West), Bassein Road Vasai, Thane -401202 Maharshatra
Pankil Jitendrakumar Chokshi	Director	08348419	E-1,23 Shantinagar, Opp: Vejalpur Bus Stop, Vejalpur Ahmedabad- 380051, Gujarat
Mr. Sudhir Trivedi	Independent Director	08542009	C-803, Kalasagar Heights, Opp. Anmol Bunglow, New Ranip, Ahmedabad – 382480, Gujarat, India
Mr. Lalji Vora	Independent Director	00535626	A/2/13, Panchratna Apartment, Nr. Sandesh Press, Bodakdev, Ahmedabad – 380 054, Gujarat, India

(f) The main objects of the Demerged Company 2 as set out in its Memorandum of Association are as follows:

- *To carry on the business of setting up of wireless and satellite based communication system and networking on turnkey basis including the supply of equipments for such system and manufacturing of SATCOM equipments and its renting, leasing and trading in such*

equipments.

- *To carry on business of IT services in the area of Data Processing, Data Acquisition, Data Transmission, Datacenter services including and not limited to cloud services, cloud computing, IT Infrastructure management, web services, storage and compute, hosting, domains, storage, data analytics, act as Computer and Electronic Data Processing Consultants and Agents and to establish and run data processing centers and offer Consultancy and other services that are normally offered by data processing and computer centres to industrial, Commercial, Business and other types of Customer, Electronic Data Processing to Customers and others and to design, develop, alter, make, manufacture, produce, process, assemble, contract for, buy, sell, export, import, trade, or lease, hire or otherwise deal in computers, computer machinery, spare parts, electronic components, hardware, software, disks, plotters, digitizers in India or elsewhere.*

(g) This object clause was altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Demerged Company 2 held on 21 January 2020.

(h) The name of the company was changed from NSI Infinium Global Private Limited to NSI Infinium Global Limited pursuant to conversion of the company from private limited to public limited with effect from 20 December 2019.

(i) The Registered Office of the NSI Infinium Global Limited was changed from 8th Floor, A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehrunagar, Satellite Road, Ahmedabad- 380015, Gujarat to its present address with effect from October 17, 2017.

(j) The share capital of the Demerged Company 2 as on 31 March 2020 is as follows:

Particulars	INR
Authorized Share Capital	
10,00,000 equity shares of Rs. 10 each	1,00,00,000
Total	**1,00,00,000**
Issued Capital	
18,293 equity shares of Rs. 10 each	1,82,930
Total	**1,82,930**
Subscribed and Paid-up Capital	
18,293 equity shares of Rs. 10 each	1,82,930
Total	**1,82,930**

There is no change in the above capital structure subsequent to the aforesaid date.

The equity shares of Demerged Company 2 are not listed on stock exchanges in India or on any other stock exchange elsewhere.

7. **Relationship between companies forming part of the Composite scheme of arrangement:**

8.

(a) Demerged Company 1 / Infibeam

Sr. No.	Name of the Company	Relation
1	Suvidhaa Infoserve Limited	Infibeam and Suvidhaa are unrelated parties
2	DRC Systems India Limited	Infibeam is the holding company of DRC
3	NSI Infinium Global Limited	NSI is an associate company of Infibeam

(b) Resulting Company 1 / Suvidhaa

Sr. No.	Name of the Company	Relation
1	Infibeam Avenues Limited	Suvidhaa and Infibeam are unrelated parties
2	DRC Systems India Limited	Suvidhaa and DRC are unrelated parties

3	NSI Infinium Global Limited	Subsidiary as per clause (i) of Section 2(87) of Companies Act, 2013

(c) Resulting Company 2 / DRC

Sr. No.	Name of the Company	Relation
1	Infibeam Avenues Limited	DRC is a subsidiary company of Infibeam
2	Suvidhaa Infoserve Limited	DRC and Suvidhaa are unrelated parties
3	NSI Infinium Global Limited	DRC and NSI are unrelated parties

(d) Demerged Company 2 / NSI

Sr. No.	Name of the Company	Relation
1	Infibeam Avenues Limited	NSI is an associate Company of Infibeam
2	Suvidhaa Infoserve Limited	Suvidhaa is a Holding Company of NSI as per clause (i) of section 2(87) of companies Act, 2013
3	DRC Systems India Limited	NSI and DRC are unrelated parties

9. **Corporate Approvals:**

The proposed Scheme was placed before the Audit Committee of the Demerged Company 1 at its meeting held on 12 September 2019. The Audit Committee of the Demerged Company 1 took into account Valuation Report dated 12 September 2019 issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants and Fairness Opinion dated 12 September 2019 issued by Kunvarji Finstock Private Limited. The Audit Committee of the Demerged Company 1 based on the aforesaid, inter alia, recommended the Scheme to the Board of Directors of the Demerged Company 1.

The Board of Directors of the Demerged Company 1 (after taking on record the recommendations of the Audit Committee), Resulting Company 1, Resulting Company 2 and Demerged Company 2 at their respective Board Meeting held on 12 September 2019 had approved the proposed Composite Scheme of Arrangement, after taking on record the Valuation Report dated 12 September 2019 issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants and Fairness Opinion dated 12 September 2019 issued by Kunvarji Finstock Private Limited. The same are annexed to this Notice as **Annexures 2 and 3** respectively.

A copy of the Scheme setting out in detail the terms and conditions of the arrangement as approved by Board of Directors of the Demerged Company 1, Resulting Company 1, Resulting Company 2 and Demerged Company 2 at their respective Board Meeting is annexed to this Notice as **Annexure - 1** and forms part of this statement.

Names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate in such resolution:

a) Demerged Company 1

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Mr. Ajit Champaklal Mehta	Non-Executive Chairman	Yes	-	-
Mr. Vishal Ajitbhai Mehta	Managing Director	Yes	-	-
Mr. Malav Ajitbhai Mehta (Director upto 5 June 2020)	Non-Executive Director	Yes	-	-

Mr. Vishwas Ambalal Patel	Executive Director	Yes	-	-
Mr. Keyoor Madhusudan Bakshi	Independent Director	Yes	-	-
Mr. Roopkishan Sohanlal Dave	Independent Director	Yes	-	-
Ms. Vijaylaxmi Tulsidas Sheth	Independent Director	Yes	-	-
Mr. Piyushkumar Mithileshkumar Sinha	Independent Director	Yes	-	-

b) Resulting Company 1

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Mr. Paresh Jamnadas Rajde	Managing Director	Yes	-	-
Mr. Prashant Prahaladray Thakar	Chief Financial Officer and Director	Yes	-	-
Mr. Nilesh Navinchandra Gor	Director	Yes	-	-

Mr. Vinayak Jadhav and Mr. Sanjay Goel have been appointed as directors of Resulting Company 1 on 23 September 2020. They were not directors of the Resulting Company 1 on the date of board meeting for approving the Scheme.

c) Resulting Company 2

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Mr. Malav Ajitbhai Mehta (Director upto 8 June 2020)	Director	Yes	-	-
Mr. Vishal Ajitbhai Mehta	Director	Yes	-	-
Mr. Yogeshkumar Popatbhai Sutariya (Director upto 1 April 2020)	Director	Yes	-	-

Mr. Niteshbhai Ranchhodbhai Anghan and Mr. Hiten Ashwin Barchha have been appointed as directors of Resulting Company 2 on 1 April 2020 and 8 June 2020 respectively. They were not directors of the Resulting Company 2 on the date of board meeting for approving the Scheme.

d) Demerged Company 2

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Mr. Pravin Anna Shirsat	Director	Yes	-	-
Mr. Manoj Badu Mendon	Director	Yes	-	-
Mr. Pankil Jitendrakumar Chokshi	Director	Yes	-	-

Mr. Sudhir Trivedi and Mr. Lalji Vora have been appointed as directors of Demerged Company 2 on 31 August 2020. They were not directors of the Demerged Company 2 on the date of board meeting for approving the Scheme.

10. **Rationale of the Scheme:**

The proposed restructuring pursuant to this Scheme is expected, inter-alia, to result in following benefits:

(i) Segregation of the SME E-Commerce Services Undertaking and the Themepark & Event Software Business Undertaking of Infibeam into Suvidhaa and DRC respectively and the E-Commerce Business Undertaking of NSI into Suvidhaa;
(ii) Allow management of each of the Resulting companies to pursue independent growth strategies in markets;
(iii) It is believed that the proposed demerged will create enhanced value for shareholders and allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders and the persons connected with the aforesaid companies;
(iv) Enhance competitive strength, achieve cost reduction and efficiencies of the aforesaid companies and thereby significantly contributing to future growth;
(v) The demerger will also provide scope for collaboration and expansion.

11. **Salient Features of the Scheme:**

The material provisions of the proposed scheme of arrangement are as under:

1. ***Definitions:***

1.2 ***"Appointed Date"*** *means 1st day of April 2020 or such other date as may be approved by the National Company Law Tribunal ('NCLT') or by any other competent authority;*

1.9 ***"E-Commerce Business Undertaking"*** *means all the businesses, undertakings, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to E-Commerce Business, including the following:*

(a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the E-Commerce Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to and in relation to the E-Commerce Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto pertaining to the E-Commerce Business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the E-Commerce Business;

(e) all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, copyrights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever, perpetual right to use any other intellectual property of NSI having used in the E-Commerce Business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by NSI pertaining to or in connection with or relating to NSI in respect of the E-Commerce Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by NSI and pertaining to the E-Commerce Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the E-Commerce Business;

(h) investments in shares, debentures and other securities held by NSI in relation to the E-Commerce Business;

(i) all debts, liabilities including contingent liabilities, duties, Taxes and obligations of NSI in relation to and pertaining to the E-Commerce Business;

(j) all employees of NSI employed/engaged in and relatable to the E-Commerce Business as on the Effective Date; and

(k) all legal or other proceedings of whatsoever nature that pertain to the E-Commerce Business

Explanation: In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the E-Commerce Business or

whether it arises out of the activities or operations of the E-Commerce Business, the same shall be decided by mutual agreement between Board of Directors of NSI and Suvidhaa.

1.10 ***"Effective Date"*** *means the date on which the certified copy of the order of NCLT under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 sanctioning the Scheme is filed with the Registrar of Companies, Gujarat, at Ahmedabad;*

1.17 ***"NCLT"*** *means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction in relation to Infibeam, Suvidhaa, DRC and NSI;*

1.19 ***"Record Date"*** *means the date to be fixed by the Board of Directors of Suvidhaa and DRC for the purpose of determining the shareholders of Infibeam and NSI, as the case may be, to whom shares of Suvidhaa and DRC shall be allotted pursuant to Demerger under this Scheme;*

1.23 ***"Scheme"*** *means this scheme of arrangement including any modification or amendment hereto, made in accordance with the terms hereof;*

1.27 ***"SME E-Commerce Services Undertaking"*** *means all the businesses, undertakings, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to SME E-Commerce Services Business (which includes Infibeam's strategic investments in NSI), including the following:*

(a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the SME E-Commerce Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to and in relation to the SME E-Commerce Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto pertaining to the SME E-Commerce Services Business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders,

expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the SME E-Commerce Services Business;

(e) all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, copyrights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever, perpetual right to use any other intellectual property of Infibeam having used in the SME E-Commerce Services Business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Infibeam pertaining to or in connection with or relating to Infibeam in respect of the SME E-Commerce Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Infibeam and pertaining to the SME E-Commerce Services Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the SME E-Commerce Services Business;

(h) investments in shares, debentures and other securities held by Infibeam in relation to the SME E-Commerce Services Business;

(i) all debts, liabilities including contingent liabilities, duties, Taxes and obligations of Infibeam in relation to and pertaining to the SME E-Commerce Services Business;

(j) all employees of Infibeam employed/engaged in and relatable to the SME E-Commerce Services Business as on the Effective Date; and

(k) all legal or other proceedings of whatsoever nature that pertain to the SME E-Commerce Services Business

Explanation: In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the SME E-Commerce Services

Business or whether it arises out of the activities or operations of the SME E-Commerce Services Business, the same shall be decided by mutual agreement between Board of Directors of Infibeam and Suvidhaa.

1.32 ***"Themepark & Event Software Undertaking"*** *means all the businesses, undertakings, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Themepark & Event Software Business, including the following:*

(a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Themepark & Event Software Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to and in relation to the Themepark & Event Software Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto pertaining to the Themepark & Event Software Business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Themepark & Event Software Business;

(e) all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, copyrights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever,

perpetual right to use any other intellectual property of Infibeam having used in the Themepark & Event Software Business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Infibeam pertaining to or in connection with or relating to Infibeam in respect of the Themepark & Event Software Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Infibeam and pertaining to the Themepark & Event Software Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Themepark & Event Software Business;

(h) investments in shares, debentures and other securities held by Infibeam in relation to the Themepark & Event Software Business;

(i) all debts, liabilities including contingent liabilities, duties, Taxes and obligations of Infibeam in relation to and pertaining to the Themepark & Event Software Business;

(j) all employees of Infibeam employed/engaged in and relatable to the Themepark & Event Software Business as on the Effective Date; and

(k) all legal or other proceedings of whatsoever nature that pertain to the Themepark & Event Software Business

Explanation: In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the Themepark & Event Software Business or whether it arises out of the activities or operations of the Themepark & Event Software Business, the same shall be decided by mutual agreement between Board of Directors of Infibeam and DRC.

DEMERGER OF SME E-COMMERCE SERVICES UNDERTAKING OF INFIBEAM AND ITS VESTING IN SUVIDHAA

5. TRANSFER OF ASSETS

5.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the SME E-Commerce Services Undertaking (including all the assets, rights, claims, title, interest and authorities including accretions and appurtenances of the SME E-Commerce Services Undertaking) shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act and without any further act, instrument or deed, be demerged from Infibeam and be transferred to and vested in and

be deemed to have been demerged from Infibeam and transferred to and vested in Suvidhaa as a going concern so as to become as and from the Appointed Date, the assets, rights, claims, title, interest and authorities of Suvidhaa, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

5.2 In respect of such of the assets of the SME E-Commerce Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and / or delivery, the same shall be so transferred by Infibeam, upon the coming into effect of this Scheme, and shall become the property of Suvidhaa as an integral part of the SME E-Commerce Services Undertaking with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

5.3 In respect of movables other than those dealt with in Clause 5.2 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi- governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in Suvidhaa without any notice or other intimation to the debtors.

5.4 Suvidhaa may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in Suvidhaa.

5.5 In respect of such of the assets belonging to the SME E-Commerce Services Undertaking other than those referred to in Clause 5.2 and 5.3 above, the same shall, as more particularly provided in Clause 5.1 above, without any further act, instrument or deed, be demerged from Infibeam and transferred to and vested in and/or be deemed to be demerged from Infibeam and transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act. For the purpose of giving effect to the vesting order passed under Section 230 to 232 read with Section 66 and other applicable provisions of the Act in respect of the Scheme, Suvidhaa shall be entitled to exercise all the rights and privileges and be liable to pay all Taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties, including mutation and/or substitution of the title to, or interest in the immovable properties which shall be made and duly recorded by the Governmental Authority(ies) in favour of Suvidhaa pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by Infibeam and/or Suvidhaa. It is clarified that Suvidhaa shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.

Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority, in favour of Suvidhaa, Suvidhaa shall be deemed to be authorized to carry on the business in the name and style of Infibeam under the relevant agreement, deed, lease and/or

license, as the case may be, and Suvidhaa shall keep a record and/or account of such transactions.

5.6 *All assets, rights, title, interest and investments of Infibeam in relation to the SME E-Commerce Services Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act.*

5.7 *Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, Suvidhaa will be entitled to all the intellectual property rights of Infibeam in relation to the SME E-Commerce Services Undertaking. Suvidhaa may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of Suvidhaa.*

5.8 *Any asset acquired by Infibeam after the Appointed Date but prior to the Effective Date pertaining to the SME E-Commerce Services Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in Suvidhaa upon the coming into effect of this Scheme.*

5.9 *For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of Infibeam in any leasehold/licensed properties in relation to the SME E-Commerce Services Undertaking shall, pursuant to Section 232 (4) and other applicable provisions of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in Suvidhaa automatically without requirement of any further act or deed.*

5.10 *On and from the Effective Date, and thereafter, Suvidhaa shall be entitled to operate the bank accounts of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns, if any, and issue credit notes in relation to or in connection with the SME E-Commerce Services Undertaking of Infibeam, in the name of Suvidhaa in so far as may be necessary until the transfer of rights and obligations of the SME E-Commerce Services Undertaking to Suvidhaa under this Scheme have been formally given effect to under such contracts and transactions.*

5.11 *All the Taxes, if any, paid or payable by Infibeam after the Appointed Date and specifically pertaining to SME E-Commerce Services Undertaking shall be treated as paid or payable by Suvidhaa and Suvidhaa shall be entitled to claim all the credit, refund or adjustment for the same as may be applicable.*

5.12 *Suvidhaa shall be entitled to get credit/claim refund regarding any Tax paid and/or tax deduction at source certificates, pertaining to the SME E-Commerce Services Undertaking.*

5.13 *If Infibeam is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the SME E-Commerce Services Undertaking under any Tax Laws or applicable Laws, Suvidhaa shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilized credits as the case may be without any specific approval or permission.*

5.14 Without prejudice to the generality of the above, all benefits including under Tax Laws, to which Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, is entitled to in terms of the applicable Tax Laws, including, but not limited to advances recoverable in cash or kind or for value, and deposits with any Governmental Authority or any third party/entity, shall be available to, and vest in, Suvidhaa.

5.15 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, has been replaced with that of Suvidhaa, Suvidhaa shall be entitled to operate the bank account of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, in the name of Infibeam in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, after the Effective Date shall be accepted by the bankers of Suvidhaa and credited to the account of Suvidhaa, if presented by Suvidhaa. Suvidhaa shall be allowed to maintain bank accounts in the name of Infibeam for such time as may be determined to be necessary by Suvidhaa for presentation and deposition of cheques and pay orders that have been issued in the name of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking. It is hereby expressly clarified that any legal proceedings by or against Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of Infibeam shall be instituted, or as the case may be, continued by or against Suvidhaa after the coming into effect of this Scheme.

7. TRANSFER OF LIABILITIES

7.1 *Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the activities or operations of the SME E-Commerce Services Undertaking) of Infibeam as on the Appointed Date and relatable to the SME E-Commerce Services Undertaking ('Transferred Liabilities') shall, without any further act, instrument or deed, be and stand transferred to and be deemed to be transferred to Suvidhaa to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of Suvidhaa which shall meet, discharge and satisfy the same. The term "Transferred Liabilities" shall include:*

(i) the liabilities which arise out of the activities or operations of the SME E-Commerce Services Undertaking;

(ii) the specific loans or borrowings raised, incurred and utilized solely for the activities or operations of the SME E-Commerce Services Undertaking; and

(iii) in cases other than those referred to in Clause 7.1(i) or Clause 7.1(ii) above, so much of the amounts of liabilities as may be decided by the Board of directors of Infibeam and Suvidhaa which would be in compliance with the provisions of Section 2(19AA) of the Income-tax Act, 1961.

7.2 *Where any of the loans raised and used, debts, liabilities, duties and obligations of Infibeam as on the Appointed Date deemed to be transferred to Suvidhaa have been discharged by Infibeam on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Suvidhaa.*

7.3 *Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by Infibeam for the operations of the SME E-Commerce Services Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of Suvidhaa and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to Suvidhaa and shall become the loans, debts, liabilities, duties and obligations of Suvidhaa.*

7.4 *In so far as the existing Encumbrances in respect of the Transferred Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the SME E-Commerce Services Undertaking which have been Encumbered in respect of the Transferred Liabilities as transferred to Suvidhaa pursuant to this Scheme. Provided that if any of the assets comprised in the SME E-Commerce Services Undertaking which are being transferred to Suvidhaa pursuant to this Scheme have not been Encumbered in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.*

7.5 *For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, subject to Clause 7.4, the Encumbrances over such assets relating to the Transferred Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the SME E-Commerce Services Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or debentures or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with Infibeam), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.*

7.6 *Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of the Scheme, Infibeam and Suvidhaa shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the RoC to give formal effect to the above provisions, if required.*

7.7 *Upon the coming into effect of this Scheme, Suvidhaa alone shall be liable to perform all obligations in respect of the Transferred Liabilities, which have been transferred to it in terms of this Scheme, and Infibeam shall not have any obligations in respect of such Transferred Liabilities. However, Infibeam shall extend necessary cooperation in this regard.*

7.8 *It is expressly provided that, save as mentioned in this Clause 7, no other term or condition of the liabilities transferred to Suvidhaa as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.*

7.9 *The provisions of this Clause shall be subject to the clauses contained in any instrument, deed or writing or the terms of sanction or issue or any security document entered into between Infibeam and Suvidhaa, if any.*

8. LEGAL, TAXATION AND OTHER PROCEEDINGS

8.1 *Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal), by or against Infibeam and relating to the SME E-Commerce Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Suvidhaa after the Effective Date. Infibeam shall in no event be responsible or liable in relation to any such legal or other proceedings against Suvidhaa. Suvidhaa shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Infibeam.*

8.2 *If proceedings are taken against Infibeam in respect of the matters referred to in Clause 8.1 above, it shall defend the same in accordance with the advice of Suvidhaa and at the cost of Suvidhaa, and the latter shall reimburse and indemnify Infibeam against all liabilities and obligations incurred by Infibeam in respect thereof.*

8.3 *Suvidhaa undertakes to have all legal or other proceedings initiated by or against Infibeam referred to in Clause 8.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Suvidhaa to the exclusion of Infibeam. Each of the Companies shall make relevant applications in that behalf.*

11. CONSIDERATION

11.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the SME E-Commerce Services Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

197 (One Hundred Ninety-Seven) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 1,500 (One Thousand Five Hundred) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

It is clarified that no shares shall be issued by Suvidhaa in respect of the shares held by Suvidhaa or any of its subsidiary companies, if any, in Infibeam.

11.2 The equity shares to be issued and allotted as provided in Clause 11.1 above shall be subject to the provisions of the Memorandum and Articles of Association of Suvidhaa and shall rank pari-passu in all respects with the then existing equity shares of Suvidhaa after the Record Date including with respect to dividend, bonus entitlement, rights' shares' entitlement, voting rights and other corporate benefits.

11.3 In case any shareholder's shareholding in Infibeam is such that such shareholder becomes entitled to a fraction of an equity share of Suvidhaa, Suvidhaa shall not issue fractional shares to such shareholder but shall consolidate such fractions and issue and allot the consolidated shares directly to a trustee nominated by the Board of Directors of Suvidhaa in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to Suvidhaa, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon Suvidhaa shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Infibeam in proportion to their respective fractional entitlements.

11.4 The equity shares to be issued pursuant to Clause 11.1 above shall be issued in dematerialized form only by Suvidhaa. The shareholders of Infibeam shall be required to provide details as required thereof by Suvidhaa for such issuance of shares in dematerialized form. In the event that a shareholder of Infibeam holds equity shares of Infibeam in physical form or if any shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Suvidhaa, then Suvidhaa shall issue equity shares in demat form to a trustee nominated by the Board of Directors of Suvidhaa in that behalf, who shall hold such shares for and on behalf of such shareholder or shareholders.

11.5 The equity shares to be issued by Suvidhaa pursuant to this Scheme, in respect of such of the equity shares of Infibeam which are held in abeyance under the applicable provisions of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, also be kept in abeyance by Suvidhaa.

11.6 The equity shares issued pursuant to Clause 11.1, which Suvidhaa is unable to allot due to applicable Laws (including, without limitation, the non receipt of approvals of Governmental Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Suvidhaa and shall be dealt with in the manner as may be permissible under the applicable Law and deemed fit by the Board of Directors of Suvidhaa including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 11.3 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Infibeam, in proportion to their entitlements as per the process specified in Clause 11.3 above. If the above cannot be effected for any reason, Suvidhaa shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under applicable Law. Suvidhaa and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.

11.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Infibeam, the Board of Directors of Infibeam shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Infibeam as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares in relation to the shares issued by Suvidhaa. The Board of Directors of Infibeam shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Suvidhaa on account of difficulties faced in the transition period.

11.8 The issue and allotment of equity shares by Suvidhaa to the members of Infibeam as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act or deed on the part of Suvidhaa as if the procedure laid down under the Act and such other applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of Suvidhaa to this Scheme shall be deemed to be their consent / approval for the issue and allotment of equity shares.

11.9 In the event that the Companies alter their equity share capital, including but not limited to, by way of share split / consolidation / further issue of shares in any manner whatsoever during the pendency of the Scheme, the share exchange ratio as per Clause 11.1 above, shall be adjusted accordingly to take into account the effect of any such actions unless otherwise decided by the Board of directors of Infibeam and Suvidhaa. It

is clarified that the approval of the members of Companies to the Scheme shall be deemed to be their consent / approval also to the adjusted share exchange ratio as per this clause.

11.10 Suvidhaa shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares by Suvidhaa to the shareholders of Infibeam.

11.11 Suvidhaa shall, if necessary and to the extent required, increase its authorized share capital to facilitate issue of shares under the Scheme. It is clarified that the approval of the members of Suvidhaa to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of Suvidhaa as required under Section 13, 14, 61, 64 and other applicable provisions of the Act.

11.12 The equity shares issued pursuant to Clause 11.1 shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Suvidhaa shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 11.1 above.

11.13 Suvidhaa shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.

11.14 The shares allotted by Suvidhaa pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

11.15 There shall be no change in the shareholding pattern or control in Suvidhaa between the Record Date and the listing which may affect the status of the approval.

12. ACCOUNTING TREATMENT IN THE BOOKS OF INFIBEAM AND CAPITAL REDUCTION

12.1 *Upon the coming into effect of this Scheme, Infibeam shall account for the transfer and vesting of the SME E-Commerce Services Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.*

12.2 *Upon the Scheme coming into effect, Reserves (including Securities Premium, if required) of Infibeam may be adjusted in accordance with the applicable Ind AS notified under Section 133 of the Act as may be decided by the Board of Directors of Infibeam in consultation with their auditors.*

12.3 *The reduction, if any, in securities premium account of Infibeam pursuant to the above clause shall be effected as an integral part of the Scheme and the order of NCLT sanctioning the Scheme shall be deemed to be also the order under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.*

12.4 *The consent of the shareholders of Infibeam to this Scheme shall be deemed to be the consent of its shareholders for the purposes of effecting the above reduction under the provisions of Section 52 read with Section 66 and other applicable provisions of the*

Companies Act, 2013 and no further resolution under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 would be required to be passed separately.

12.5 *Notwithstanding anything above, Infibeam shall not be required to add "And Reduced" as suffix to its name.*

13. ACCOUNTING TREATMENT IN THE BOOKS OF SUVIDHAA

13.1 *Upon the coming into effect of this Scheme, Suvidhaa shall account for the transfer and vesting of the SME E-Commerce Services Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.*

13.2 *The amount of inter-corporate balances and investments, if any, between the SME E-Commerce Services Undertaking and Suvidhaa will stand cancelled without any further act or deed and there shall be no further obligation/ outstanding in that behalf.*

DEMERGER OF E-COMMERCE BUSINESS UNDERTAKING OF NSI AND ITS VESTING IN SUVIDHAA

18. TRANSFER OF ASSETS

18.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the E-Commerce Business Undertaking (including all the assets, rights, claims, title, interest and authorities including accretions and appurtenances of the E-Commerce Business Undertaking) shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to Sections 230 to 232 and other applicable provisions of the Act and without any further act, instrument or deed, be demerged from NSI and be transferred to and vested in and be deemed to have been demerged from NSI and transferred to and vested in Suvidhaa as a going concern so as to become as and from the Appointed Date, the assets, rights, claims, title, interest and authorities of Suvidhaa, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

18.2 In respect of such of the assets of the E-Commerce Business Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and / or delivery, the same shall be so transferred by NSI, upon the coming into effect of this Scheme, and shall become the property of Suvidhaa as an integral part of the E-Commerce Business Undertaking with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

18.3 In respect of movables other than those dealt with in Clause 18.2 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi- governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in Suvidhaa without any notice or other intimation to the debtors.

18.4 Suvidhaa may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in Suvidhaa.

18.5 In respect of such of the assets belonging to the E-Commerce Business Undertaking other than those referred to in Clause 18.2 and 18.3 above, the same shall, as more particularly provided in Clause 18.1 above, without any further act, instrument or deed, be demerged from NSI and transferred to and vested in and/or be deemed to be demerged from NSI and transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act. For the purpose of giving effect to the vesting order passed under Section 230 to 232 and other applicable provisions of the Act in respect of the Scheme, Suvidhaa shall be entitled to exercise all the rights and privileges and be liable to pay all Taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties, including mutation and/or substitution of the title to, or interest in the immovable properties which shall be made and duly recorded by the Governmental Authority(ies) in favour of Suvidhaa pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by NSI and/or Suvidhaa. It is clarified that Suvidhaa shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.

Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority, in favour of Suvidhaa, Suvidhaa shall be deemed to be authorized to carry on the business in the name and style of NSI under the relevant agreement, deed, lease and/or license, as the case may be, and Suvidhaa shall keep a record and/or account of such transactions.

18.6 All assets, rights, title, interest and investments of NSI in relation to the E-Commerce Business Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act.

18.7 Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, Suvidhaa will be entitled to all the intellectual property rights of NSI in relation to the E-Commerce Business Undertaking. Suvidhaa may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of Suvidhaa.

18.8 Any asset acquired by NSI after the Appointed Date but prior to the Effective Date pertaining to the E-Commerce Business Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in Suvidhaa upon the coming into effect of this Scheme.

18.9 For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of NSI in any leasehold/licensed properties in relation to the E-Commerce Business Undertaking shall, pursuant to Section 232 (4) and other applicable provisions of the Act, be transferred to and vested in or be deemed to have been

transferred to and vested in Suvidhaa automatically without requirement of any further act or deed.

18.10 *On and from the Effective Date, and thereafter, Suvidhaa shall be entitled to operate the bank accounts of NSI, in relation to or in connection with the E-Commerce Business Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns, if any, and issue credit notes in relation to or in connection with the E-Commerce Business Undertaking of NSI, in the name of Suvidhaa in so far as may be necessary until the transfer of rights and obligations of the E-Commerce Business Undertaking to Suvidhaa under this Scheme have been formally given effect to under such contracts and transactions.*

18.11 *All the Taxes, if any, paid or payable by NSI after the Appointed Date and specifically pertaining to E-Commerce Business Undertaking shall be treated as paid or payable by Suvidhaa and Suvidhaa shall be entitled to claim all the credit, refund or adjustment for the same as may be applicable.*

18.12 *Suvidhaa shall be entitled to get credit/claim refund regarding any Tax paid and/or tax deduction at source certificates, pertaining to the E-Commerce Business Undertaking.*

18.13 *If NSI is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the E-Commerce Business Undertaking under any Tax Laws or applicable Laws, Suvidhaa shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilized credits as the case may be without any specific approval or permission.*

18.14 *Without prejudice to the generality of the above, all benefits including under Tax Laws, to which NSI, in relation to or in connection with the E-Commerce Business Undertaking, is entitled to in terms of the applicable Tax Laws, including, but not limited to advances recoverable in cash or kind or for value, and deposits with any Governmental Authority or any third party/entity, shall be available to, and vest in, Suvidhaa.*

18.15 *For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of NSI, in relation to or in connection with the E-Commerce Business Undertaking, has been replaced with that of Suvidhaa, Suvidhaa shall be entitled to operate the bank account of NSI, in relation to or in connection with the E-Commerce Business Undertaking, in the name of NSI in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of NSI, in relation to or in connection with the E-Commerce Business Undertaking, after the Effective Date shall be accepted by the bankers of Suvidhaa and credited to the account of Suvidhaa, if presented by Suvidhaa. Suvidhaa shall be allowed to maintain bank accounts in the name of NSI for such time as may be determined to be necessary by Suvidhaa for presentation and deposition of cheques and pay orders that have been issued in the name of NSI, in relation to or in connection with the E-Commerce Business Undertaking. It is hereby expressly clarified that any legal proceedings by or against NSI, in relation to or in connection with the E-Commerce Business Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of NSI shall be instituted, or as the case may be, continued by or against Suvidhaa after the coming into effect of this Scheme.*

20. TRANSFER OF LIABILITIES

20.1 *Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the activities or operations of the E-Commerce Business Undertaking) of NSI as on the Appointed Date and relatable to the E-Commerce Business Undertaking ('Transferred Liabilities') shall, without any further act, instrument or deed, be and stand transferred to and be deemed to be transferred to Suvidhaa to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of Suvidhaa which shall meet, discharge and satisfy the same. The term "Transferred Liabilities" shall include:*

(i) the liabilities which arise out of the activities or operations of the E-Commerce Business Undertaking;

(ii) the specific loans or borrowings raised, incurred and utilized solely for the activities or operations of the E-Commerce Business Undertaking; and

(iii) in cases other than those referred to in Clause 20.1(i) or Clause 20.1(ii) above, so much of the amounts of liabilities as may be decided by the Board of directors of NSI and Suvidhaa which would be in compliance with the provisions of Section 2(19AA) of the Income-tax Act, 1961.

20.2 *Where any of the loans raised and used, debts, liabilities, duties and obligations of NSI as on the Appointed Date deemed to be transferred to Suvidhaa have been discharged by NSI on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Suvidhaa.*

20.3 *Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by NSI for the operations of the E-Commerce Business Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of Suvidhaa and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to Suvidhaa and shall become the loans, debts, liabilities, duties and obligations of Suvidhaa.*

20.4 *In so far as the existing Encumbrances in respect of the Transferred Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the E-Commerce Business Undertaking which have been Encumbered in respect of the Transferred Liabilities as transferred to Suvidhaa pursuant to this Scheme. Provided that if any of the assets comprised in the E-Commerce Business Undertaking which are being transferred to Suvidhaa pursuant to this Scheme have not been Encumbered in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.*

20.5 *For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, subject to Clause 20.4, the Encumbrances over such assets relating to the Transferred Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the E-Commerce*

Business Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or debentures or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with NSI), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.

20.6 *Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of the Scheme, NSI and Suvidhaa shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the RoC to give formal effect to the above provisions, if required.*

20.7 *Upon the coming into effect of this Scheme, Suvidhaa alone shall be liable to perform all obligations in respect of the Transferred Liabilities, which have been transferred to it in terms of this Scheme, and NSI shall not have any obligations in respect of such Transferred Liabilities. However, NSI shall extend necessary cooperation in this regard.*

20.8 *It is expressly provided that, save as mentioned in this Clause 20, no other term or condition of the liabilities transferred to Suvidhaa as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.*

20.9 *The provisions of this Clause shall be subject to the clauses contained in any instrument, deed or writing or the terms of sanction or issue or any security document entered into between NSI and Suvidhaa, if any.*

21. LEGAL, TAXATION AND OTHER PROCEEDINGS

21.1 *Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal), by or against NSI and relating to the E-Commerce Business Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Suvidhaa after the Effective Date. NSI shall in no event be responsible or liable in relation to any such legal or other proceedings against Suvidhaa. Suvidhaa shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with NSI.*

21.2 *If proceedings are taken against NSI in respect of the matters referred to in Clause 21.1 above, it shall defend the same in accordance with the advice of Suvidhaa and at the cost of Suvidhaa, and the latter shall reimburse and indemnify NSI against all liabilities and obligations incurred by NSI in respect thereof.*

21.3 *Suvidhaa undertakes to have all legal or other proceedings initiated by or against NSI referred to in Clause 21.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Suvidhaa to the exclusion of NSI. Each of the Companies shall make relevant applications in that behalf.*

24. CONSIDERATION

24.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the E-Commerce Business Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of NSI, whose name is recorded in the register of members and records of the depositories as members of NSI, on the Record Date in the following ratio:

1,10,229 (One Lac Ten Thousand Two Hundred Twenty-Nine) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 20 (Twenty) equity shares of Rs. 10/- (Rupees Ten Only) each held by such shareholder in NSI

It is clarified that no shares shall be issued by Suvidhaa in respect of the shares held by Suvidhaa or any of its subsidiary companies, if any, in NSI.

24.2 *The equity shares to be issued and allotted as provided in Clause 24.1 above shall be subject to the provisions of the Memorandum and Articles of Association of Suvidhaa and shall rank pari-passu in all respects with the then existing equity shares of Suvidhaa after the Record Date including with respect to dividend, bonus entitlement, rights' shares' entitlement, voting rights and other corporate benefits.*

24.3 *In case any shareholder's shareholding in NSI is such that such shareholder becomes entitled to a fraction of an equity share of Suvidhaa, Suvidhaa shall not issue fractional shares to such shareholder but shall consolidate such fractions and issue and allot the consolidated shares directly to a trustee nominated by the Board of Directors of Suvidhaa in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to Suvidhaa, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon Suvidhaa shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of NSI in proportion to their respective fractional entitlements.*

24.4 *The equity shares to be issued pursuant to Clause 24.1 above shall be issued in dematerialized form only by Suvidhaa. The shareholders of NSI shall be required to provide details as required thereof by Suvidhaa for such issuance of shares in dematerialized form. In the event that a shareholder of NSI holds equity shares of NSI in physical form or if any shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Suvidhaa, then Suvidhaa shall issue equity shares in demat form to a trustee nominated by the Board of Directors of Suvidhaa in that behalf, who shall hold such shares for and on behalf of such shareholder or shareholders.*

24.5 *The equity shares to be issued by Suvidhaa pursuant to this Scheme, in respect of such of the equity shares of NSI which are held in abeyance under the applicable provisions of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, also be kept in abeyance by Suvidhaa.*

24.6 *The equity shares issued pursuant to Clause 24.1, which Suvidhaa is unable to allot due to applicable Laws (including, without limitation, the non receipt of approvals of Governmental Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Suvidhaa and shall be dealt with in the manner as may be permissible under the applicable Law and deemed fit by the Board of Directors of Suvidhaa including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 24.3 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of NSI, in proportion to their entitlements as per the process specified in Clause 24.3 above. If the above cannot be effected for any reason, Suvidhaa shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under applicable Law. Suvidhaa and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.*

24.7 *In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of NSI, the Board of Directors of NSI shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in NSI as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares in relation to the shares issued by Suvidhaa. The Board of Directors of NSI shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Suvidhaa on account of difficulties faced in the transition period.*

24.8 *The issue and allotment of equity shares by Suvidhaa to the members of NSI as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act or deed on the part of Suvidhaa as if the procedure laid down under the Act and such other applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of Suvidhaa to this Scheme shall be deemed to be their consent / approval for the issue and allotment of equity shares.*

24.9 *In the event that the Companies alter their equity share capital, including but not limited to, by way of share split / consolidation / further issue of shares in any manner whatsoever during the pendency of the Scheme, the share exchange ratio as per Clause 24.1 above, shall be adjusted accordingly to take into account the effect of any such actions unless otherwise decided by the Board of directors of NSI and Suvidhaa. It is clarified that the approval of the members of Companies to the Scheme shall be deemed to be their consent / approval also to the adjusted share exchange ratio as per this clause.*

24.10 *Suvidhaa shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares by Suvidhaa to the shareholders of NSI.*

24.11 *Suvidhaa shall, if necessary and to the extent required, increase its authorized share capital to facilitate issue of shares under the Scheme. It is clarified that the approval of the members of Suvidhaa to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of Suvidhaa as required under Section 13, 14, 61, 64 and other applicable provisions of the Act.*

24.12 *The equity shares issued pursuant to Clause 24.1 shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Suvidhaa shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 24.1 above.*

24.13 *Suvidhaa shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.*

24.14 *The shares allotted by Suvidhaa pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.*

24.15 *There shall be no change in the shareholding pattern or control in Suvidhaa between the Record Date and the listing which may affect the status of the approval.*

25. ACCOUNTING TREATMENT IN THE BOOKS OF NSI AND CAPITAL REDUCTION

25.1 Upon the coming into effect of this Scheme, NSI shall account for the transfer and vesting of the E-Commerce Business Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

25.2 Upon the Scheme coming into effect, Reserves (including Securities Premium, if required) of NSI may be adjusted in accordance with the applicable Ind AS notified under Section 133 of the Act as may be decided by the Board of Directors of NSI in consultation with their auditors.

25.3 The reduction, if any, in securities premium account of NSI pursuant to the above clause shall be effected as an integral part of the Scheme and the order of NCLT sanctioning the Scheme shall be deemed to be also the order under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

25.4 The consent of the shareholders of NSI to this Scheme shall be deemed to be the consent of its shareholders for the purposes of effecting the above reduction under the provisions of Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 and no further resolution under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 would be required to be passed separately.

25.5 Notwithstanding anything above, NSI shall not be required to add "And Reduced" as suffix to its name.

26. ACCOUNTING TREATMENT IN THE BOOKS OF SUVIDHAA

26.1 Upon the coming into effect of this Scheme, Suvidhaa shall account for the transfer and vesting of the E-Commerce Business Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

26.2 The amount of inter-corporate balances and investments, if any, between the E-Commerce Business Undertaking and Suvidhaa will stand cancelled without any further act or deed and there shall be no further obligation/ outstanding in that behalf.

DEMERGER OF THEMEPARK & EVENT SOFTWARE UNDERTAKING OF INFIBEAM AND ITS VESTING IN DRC

31. TRANSFER OF ASSETS

31.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Themepark & Event Software Undertaking (including all the assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Themepark & Event Software Undertaking) shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act and without any further act, instrument or

deed, be demerged from Infibeam and be transferred to and vested in and be deemed to have been demerged from Infibeam and transferred to and vested in DRC as a going concern so as to become as and from the Appointed Date, the assets, rights, claims, title, interest and authorities of DRC, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

31.2 *In respect of such of the assets of the Themepark & Event Software Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and / or delivery, the same shall be so transferred by Infibeam, upon the coming into effect of this Scheme, and shall become the property of DRC as an integral part of the Themepark & Event Software Undertaking with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.*

31.3 *In respect of movables other than those dealt with in Clause 31.2 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi- governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in DRC without any notice or other intimation to the debtors.*

31.4 *DRC may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in DRC.*

31.5 *In respect of such of the assets belonging to the Themepark & Event Software Undertaking other than those referred to in Clause 31.2 and 31.3 above, the same shall, as more particularly provided in Clause 31.1 above, without any further act, instrument or deed, be demerged from Infibeam and transferred to and vested in and/or be deemed to be demerged from Infibeam and transferred to and vested in DRC upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act. For the purpose of giving effect to the vesting order passed under Section 230 to 232 read with Section 66 and other applicable provisions of the Act in respect of the Scheme, DRC shall be entitled to exercise all the rights and privileges and be liable to pay all Taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties, including mutation and/or substitution of the title to, or interest in the immovable properties which shall be made and duly recorded by the Governmental Authority(ies) in favour of DRC pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by Infibeam and/or DRC. It is clarified that DRC shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.*

Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority, in favour of DRC, DRC shall be deemed to be authorized to carry on the business in the name and style of Infibeam under the relevant agreement, deed, lease and/or license, as

the case may be, and DRC shall keep a record and/or account of such transactions.

31.6 *All assets, rights, title, interest and investments of Infibeam in relation to the Themepark & Event Software Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in DRC upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act.*

31.7 *Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, DRC will be entitled to all the intellectual property rights of Infibeam in relation to the Themepark & Event Software Undertaking. DRC may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of DRC.*

31.8 *Any asset acquired by Infibeam after the Appointed Date but prior to the Effective Date pertaining to the Themepark & Event Software Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in DRC upon the coming into effect of this Scheme.*

31.9 *For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of Infibeam in any leasehold/licensed properties in relation to the Themepark & Event Software Undertaking shall, pursuant to Section 232 (4) and other applicable provisions of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in DRC automatically without requirement of any further act or deed.*

31.10 *On and from the Effective Date, and thereafter, DRC shall be entitled to operate the bank accounts of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns, if any, and issue credit notes in relation to or in connection with the Themepark & Event Software Undertaking of Infibeam, in the name of DRC in so far as may be necessary until the transfer of rights and obligations of the Themepark & Event Software Undertaking to DRC under this Scheme have been formally given effect to under such contracts and transactions.*

31.11 *All the Taxes, if any, paid or payable by Infibeam after the Appointed Date and specifically pertaining to Themepark & Event Software Undertaking shall be treated as paid or payable by DRC and DRC shall be entitled to claim all the credit, refund or adjustment for the same as may be applicable.*

31.12 *DRC shall be entitled to get credit/claim refund regarding any Tax paid and/or tax deduction at source certificates, pertaining to the Themepark & Event Software Undertaking.*

31.13 *If Infibeam is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Themepark & Event Software Undertaking under any Tax Laws or applicable Laws, DRC shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilized credits as the case may be without any specific approval or permission.*

31.14 *Without prejudice to the generality of the above, all benefits including under Tax Laws, to which Infibeam, in relation to or in connection with the Themepark & Event Software*

Undertaking, is entitled to in terms of the applicable Tax Laws, including, but not limited to advances recoverable in cash or kind or for value, and deposits with any Governmental Authority or any third party/entity, shall be available to, and vest in, DRC.

31.15 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, has been replaced with that of DRC, DRC shall be entitled to operate the bank account of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, in the name of Infibeam in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, after the Effective Date shall be accepted by the bankers of DRC and credited to the account of DRC, if presented by DRC. DRC shall be allowed to maintain bank accounts in the name of Infibeam for such time as may be determined to be necessary by DRC for presentation and deposition of cheques and pay orders that have been issued in the name of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking. It is hereby expressly clarified that any legal proceedings by or against Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of Infibeam shall be instituted, or as the case may be, continued by or against DRC after the coming into effect of this Scheme.

33. TRANSFER OF LIABILITIES

33.1 Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the activities or operations of the Themepark & Event Software Undertaking) of Infibeam as on the Appointed Date and relatable to the Themepark & Event Software Undertaking ('Transferred Liabilities') shall, without any further act, instrument or deed, be and stand transferred to and be deemed to be transferred to DRC to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of DRC which shall meet, discharge and satisfy the same. The term "Transferred Liabilities" shall include:

(i) the liabilities which arise out of the activities or operations of the Themepark & Event Software Undertaking;

(ii) the specific loans or borrowings raised, incurred and utilized solely for the activities or operations of the Themepark & Event Software Undertaking; and

(iii) in cases other than those referred to in Clause 33.1(i) or Clause 33.1(ii) above, so much of the amounts of liabilities as may be decided by the Board of directors of Infibeam and DRC which would be in compliance with the provisions of Section 2(19AA) of the Income-tax Act, 1961.

33.2 Where any of the loans raised and used, debts, liabilities, duties and obligations of Infibeam as on the Appointed Date deemed to be transferred to DRC have been discharged by Infibeam on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of DRC.

33.3 Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by Infibeam for the operations of the Themepark & Event Software Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been

raised, used or incurred for and on behalf of DRC and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to DRC and shall become the loans, debts, liabilities, duties and obligations of DRC.

33.4 In so far as the existing Encumbrances in respect of the Transferred Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Themepark & Event Software Undertaking which have been Encumbered in respect of the Transferred Liabilities as transferred to DRC pursuant to this Scheme. Provided that if any of the assets comprised in the Themepark & Event Software Undertaking which are being transferred to DRC pursuant to this Scheme have not been Encumbered in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

33.5 For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, subject to Clause 33.4, the Encumbrances over such assets relating to the Transferred Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the Themepark & Event Software Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or debentures or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with Infibeam), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.

33.6 Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of the Scheme, Infibeam and DRC shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the RoC to give formal effect to the above provisions, if required.

33.7 Upon the coming into effect of this Scheme, DRC alone shall be liable to perform all obligations in respect of the Transferred Liabilities, which have been transferred to it in terms of this Scheme, and Infibeam shall not have any obligations in respect of such Transferred Liabilities. However, Infibeam shall extend necessary cooperation in this regard.

33.8 It is expressly provided that, save as mentioned in this Clause 33, no other term or condition of the liabilities transferred to DRC as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

33.9 The provisions of this Clause shall be subject to the clauses contained in any instrument, deed or writing or the terms of sanction or issue or any security document entered into between Infibeam and DRC, if any.

34. LEGAL, TAXATION AND OTHER PROCEEDINGS

34.1 Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal), by or against Infibeam and relating to the Themepark & Event Software

Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against DRC after the Effective Date. Infibeam shall in no event be responsible or liable in relation to any such legal or other proceedings against DRC. DRC shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Infibeam.

34.2 If proceedings are taken against Infibeam in respect of the matters referred to in Clause 34.1 above, it shall defend the same in accordance with the advice of DRC and at the cost of DRC, and the latter shall reimburse and indemnify Infibeam against all liabilities and obligations incurred by Infibeam in respect thereof.

34.3 DRC undertakes to have all legal or other proceedings initiated by or against Infibeam referred to in Clause 34.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against DRC to the exclusion of Infibeam. Each of the Companies shall make relevant applications in that behalf.

37. CONSIDERATION

37.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Themepark & Event Software Undertaking into DRC pursuant to the provisions of this Scheme, DRC shall, without any further act or deed, issue and allot to each shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

1 (One) equity share of Rs. 10/- (Rupees Ten Only) each of DRC credited as fully paid-up for every 412 (Four Hundred Twelve) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

It is clarified that no shares shall be issued by DRC in respect of the shares held by DRC or any of its subsidiary companies, if any, in Infibeam.

37.2 The equity shares to be issued and allotted as provided in Clause 37.1 above shall be subject to the provisions of the Memorandum and Articles of Association of DRC and shall rank pari-passu in all respects with the then existing equity shares of DRC after the Record Date including with respect to dividend, bonus entitlement, rights' shares' entitlement, voting rights and other corporate benefits.

37.3 In case any shareholder's shareholding in Infibeam is such that such shareholder becomes entitled to a fraction of an equity share of DRC, DRC shall not issue fractional shares to such shareholder but shall consolidate such fractions and issue and allot the consolidated shares directly to a trustee nominated by the Board of Directors of DRC in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to DRC, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon DRC shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Infibeam in proportion to their respective fractional entitlements.

37.4 The equity shares to be issued pursuant to Clause 37.1 above shall be issued in dematerialized form only by DRC. The shareholders of Infibeam shall be required to provide details as required thereof by DRC for such issuance of shares in dematerialized form. In the event that a shareholder of Infibeam holds equity shares of Infibeam in physical form or if any shareholder has not provided the requisite details relating to

his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of DRC, then DRC shall issue equity shares in demat form to a trustee nominated by the Board of Directors of DRC in that behalf, who shall hold such shares for and on behalf of such shareholder or shareholders.

37.5 The equity shares to be issued by DRC pursuant to this Scheme, in respect of such of the equity shares of Infibeam which are held in abeyance under the applicable provisions of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, also be kept in abeyance by DRC.

37.6 The equity shares issued pursuant to Clause 37.1, which DRC is unable to allot due to applicable Laws (including, without limitation, the non-receipt of approvals of Governmental Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by DRC and shall be dealt with in the manner as may be permissible under the applicable Law and deemed fit by the Board of Directors of DRC including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 37.3 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Infibeam, in proportion to their entitlements as per the process specified in Clause 37.3 above. If the above cannot be effected for any reason, DRC shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under applicable Law. DRC and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.

37.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Infibeam, the Board of Directors of Infibeam shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Infibeam as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares in relation to the shares issued by DRC. The Board of Directors of Infibeam shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in DRC on account of difficulties faced in the transition period.

37.8 The issue and allotment of equity shares by DRC to the members of Infibeam as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act or deed on the part of DRC as if the procedure laid down under the Act and such other applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of DRC to this Scheme shall be deemed to be their consent / approval for the issue and allotment of equity shares.

37.9 In the event that the Companies alter their equity share capital, including but not limited to, by way of share split / consolidation / further issue of shares in any manner whatsoever during the pendency of the Scheme, the share exchange ratio as per Clause 37.1 above, shall be adjusted accordingly to take into account the effect of any such actions unless otherwise decided by the Board of directors of Infibeam and DRC. It is clarified that the approval of the members of Companies to the Scheme shall be deemed to be their consent / approval also to the adjusted share exchange ratio as per this clause.

37.10 DRC shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares by DRC to the shareholders of Infibeam.

37.11 DRC shall, if necessary and to the extent required, increase its authorized share capital to facilitate issue of shares under the Scheme. It is clarified that the approval of the members of DRC to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of DRC as required under Section 13, 14, 61, 64 and other applicable provisions of the Act.

37.12 The equity shares issued pursuant to Clause 37.1 shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. DRC shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 37.1 above.

37.13 DRC shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.

37.14 The shares allotted by DRC pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

37.15 There shall be no change in the shareholding pattern or control in DRC between the Record Date and the listing which may affect the status of the approval.

38. ACCOUNTING TREATMENT IN THE BOOKS OF INFIBEAM AND CAPITAL REDUCTION

38.1 Upon the coming into effect of this Scheme, Infibeam shall account for the transfer and vesting of the Themepark & Event Software Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

38.2 Upon the Scheme coming into effect, Reserves (including Securities Premium, if required) of Infibeam may be adjusted in accordance with the applicable Ind AS notified under Section 133 of the Act as may be decided by the Board of Directors of Infibeam in consultation with their auditors.

38.3 The reduction, if any, in securities premium account of Infibeam pursuant to the above clause shall be effected as an integral part of the Scheme and the order of NCLT sanctioning the Scheme shall be deemed to be also the order under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

38.4 The consent of the shareholders of Infibeam to this Scheme shall be deemed to be the consent of its shareholders for the purposes of effecting the above reduction under the provisions of Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 and no further resolution under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 would be required to be passed separately.

38.5 Notwithstanding anything above, Infibeam shall not be required to add "And Reduced" as suffix to its name.

39. ACCOUNTING TREATMENT IN THE BOOKS OF DRC

39.1 DRC shall account for the transfer and vesting of the Themepark & Event Software Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

39.2 The amount of inter-corporate balances and investments, if any, between the Themepark & Event Software Undertaking and DRC will stand cancelled without any further act or deed and there shall be no further obligation/ outstanding in that behalf.

44. INCREASE OF AUTHORISED SHARE CAPITAL AND AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF SUVIDHAA

44.1 Capital Clause:

i) Suvidhaa shall, if necessary and to the extent required, increase its Authorized Share Capital, to facilitate issue of shares under this Scheme, by following the requisite procedure and on payment of applicable requisite fees and duties and the resolution approving the Scheme shall be deemed to be the approval for increase in the authorized share capital of Suvidhaa.

ii) Clause V of the Memorandum of Association of Suvidhaa relating to the Authorized Share Capital shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64 and 230-232 of the Companies Act, 2013 and other applicable provisions of the Act, as the case may be and be amended accordingly.

iii) It is clarified that the approval of the shareholders of Suvidhaa to the Scheme shall be deemed to be their consent/approval also to the consequential alteration of the Memorandum of Association and Articles of Association of Suvidhaa and Suvidhaa shall not be required to seek separate consent/approval of its shareholders for such alteration of the Memorandum of Association and Articles of Association of Suvidhaa as required under Sections 13, 14, 61, 64 and other applicable provisions of the Act.

iv) Upon the coming into effect of this Scheme, Suvidhaa shall file the requisite forms with the RoC for alteration of its authorized share capital and shall pay necessary fees as may be required to be paid in accordance with Law.

***44.2 Object Clause**:*

i) Upon the Scheme becoming effective, the Object Clause of Suvidhaa, i.e. Clause III[A] of the Memorandum of Association of Suvidhaa shall stand amended as per Annexure 1.

ii) Upon the approval of the Scheme by the members of the respective companies pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act, it shall be deemed that the members of Suvidhaa have also resolved and accorded all relevant consents under Section 13 or other applicable provisions of the Act for the commencement of any business or activities pertaining to SME E-Commerce Services Undertaking carried on by Infibeam and E-Commerce Business Undertaking carried on by NSI in relation to the objects contained in the Memorandum of Association of Suvidhaa, to the extent the same may be considered applicable. In particular, Suvidhaa would be allowed to commence the new business added as above upon the scheme becoming effective. It is clarified that there will be no need to pass a separate resolution as required under Section 13 or any other provisions of the Act.

iii) Under the accepted principle of Single Window Clearance, it is hereby provided that the above referred amendment in the Memorandum and Articles of Association of Suvidhaa viz. change in the Capital Clause as mentioned in Clause 44.1 above and change in Object Clause as mentioned in Clause 44.2 above shall become operative on the scheme being effective by virtue of the fact that the shareholders of Suvidhaa, while approving the scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Sections 13, 14, 61 & 64 and other applicable provisions of the Act shall not be required to pass separate resolutions as required under the Act.

45. INCREASE OF AUTHORISED SHARE CAPITAL AND AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF DRC

45.1 Capital Clause:

i) DRC shall, if necessary and to the extent required, increase its Authorized Share Capital, to facilitate issue of shares under this Scheme, by following the requisite procedure and on payment of applicable requisite fees and duties and the resolution approving the Scheme shall be deemed to be the approval for increase in the authorized share capital of DRC.

ii) Clause V of the Memorandum of Association of DRC relating to the Authorized Share Capital shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64 and 230-232 of the Companies Act, 2013 and other applicable provisions of the Act, as the case may be and be amended accordingly.

iii) It is clarified that the approval of the shareholders of DRC to the Scheme shall be deemed to be their consent/approval also to the consequential alteration of the Memorandum of Association and Articles of Association of DRC and DRC shall not be required to seek separate consent/approval of its shareholders for such alteration of the Memorandum of Association and Articles of Association of DRC as required under Sections 13, 14, 61, 64 and other applicable provisions of the Act.

iv) Upon the coming into effect of this Scheme, DRC shall file the requisite forms with the RoC for alteration of its authorized share capital and shall pay necessary fees as may be required to be paid in accordance with Law.

45.2 Object Clause:

i) Upon the Scheme becoming effective, the Object Clause of DRC, i.e. Clause III[A] of the Memorandum of Association of DRC shall stand amended as per Annexure 2.

ii) Upon the approval of the Scheme by the members of the respective companies pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act, it shall be deemed that the members of DRC have also resolved and accorded all relevant consents under Section 13 or other applicable provisions of the Act for the commencement of any business or activities pertaining to Themepark & Event Software Undertaking carried on by Infibeam in relation to the objects contained in the Memorandum of Association of DRC, to the extent the same may be considered applicable. In particular, DRC would be allowed to commence the new business added as above upon the scheme becoming effective. It is clarified that there will be no need to pass a separate resolution as required under Section 13 or any other provisions of the Act.

iii) Under the accepted principle of Single Window Clearance, it is hereby provided that the above referred amendment in the Memorandum and Articles of Association of DRC viz. change in the Capital Clause as mentioned in Clause 45.1 above and change in Object

Clause as mentioned in Clause 45.2 above shall become operative on the scheme being effective by virtue of the fact that the shareholders of DRC, while approving the scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Sections 13, 14, 61 & 64 and other applicable provisions of the Act shall not be required to pass separate resolutions as required under the Act.

46. RECONSTRUCTION OF ACCOUNTS

Upon coming into effect of this Scheme, the financial statements of the Demerged Companies and Resulting Companies prepared in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, as amended from time to time, as and from the respective Appointed Date, may be reconstructed, if required, in accordance with and pursuant to the terms of this Scheme and necessary impact of the same may be provided in such financial statements of respective companies, if required.

47. DIVIDENDS

The Demerged Companies and Resulting Companies shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2019 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.

It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Companies and/ or the Resulting Companies to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Companies and/ or the Resulting Companies, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Companies and/ or the Resulting Companies as the case may be.

48. TAX CREDITS

Upon the Scheme becoming effective, the Demerged Companies / Resulting Companies shall have the right to revise their respective financial statements, if required, and returns, along with prescribed forms, filings and annexures under the Tax Laws to give effect to the provisions of the Scheme. Further, upon the Scheme becoming effective, the Demerged Companies / Resulting Companies are expressly permitted to revise their respective Tax returns including tax deducted at source (TDS) certificates/ returns and claim refunds, advance tax credits, goods and service tax credits, set off, etc., and their right to make such revisions in the related Tax returns and related certificates, as applicable, and the right to claim refunds, adjustments, credits, set-offs, advance tax credits pursuant to the sanction of this Scheme and the Scheme becoming effective is expressly reserved. Such returns shall be filed based on reconstructed accounts drawn up with effect from respective Appointed Dates and any Tax including Minimum Alternate Tax shall be computed accordingly. Further, the Demerged Companies / Resulting Companies shall have the right to revise the aforesaid returns, notwithstanding that the statutory period for such revision and filing may have expired.

12. Observation Letters from the BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) dated 10 July 2020 and 13 July 2020 respectively conveying no objection to the Scheme are enclosed herewith as **Annexure 4 and 5** respectively. Complaints Report dated 12 October 2019 and 3 December 2019 respectively submitted by the Company to the BSE and the NSE are enclosed herewith as **Annexure 6 and 7** respectively.

13. The audited financial results / statements of the Demerged Company 1, Resulting Company 1, Resulting Company 2 and Demerged Company 2 for the financial year ended on 31 March 2020 are enclosed as **Annexure 8 to 11** respectively.

14. Abridged prospectus including certificate of Kunvarji Finstock Private Limited, SEBI Registered Merchant Banker, confirming accuracy and adequacy of the information contained therein, as required under the SEBI Circular, of Resulting Company 1, Resulting Company 2 and Demerged Company 2 are enclosed herewith as **Annexure 12 to 14 respectively**.

15. Summary of the Valuation Report including the basis of valuation is enclosed herewith as **Annexure 15**.

16. Amounts due to unsecured creditors as on 18 September 2020:

Demerged Company 1	
Number	**Amount (INR)**
117	14,34,81,293

Resulting Company 1	
Number	**Amount (INR)**
3,821	60,65,46,039

Resulting Company 2	
Number	**Amount (INR)**
05	3,49,01,042

Demerged Company 2	
Number	**Amount (INR)**
58	3,41,10,051

17. Effect of the Scheme on various parties

A. Key Managerial Personnel (KMPs) and Directors

The Directors, Key Managerial Personnel (as defined under the Act and rules framed thereunder) of all the Applicant Companies, as applicable, and their respective relatives (as defined under the Act and rules framed thereunder) may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the Applicant Companies, and / or to the extent the said Directors are common Directors in the Applicant Companies and / or to the extent the said Director(s), Key Managerial Personnel and their respective relatives are the partners, directors, members of the companies, firms, association of persons, bodies corporate and / or beneficiary of trust, that hold shares in any of the Applicant Companies.

Details of the shares held by the present Directors and KMPs of the Applicant Companies either individually or jointly as first holder or second holder or as a nominee, in the respective companies as on August 07, 2020 are as follows:

(a) Demerged Company 1

Sr. No.	**Name of the Director / KMP**	**Designation**	**Equity shares held in**			
			Infibeam	**Suvidhaa**	**DRC**	**NSI**
1	Mr. Ajit Champaklal Mehta	Chairman	3,01,14,780	-	-	-
2	Mr. Vishal Ajitbhai Mehta	Managing Director	5,99,59,400	-	-	1,831*
3	Mr. Vishwas	Executive	7,65,95,662	-	-	-

	Ambalal Patel	Director				
4	Mr. Keyoor Madhusudan Bakshi	Independent Director	-	-	-	-
5	Mr. Roopkishan Sohanlal Dave	Independent Director	1,000	-	-	-
6	Ms. Vijaylaxmi Tulsidas Sheth	Independent Director	-	-	-	-
7	Mr. Piyushkumar Mithileshkumar Sinha	Independent Director	-	-	-	-
8	Mr. Hiren Padhya	Chief Financial Officer	1,02,750	-	-	-
9	Mr. Shyamal Trivedi	Vice President and Company Secretary	67,840	-	-	-

(b) Resulting Company 1

Sr. No.	Name of the Director / KMP	Designation	Equity shares held in			
			Infibeam	Suvidhaa	DRC	NSI
1	Mr. Paresh Jamnadas Rajde	Managing Director	1,000	8,04,19,440	-	1*
2	Mr. Prashant Prahaladray Thakar	Chief Financial Officer and Director	-	30,00,024	-	1*
3	Mr. Nilesh Navinchandra Gor	Director	48	55,000	-	1*
4	Mr. Vinayak Jadhav	Independent Director	-	-	-	-
5	Mr. Sanjay Goel	Independent Director	-	-	-	-
6	Mr. Jitendra Gupta	Company Secretary	90	-	-	-

(c) Resulting Company 2

Sr. No.	Name of the Director / KMP	Designation	Equity shares held in			
			Infibeam	Suvidhaa	DRC	NSI
1	Mr. Vishal Ajitbhai Mehta	Director	5,99,59,400	-	-	1,831*
2	Mr. Hiten Barchha	Director	16,000	-	89,833	-
3	Mr. Nitesh Anghan	Independent Director	-	-	-	-

(d) Demerged Company 2

Sr. No.	Name of the Director / KMP	Designation	Equity shares held in			
			Infibeam	Suvidhaa	DRC	NSI
1	Mr. Pravin Anna Shirsat	Director	-	6,000	-	1*
2	Mr. Manoj Badu Mendon	Director	-	-	-	-
3	Mr. Pankil	Director	1,500	-	-	-

	Jitendrakumar Chokshi					
4	Mr. Sudhir Trivedi	Independent Director	340	-	-	-
5	Mr. Lalji Vora	Independent Director	50	-	-	-

***** In the capacity of Nominee

B. Promoter and Non-Promoter Equity Shareholders of Applicant Companies

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Demerged Company 1, Resulting Company 1, Resulting Company 2 and Demerged Company 2 in their meetings held on 12 September 2019 have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoters shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Demerged Company 1, Resulting Company 1, Resulting Company 2 and Demerged Company 2 are enclosed as **Annexure 16 to 19** respectively.

C. Depositors

None of the companies involved in the Scheme have accepted any public deposits and thus, the effect of the Scheme on any such Public Depositor or Deposit trustee does not arise.

D. Debenture holders

None of the companies involved in the Scheme have issued any debentures and thus, the effect of the Scheme on debenture holders or debenture trustee does not arise.

E. Creditors

The proposed Scheme does not involve any compromise or arrangement with the creditors of any of the companies involved in the Scheme. The rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

F. Employees

a) <u>Demerger and Vesting of the SME E-Commerce Services Undertaking of Demerged Company 1 into Resulting Company 1</u>

Upon the coming into effect of this Scheme, the Employees in relation to the SME E-Commerce Services Undertaking of Infibeam shall become the employees of Suvidhaa with effect from the Effective Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are employed by Infibeam in the SME E-Commerce Services Undertaking and without any interruption of, or break in, service as a result of the transfer of the SME E-Commerce Services Undertaking. Suvidhaa agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of the Employees of the SME E-Commerce Services Undertaking with Infibeam shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

b) Demerger and Vesting of the E-Commerce Business Undertaking of Demerged Company 2 into Resulting Company 1

Upon the coming into effect of this Scheme, the Employees in relation to the E-Commerce Business Undertaking of NSI shall become the employees of Suvidhaa with effect from the Effective Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are employed by NSI in the E-Commerce Business Undertaking and without any interruption of, or break in, service as a result of the transfer of the E-Commerce Business Undertaking. Suvidhaa agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of the Employees of the E-Commerce Business Undertaking with NSI shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

c) Demerger and Vesting of the Themepark & Event Software Undertaking of Demerged Company 1 into Resulting Company 2

Upon the coming into effect of this Scheme, the Employees in relation to the Themepark & Event Software Undertaking of Infibeam shall become the employees of DRC with effect from the Effective Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are employed by Infibeam in the Themepark & Event Software Undertaking and without any interruption of, or break in, service as a result of the transfer of the Themepark & Event Software Undertaking. DRC agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of the Employees of the Themepark & Event Software Undertaking with Infibeam shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

18. **Capital Structure pre and post Scheme**

The Pre-Scheme capital structure of Demerged Company 1, Resulting Company 1, Resulting Company 2 and Demerged Company 2 are detailed in clause 6 above.

The Post-Scheme capital structure is as follows:

Demerged Company 1

There will be no new issue of shares by the Demerged Company 1 on account of the Scheme. Therefore, the Post-Scheme capital structure of the Demerged Company 1 will remain unchanged. The Demerged Company 1 has outstanding employee stock options under its existing stock option schemes, the exercise of which may result in an increase in the issued and paid-up share capital of the Demerged Company 1.

Resulting Company 1

The capital structure of Resulting Company 1 after the issue of shares to the shareholders of the Demerged Company 1 and Demerged Company 2 will be as under:

Particulars	INR
Authorized Share Capital	
20,31,87,766 equity shares of Re. 1 each	20,31,87,766
1,00,00,000 preference shares of Re. 1 each	1,00,00,000
Total	**21,31,87,766**
Issued capital	
20,31,87,766 equity shares of Re. 1 each	20,31,87,766
Total	**20,31,87,766**

Subscribed and Paid-up Capital	
20,31,87,766 equity shares of Re. 1 each	20,31,87,766
Total	**20,31,87,766**

The Resulting Company 1 has outstanding employee stock options under its existing stock option schemes, the exercise of which may result in an increase in the issued and paid-up share capital of the Resulting Company 1.

Resulting Company 2

The capital structure of Resulting Company 2 after the issue of shares to the shareholders of the Demerged Company 1 will be as under:

Particulars	INR
Authorized Share Capital	
38,63,399 equity shares of Rs. 10 each	3,86,33,990
Total	**3,86,33,990**
Issued Capital	
38,63,399 equity shares of Rs. 10 each	3,86,33,990
Total	**3,86,33,990**
Subscribed and Paid-up Capital	
38,63,399 equity shares of Rs. 10 each	3,86,33,990
Total	**3,86,33,990**

Demerged Company 2

There will be no new issue of shares by Demerged Company 2 on account of the Scheme. Therefore, the Post-Scheme capital structure of the Demerged Company 2 will remain unchanged.

Pre & Post Shareholding Pattern of Demerged Company 1:

Sr. No.	Description	Pre scheme shareholding pattern (As on August 7, 2020)		Post scheme shareholding pattern	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(A)	**PROMOTER**				
1	**Indian**				
(a)	Individuals / Hindu Undivided Family	14,90,36,790	22.42	14,90,36,790	22.42
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	(Any Other) - Bodies Corporate	6,58,88,119	9.91	6,58,88,119	9.91
	Sub-Total A(1):	**21,49,24,909**	**32.33**	**21,49,24,909**	**32.33**
2	**Foreign**				
(a)	Individuals (NRI/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-

(d)	Foreign Portfolio Investor	-	-	-	-
(e)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(2) :	**-**	**-**	**-**	**-**
	Total A=A(1)+A(2)	**21,49,24,909**	**32.33**	**21,49,24,909**	**32.33**
(B)	**PUBLIC SHAREHOLDING**				
B1	**Institutions**				
(a)	Mutual Funds / UTI	37,306	0.01	37,306	0.01
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	4,27,00,647	6.42	4,27,00,647	6.42
(f)	Financial Institutions / Banks	14,04,831	0.21	14,04,831	0.21
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Any other - Foreign Bank	-	-	-	-
	Sub-Total B(1) :	**4,41,42,784**	**6.64**	**4,41,42,784**	**6.64**
B2	**Central/State Govt(s)/ President of India**	-	-	-	-
	Sub-Total B(2):	**-**	**-**	**-**	**-**
B3	**Non-Institutions**				
(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	2,98,59,809	4.49	2,98,59,809	4.49
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	24,28,64,224	36.54	24,28,64,224	36.54
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Employee Trusts	-	-	-	-
(e)	Overseas Depositories(holding DRs)	-	-	-	-
(f)	Any Other				
	-Bodies Corporate	9,40,78,173	14.15	9,40,78,173	14.15
	-Non Resident Indians	1,11,76,687	1.68	1,11,76,687	1.68
	-Clearing Member	8,24,115	0.13	8,24,115	0.13
	- Trust	-	-	-	-
	- Hindu Undivided Family	2,40,53,248	3.62	2,40,53,248	3.62
	Sub-Total B(3):	**40,28,56,256**	**60.61**	**40,28,56,256**	**60.61**
	Total B=B(1)+B(2)+ B(3):	**44,69,99,040**	**67.25**	**44,69,99,040**	**67.25**
C	**Non Promoter - Non Public**				
1.	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2.	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	27,96,311	0.42	27,96,311	0.42
	Sub-Total C:	**27,96,311**	**0.42**	**27,96,311**	**0.42**
Total (A+B+C):		**66,47,20,260**	**100.00**	**66,47,20,260**	**100.00**

Pre & Post Shareholding Pattern of Resulting Company 1:

Sr. No.	Description	Pre scheme shareholding pattern (As on August 7, 2020)		Post scheme shareholding pattern	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(A)	**PROMOTER**				
1	**Indian**				
(a)	Individuals / Hindu Undivided Family	8,04,19,440	76.01	8,04,19,440	39.58
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(1):	**8,04,19,440**	**76.01**	**8,04,19,440**	**39.58**
2	**Foreign**				
(a)	Individuals (NRI/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(2) :	-	-	-	-
	Total A=A(1)+A(2)	**8,04,19,440**	**76.01**	**8,04,19,440**	**39.58**
(B)	**PUBLIC SHAREHOLDING**				
B1	**Institutions**				
(a)	Mutual Funds / UTI	-	-	4,900	0.00
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	66,25,000	6.26	1,22,33,018	6.02
(f)	Financial Institutions / Banks	-	-	1,84,501	0.09
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Any other - Foreign Bank	-	-	-	-
	Sub-Total B(1) :	**66,25,000**	**6.26**	**1,24,22,419**	**6.11**
B2	**Central/State Govt(s)/ President of India**	-	-	-	-
	Sub-Total B(2):	-	-	-	-
B3	**Non-Institutions**				

(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	10,40,186	0.98	87,41,153	4.30
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	1,36,89,381	12.94	6,13,79,668	30.21
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Employee Trusts	-	-	-	-
(e)	Overseas Depositories(holding DRs)	-	-	-	-
(f)	Any Other				
	-Bodies Corporate	29,27,778	2.77	3,40,22,638	16.74
	-Non Resident Indians	-	-	14,67,872	0.72
	-Clearing Member	-	-	1,08,234	0.05
	- Trust	-	-	-	-
	- Hindu Undivided Family	11,00,100	1.04	42,59,093	2.10
	Sub-Total B(3):	**1,87,57,445**	**17.73**	**10,99,78,658**	**54.13**
	Total B=B(1)+B(2)+ B(3):	**2,53,82,445**	**23.99**	**12,24,01,077**	**60.24**
C	**Non Promoter - Non Public**				
1.	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2.	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	3,67,249	0.18
	Sub-Total C:	-	-	**3,67,249**	**0.18**
Total (A+B+C):		**10,58,01,885**	**100.00**	**20,31,87,766**	**100.00**

Pre & Post Shareholding Pattern of Resulting Company 2:

Sr. No.	**Description**	**Pre scheme shareholding pattern (As on August 7, 2020)**		**Post scheme shareholding pattern**	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(A)	**PROMOTER**				
1	**Indian**				
(a)	Individuals / Hindu Undivided Family	-	-	11,02,500	28.54
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	(Any Other) - Bodies Corporate	11,47,500	51.00	-	-
	Sub-Total A(1):	**11,47,500**	**51.00**	**11,02,500**	**28.54**
2	**Foreign**				

(a)	Individuals (NRI/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(2) :	**-**	**-**	**-**	**-**
	Total A=A(1)+A(2)	**11,47,500**	**51.00**	**11,02,500**	**28.54**
(B)	**PUBLIC SHAREHOLDING**				
B1	**Institutions**				
(a)	Mutual Funds / UTI	-	-	91	0.01
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	1,03,642	2.68
(f)	Financial Institutions / Banks	-	-	3,410	0.09
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Any other - Foreign Bank	-	-	-	-
	Sub-Total B(1) :	**-**	**-**	**1,07,143**	**2.77**
B2	**Central/State Govt(s)/ President of India**	-	-	-	-
	Sub-Total B(2):	**-**	**-**	**-**	**-**
B3	**Non-Institutions**				
(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	250	0.01	2,65,013	6.86
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	11,02,250	48.99	7,58,678	19.64
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Employee Trusts	-	-	-	-
(e)	Overseas Depositories(holding DRs)	-	-	-	-
(f)	Any Other				
	-Bodies Corporate	-	-	15,35,768	39.75
	-Non Resident Indians	-	-	27,128	0.70
	-Clearing Member	-	-	2,000	0.05
	- Trust	-	-	-	-
	- Hindu Undivided Family	-	-	58,382	1.51
	Sub-Total B(3):	**11,02,500**	**49.00**	**26,46,969**	**68.51**
	Total B=B(1)+B(2)+ B(3):	**11,02,500**	**49.00**	**27,54,112**	**71.28**
C	**Non Promoter - Non Public**				

1.	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2.	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	6,787	0.18
	Sub-Total C:	**-**	**-**	**6,787**	**0.18**
Total (A+B+C):		**22,50,000**	**100.00**	**38,63,399**	**100.00**

Pre & Post Shareholding Pattern of Demerged Company 2:

Sr. No.	Description	Pre scheme shareholding pattern (As on August 7, 2020)		Post scheme shareholding pattern	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(A)	**PROMOTER**				
1	**Indian**				
(a)	Individuals / Hindu Undivided Family	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	(Any Other) - Bodies Corporate (including nominees)	1,173	6.41	16,463	90.00
	Sub-Total A(1):	**1,173**	**6.41**	**16,463**	**90.00**
2	**Foreign**				
(a)	Individuals (NRI/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(2) :	**-**	**-**	**-**	**-**
	Total A=A(1)+A(2)	**1,173**	**6.41**	**16,463**	**90.00**
(B)	**PUBLIC SHAREHOLDING**				
B1	**Institutions**				
(a)	Mutual Funds / UTI	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-
(f)	Financial Institutions / Banks	-	-	-	-
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Any other - Foreign Bank	-	-	-	-

	Sub-Total B(1) :	-	-	-	-
B2	**Central/State Govt(s)/ President of India**	-	-	-	-
	Sub-Total B(2):	-	-	-	-
B3	**Non-Institutions**				
(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	-	-	-	-
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	-	-	-	-
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Employee Trusts	-	-	-	-
(e)	Overseas Depositories(holding DRs)	-	-	-	-
(f)	Any Other				
	-Bodies Corporate	17,120	93.59	1,830	10.00
	-Non Resident Indians	-	-	-	-
	-Clearing Member	-	-	-	-
	- Trust	-	-	-	-
	- Hindu Undivided Family	-	-	-	-
	Sub-Total B(3):	**17,120**	**93.59**	**1,830**	**10.00**
	Total B=B(1)+B(2)+ B(3):	**17,120**	**93.59**	**1,830**	**10.00**
C	**Non Promoter - Non Public**				
1.	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2.	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	-	-
	Sub-Total C:	-	-	-	-
Total (A+B+C):		**18,293**	**100.00**	**18,293**	**100.00**

19. The copy of draft scheme has been filed with the Registrar of Companies, Ahmedabad, Gujarat.

20. **Investigation or proceedings, if any, pending against the Company under the Companies Act, 2013**

No investigation proceedings have been instituted or are pending in relation to the Demerged Company 1, Resulting Company 1, Resulting Company 2 and Demerged Company 2 under Section 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Act of 1956. Further, no proceedings are pending under the Act or under the corresponding provisions of the Act of 1956 against any of the aforementioned companies.

To the knowledge of Demerged Company 1, Resulting Company 1, Resulting Company 2 and Demerged Company 2, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Act of 1956.

21. **Approvals / Sanctions / No-Objections from Regulatory or any Governmental Authorities**

Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

(i) Infibeam having received observation letter/no-objection letter from the Stock Exchanges in respect of the Scheme, pursuant to Regulation 37 and other applicable regulations of the LODR read with SEBI Circular;
(ii) this Scheme being approved by the requisite majorities of the classes of members and creditors (where applicable) of the respective Companies in accordance with the Act;
(iii) the Scheme being approved by the majority of the public shareholders of Infibeam as required under the SEBI Circular. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it, as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
(iv) The Scheme being sanctioned by the NCLT and / or any other competent authority, as may be applicable under Section 230 to 232 read with Section 66 and other applicable provisions of the Act;
(v) the certified copy of the order of the NCLT approving this Scheme being filed with the Registrar of Companies having jurisdiction over the Companies; and
(vi) such approvals and sanctions including sanction of any Governmental Authority, if any, as may be required by Law in respect of the Scheme being obtained.

22. **Inspection**

The following documents will be open for inspection by the equity shareholders of Resulting Company 1 at its registered office at Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355, Gujarat, India, between 11:00 am to 01:00 pm on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:

i. Copy of Composite Scheme of arrangement;
ii. Copy of the order passed by the NCLT in the abovementioned Company Application no. 53 of 2020, dated 9 September 2020 read with order dated 21 September 2020 directing the Demerged Company 1 to, inter alia, convene the meetings of its equity shareholders, secured creditors and unsecured creditors, Resulting Company 1 to convene the meeting of its equity shareholders and unsecured creditors, Demerged Company 2 to convene the meetings of its equity shareholders and unsecured creditors and Resulting Company 2 to convene the meetings of its equity shareholders and unsecured creditors;
iii. Copy of the Memorandum and Articles of Association of all the Applicant Companies;
iv. Copy of audited financial statements of all the Applicant Companies for the financial year ended 31 March 2020;
v. Valuation report on recommendation of share exchange ratio dated 12 September 2019 issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants;
vi. Fairness Opinion dated 12 September 2019 issued by Kunvarji Finstock Pvt. Ltd.;
vii. Observation letter to the Scheme of Arrangement received by Infibeam Avenues Limited from the BSE Limited dated 10 July 2020 and the National Stock Exchange of India Limited dated 13 July 2020;
viii. Complaints report submitted by Infibeam Avenues Limited to BSE Limited dated 12 October 2019 and National Stock Exchange of India Limited dated 3 December 2019;
ix. Copy of the Statutory Auditors' Certificates, dated 12 September 2019 issued by Shah & Taparia for Infibeam Avenues Limited, dated 10 October 2019 issued by S A H B & Associates for Suvidhaa Infoserve Limited, dated 9 October 2019 issued by Rajpara Associates for DRC Systems India Limited and dated 9 October 2019 issued by Zinzuwadia & Co. for NSI Infinium Global Limited, to the effect that the accounting treatment, if any, proposed in the Scheme of compromise or arrangement

is in conformity with the applicable Accounting Standards prescribed under Section 133 of the Companies Act 2013;

x. Copies of the resolutions passed by the respective Board of Directors of the Applicant Companies approving the Scheme of Arrangement; and

xi. Copy of Audit Committee report of Infibeam Avenues Limited dated 12 September 2019 recommending Scheme of Arrangement.

23. This statement may be treated as an Explanatory Statement under Section 230, 232 and 102 of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by Resulting Company 1 to its shareholders / unsecured creditors, free of charge, within 1 (one) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the shareholders / unsecured creditors of Resulting Company 1.

24. After the Scheme is approved by the equity shareholders, secured creditors and unsecured creditors of all the companies involves in the Scheme, it will be subject to the approval / sanction by NCLT.

Dated this 25th day of September, 2020

Sd/-
Mr. Ashish Doshi
Chairman appointed for the meetings

Registered office:
Unit No. 2, 28th Floor, Gift - II Building, Block – 56,
Road – 5C, Zone – 5, GIFT City,
Gandhinagar – 382355, Gujarat.

COMPOSITE SCHEME OF ARRANGEMENT

UNDER SECTIONS 230 TO 232 READ WITH SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AMONGST

INFIBEAM AVENUES LIMITED

(FORMERLY KNOWN AS INFIBEAM INCORPORATION LIMITED)

AND

NSI INFINIUM GLOBAL LIMITED

AND

SUVIDHAA INFOSERVE LIMITED

AND

DRC SYSTEMS INDIA LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

This Scheme (*as defined hereinafter*) is presented under Sections 230 to 232 of the Companies Act, 2013, together with Sections 13, 14, 61, 62, 66 and other applicable provisions of the Act (*as defined hereinafter*) for demerger of the SME E-Commerce Services Undertaking (*as defined hereinafter*) of Infibeam (*as defined hereinafter*) and transfer of the same to Suvidhaa (*as defined hereinafter*) which includes issuance of equity shares by Suvidhaa to the equity shareholders of Infibeam; demerger of the E-Commerce Business Undertaking (*as defined hereinafter*) of NSI (*as defined hereinafter*) and transfer of the same to Suvidhaa (*as defined hereinafter*) which includes issuance of equity shares by Suvidhaa to the equity shareholders of NSI; demerger of the Themepark & Event Software Undertaking (*as defined hereinafter*) of Infibeam (*as defined hereinafter*) and transfer of the same to DRC (*as defined hereinafter*) which includes issuance of equity shares by DRC to the equity shareholders of Infibeam; increase in the authorised share capital of Suvidhaa and DRC; and for matters consequential, supplemental and/or otherwise integrally connected therewith.

A. BACKGROUND OF THE COMPANIES

(a) Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) or **"Infibeam"** or **"Demerged Company 1"** is a public limited company incorporated under the provisions of Companies Act, 1956 with Corporate Identification Number L64203GJ2010PLC061366. The registered office of Infibeam is situated at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India. The equity shares of Infibeam are listed on the BSE Limited

('BSE') and National Stock Exchange of India Limited ('NSE'). It is registered to carry on the business of digital payments, E-commerce services, software business, e-commerce technology platforms and provide a comprehensive suite of web services spanning digital payment solutions, data centre infrastructure, software platforms etc.

(b) Suvidhaa Infoserve Limited or **"Suvidhaa"** or **"Resulting Company 1"** is a public company incorporated under the provisions of the Companies Act, 1956 under the name and style of Suvidhaa Infoserve Private Limited with corporate identity number U72900MH2007PTC171937. The registered office of Suvidhaa is at Gujarat under the corporate identity number U72900GJ2007PTC109642. The registered office of Suvidhaa is situated at Unit No 02, 28th Floor, GIFT-II Building, Block No. 56, Road-5C, Zone-5, Gift City Gandhinagar, Gandhinagar - 382355, Gujarat, India. Subsequently, Suvidhaa was converted into public company and the word 'Private' was deleted from its name on 27 December 2019. . It is registered to provide facility to make payments for a host of services like utility bill payment, renewal insurance premium collection, telecom, mobile, DTH recharges besides travel ticketing (rail, air and bus), domestic remittance services, merchant acquiring services etc.

(c) DRC Systems India Limited or **"DRC"** or **"Resulting Company 2"** is a public company incorporated under the provisions of the Companies Act, 1956 under the name and style of DRC Systems India Private Limited with corporate identity number U72900GJ2012PTC070106. The registered office of DRC is situated at 24th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India. Subsequently, DRC was converted into public company and the word 'Private' was deleted from its name on 23 December 2019. It is registered to undertake software business, services across e-commerce, content management system, entertainment events management system, payment, processing system, mobile application, learning management system as well as ERP for both front-end user interface as well as back-end.

(d) NSI Infinium Global Limited or **"NSI"** or **"Demerged Company 2"** is a public company incorporated under the provisions of the Companies Act, 1956 under the name and style of NSI Infinium Global Private Limited with corporate identity number U64203GJ2002PTC040741. The registered office of NSI is situated at 27th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India. Subsequently, NSI was converted into public company and the word 'Private' was deleted from its name on 20 December 2019. It is inter-alia engaged in E-commerce business, etc.

B. <u>OVERVIEW AND OPERATION OF THIS SCHEME</u>

This Scheme provides for:

(i) the demerger, transfer and vesting of the Demerged Undertakings *(as defined hereinafter)* from the Demerged Companies to the Resulting Companies on a going concern basis, and the consequent issue of shares by the Resulting Companies in the manner set out in this Scheme and other applicable provisions of applicable Law;

(ii) various other matters consequentially or integrally connected therewith, pursuant to the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Act.

C. The Demerged Companies will continue to pursue their interests in and carry on the Remaining Business (*as defined hereinafter*).

D. RATIONALE FOR THE SCHEME

The proposed restructuring pursuant to this Scheme is expected, inter-alia, to result in following benefits:

(i) Segregation of the SME E-Commerce Services Undertaking and the Themepark & Event Software Business Undertaking of Infibeam into Suvidhaa and DRC respectively and the E-Commerce Business Undertaking of NSI into Suvidhaa;

(ii) Allow management of each of the Resulting Companies to pursue independent growth strategies in markets;

(iii) It is believed that the proposed demerger will create enhanced value for shareholders and allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders and the persons connected with the aforesaid companies;

(iv) Enhance competitive strength, achieve cost reduction and efficiencies of the aforesaid companies and thereby significantly contributing to future growth;

(v) The demerger will also provide scope for collaboration and expansion.

E. PARTS OF THE SCHEME

The Scheme is divided into the following parts:

1. **Part A** deals with definitions, interpretation and share capital. It includes definitions which are common and applicable to all chapters of the Scheme. Specific definitions relevant to a Part have been provided in the respective Part themselves;

2. **Part B** deals with transfer and vesting of the SME E-Commerce Services Undertaking from Infibeam into Suvidhaa and consideration thereof;

3. **Part C** deals with transfer and vesting of the E-Commerce Business Undertaking from NSI into Suvidhaa and consideration thereof;

4. **Part D** deals with transfer and vesting of the Themepark & Event Software Undertaking from Infibeam into DRC and consideration thereof;

5. **Part E** deals with general terms and conditions

F. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME-TAX ACT, 1961

The provisions of this Scheme have been drawn up in compliance with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961. If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income-tax Act, 1961, including as a result of an amendment of Law or the enactment of a new legislation or for any other reason whatsoever, the provisions of Section 2(19AA) of the Income-tax Act, 1961, or a corresponding provision of any amended or newly enacted Law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with the provisions of Section 2(19AA) of the Income-tax Act, 1961. Such modification(s) will, however, not affect the other provisions of the Scheme.

PART A

DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, the following words and expressions shall, unless the context requires otherwise, have the following meanings ascribed to them:

1.1 **"Act"** means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment or restatement and the rules and/ or regulations and/ or other guidelines or notifications under applicable Laws, made thereunder from time to time;

1.2 **"Appointed Date"** means 1st day of April 2020 or such other date as may be approved by the National Company Law Tribunal ('NCLT') or by any other competent authority;

1.3 **"Board of Directors" or "Board"** in relation to each of the Demerged Companies and the Resulting Companies, as the case may be, means the board of directors of such company, and shall include a committee of directors or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme or any other matter relating thereto;

1.4 **"Companies"** shall mean Infibeam, Suvidhaa, DRC and NSI;

1.5 **"Demerged Companies"** shall mean Infibeam and NSI;

1.6 **"Demerged Undertakings"** shall mean SME E-Commerce Services Undertaking, E-Commerce Business Undertaking and Themepark & Event Software Undertaking;

1.7 **"DRC"** or **"Resulting Company 2"** means DRC Systems India Limited, a public company incorporated with limited liability under the provisions of the Companies Act, 1956 with its registered

office at 24th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India;

1.8 **"E-Commerce Business Funds"** shall have the meaning set forth in Clause 23.2;

1.9 **"E-Commerce Business Undertaking"** means all the businesses, undertakings, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to E-Commerce Business, including the following:

(a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the E-Commerce Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to and in relation to the E-Commerce Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto pertaining to the E-Commerce Business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and

description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the E-Commerce Business;

(e) all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, copyrights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever, perpetual right to use any other intellectual property of NSI having used in the E-Commerce Business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by NSI pertaining to or in connection with or relating to NSI in respect of the E-Commerce Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by NSI and pertaining to the E-Commerce Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the E-Commerce Business;

(h) investments in shares, debentures and other securities held by NSI in relation to the E-Commerce Business;

(i) all debts, liabilities including contingent liabilities, duties, Taxes and obligations of NSI in relation to and pertaining to the E-Commerce Business;

(j) all employees of NSI employed/engaged in and relatable to the E-Commerce Business as on the Effective Date; and

(k) all legal or other proceedings of whatsoever nature that pertain to the E-Commerce Business

Explanation: In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the E-Commerce Business or whether it arises out of the

activities or operations of the E-Commerce Business, the same shall be decided by mutual agreement between Board of Directors of NSI and Suvidhaa.

1.10 **"Effective Date"** means the date on which the certified copy of the order of NCLT under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 sanctioning the Scheme is filed with the Registrar of Companies, Gujarat, at Ahmedabad;

1.11 "**Encumbrances**" means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; the term "**Encumber**" shall be construed accordingly;

1.12 **"Existing Stock Option Schemes – Infibeam"** means the 'Employee Stock Option Plan 2013-14' and the 'Employee Stock Option Plan 2014-15' and the 'Infibeam Employee Stock Option Plan 2019-20' approved by the Board of Infibeam on 13 February 2013, 27 February 2014 and 29 June 2019 respectively;

1.13 "**Governmental Authority"** shall mean any national, state, provincial, local or similar government, governmental, statutory, regulatory or administrative authority, government department, agency, commission, board, branch, tribunal or court or other entity authorized to make Laws, rules, regulations, standards, requirements, procedures or to pass directions or orders having the force of Law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of Law, or any stock exchange of India;

1.14 **"Infibeam"** or **"Demerged Company 1"** means Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited), a public company incorporated with limited liability under the provisions of the Companies Act, 1956 with its registered office at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India;

1.15 "**Law**" means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Governmental Authority, statutory authority, court, tribunal having jurisdiction over the Companies; (b) Permits; (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Governmental Authority having jurisdiction over the Companies; and (d) Taxes;

1.16 **"LODR"** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;

1.17 **"NCLT"** means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction in relation to Infibeam, Suvidhaa, DRC and NSI;

1.18 **"NSI"** or **"Demerged Company 2"** means NSI Infinium Global Limited, a public company incorporated with limited liability under the provisions of the Companies Act, 1956 with its registered office at 27th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India;

1.19 **"Record Date"** means the date to be fixed by the Board of Directors of Suvidhaa and DRC for the purpose of determining the shareholders of Infibeam and NSI, as the case may be, to whom shares of Suvidhaa and DRC shall be allotted pursuant to Demerger under this Scheme;

1.20 **"Remaining Business"**:

i) with respect to Infibeam means all business activities of Infibeam other than the SME E-Commerce Services Undertaking and Themepark & Event Software Undertaking; and

ii) with respect to NSI means all business activities of NSI other than E-Commerce Business Undertaking

1.21 **"Resulting Companies"** shall mean Suvidhaa and DRC;

1.22 **"RoC"** means the Registrar of Companies, Gujarat;

1.23 **"Scheme"** means this scheme of arrangement including any modification or amendment hereto, made in accordance with the terms hereof;

1.24 **"SEBI"** means the Securities and Exchange Board of India;

1.25 **"SEBI Circular"** means the circular no. CFD/DIL3/CIR/2017/21 dated 10th day of March 2017 issued by SEBI, and any amendments thereof, modifications issued pursuant to regulations 11, 37, 94 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

1.26 **"SME E-Commerce Services Business Funds"** shall have the meaning set forth in Clause 10.2;

1.27 **"SME E-Commerce Services Undertaking"** means all the businesses, undertakings, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to SME E-Commerce Services Business (which includes Infibeam's strategic investments in NSI), including the following:

(a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the SME E-Commerce Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to and in relation to the SME E-Commerce Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto pertaining to the SME E-Commerce Services Business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the SME E-Commerce Services Business;

(e) all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, copyrights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever, perpetual right to use any other intellectual property of Infibeam having used in the SME E-Commerce Services Business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements,

arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Infibeam pertaining to or in connection with or relating to Infibeam in respect of the SME E-Commerce Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Infibeam and pertaining to the SME E-Commerce Services Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the SME E-Commerce Services Business;

(h) investments in shares, debentures and other securities held by Infibeam in relation to the SME E-Commerce Services Business;

(i) all debts, liabilities including contingent liabilities, duties, Taxes and obligations of Infibeam in relation to and pertaining to the SME E-Commerce Services Business;

(j) all employees of Infibeam employed/engaged in and relatable to the SME E-Commerce Services Business as on the Effective Date; and

(k) all legal or other proceedings of whatsoever nature that pertain to the SME E-Commerce Services Business

Explanation: In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the SME E-Commerce Services Business or whether it arises out of the activities or operations of the SME E-Commerce Services Business, the same shall be decided by mutual agreement between Board of Directors of Infibeam and Suvidhaa.

1.28 **"Stock Exchanges"** means National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) collectively;

1.29 **"Suvidhaa"** or **"Resulting Company 1"** means Suvidhaa Infoserve Limited, a public company incorporated with limited liability under the provisions of the Companies Act, 1956 with its registered office at Unit No 02, 28th Floor, GIFT-II Building, Block No. 56, Road-5C, Zone-5, Gift City Gandhinagar, Gandhinagar - 382355, Gujarat, India;

1.30 "**Tax**" means all forms of taxes and statutory, governmental, state, central, provincial, local governmental or municipal impositions, duties, contributions and levies and whether levied by

reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of tax, whether by way of deduction at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Demerged Companies or the Resulting Companies or any other person and all penalties, charges, costs and interest relating thereto;

1.31 **"Themepark & Event Software Business Funds"** shall have the meaning set forth in Clause 36.2;

1.32 **"Themepark & Event Software Undertaking"** means all the businesses, undertakings, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Themepark & Event Software Business, including the following:

(a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Themepark & Event Software Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to and in relation to the Themepark & Event Software Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source, tax refunds and minimum alternate tax credit;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto pertaining to the Themepark & Event Software Business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with

customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Themepark & Event Software Business;

(e) all applications, including hardware, software, licenses, source codes (including any copies thereof), scripts, registrations, goodwill, licenses, trademarks, trade names, service marks, copyrights, patents, patent rights, copyrights, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and rights of any description and nature whatsoever, perpetual right to use any other intellectual property of Infibeam having used in the Themepark & Event Software Business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Infibeam pertaining to or in connection with or relating to Infibeam in respect of the Themepark & Event Software Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Infibeam and pertaining to the Themepark & Event Software Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Themepark & Event Software Business;

(h) investments in shares, debentures and other securities held by Infibeam in relation to the Themepark & Event Software Business;

(i) all debts, liabilities including contingent liabilities, duties, Taxes and obligations of Infibeam in relation to and pertaining to the Themepark & Event Software Business;

(j) all employees of Infibeam employed/engaged in and relatable to the Themepark & Event Software Business as on the Effective Date; and

(k) all legal or other proceedings of whatsoever nature that pertain to the Themepark & Event Software Business

Explanation: In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the Themepark & Event Software Business or whether it arises out of the activities or operations of the Themepark & Event Software Business, the same shall be decided by mutual agreement between Board of Directors of Infibeam and DRC.

Any terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract Regulation Act, 1956, Depositories Act, 1996, other applicable Laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

2. INTERPRETATION

In this Scheme, unless the context otherwise requires:

2.1 words denoting singular shall include plural and vice versa and references to any gender includes the other gender;

2.2 headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;

2.3 references to the word "include" or "including" shall be construed without limitation;

2.4 a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;

2.5 references to the words "hereof", "herein" and "hereunder" and words of similar import shall refer to this Scheme as a whole and not to any particular provision of this Scheme;

2.6 reference to any law or legislation or regulation shall include amendment(s), circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation;

2.7 reference to a document includes an amendment or supplement to, or replacement or novation of, that document;

2.8 word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them;

2.9 references to a person include any individual, firm, body corporate (whether incorporated or not), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives' body (whether or not having separate legal personality); and

2.10 where a wider construction is possible, the words "other" and "otherwise" shall not be construed *ejusdem generis* with any forgoing words.

3. SHARE CAPITAL

3.1 The share capital of Infibeam as on 31st day of March 2019 was as under:

articulars	Amount (in Rs.)
Authorised Share Capital	
89,75,00,000 equity shares of Re. 1 each	89,75,00,000
2,50,000 0.01% Cumulative Compulsorily Convertible Preference Shares of Rs. 10 each	25,00,000
Total	**90,00,00,000**
Issued Capital	
66,33,92,240 equity shares of Re. 1 each	66,33,92,240
Total	**66,33,92,240**
Subscribed and Paid Up Capital	
66,33,92,240 equity shares of Re. 1 each	66,33,92,240
Total	**66,33,92,240**

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of Infibeam till the date of approval of the Scheme by the Board of Infibeam.

Infibeam has outstanding employee stock options under its existing stock options schemes and share warrants, the exercise of which shall result in an increase in the issued and paid-up share capital of Infibeam.

3.2 The share capital of Suvidhaa as on 31st day of March 2019 was as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
14,00,00,000 equity shares of Re. 1 each	14,00,00,000
1,00,00,000 Preference Shares of Re. 1 each	1,00,00,000
Total	**15,00,00,000**
Issued Capital	
10,53,01,885 equity shares of Re. 1 each	10,53,01,885
Total	**10,53,01,885**
Subscribed and Paid Up Capital	

Particulars	Amount (in Rs.)
10,53,01,885 equity shares of Re. 1 each	10,53,01,885
Total	10,53,01,885

Subsequent to the above date, Suvidhaa has issued 5,00,000 shares. Post issuance of shares, the revised share capital of Suvidhaa is as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
14,00,00,000 equity shares of Re. 1 each	14,00,00,000
1,00,00,000 Preference Shares of Re. 1 each	1,00,00,000
Total	**15,00,00,000**
Issued Capital	
10,58,01,885 equity shares of Re. 1 each	10,58,01,885
Total	**10,58,01,885**
Subscribed and Paid Up Capital	
10,58,01,885 equity shares of Re. 1 each	10,58,01,885
Total	**10,58,01,885**

Suvidhaa has outstanding employee stock options under its existing stock options schemes, the exercise of which shall result in an increase in the issued and paid-up share capital of Suvidhaa.

3.3 The share capital of DRC as on 31st day of March 2019 was as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
30,00,000 equity shares of Rs. 10 each	3,00,00,000
Total	**3,00,00,000**
Issued Capital	
13,50,000 equity shares of Rs. 10 each	1,35,00,000
Total	**1,35,00,000**
Subscribed and Paid Up Capital	
13,50,000 equity shares of Rs. 10 each	1,35,00,000
Total	**1,35,00,000**

Subsequent to the above date, DRC has issued 9,00,000 equity shares of Rs. 10 each as bonus shares to its shareholders. Post issuance of shares, the revised share capital of DRC is as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
30,00,000 equity shares of Rs. 10 each	3,00,00,000
Total	**3,00,00,000**
Issued Capital	
22,50,000 equity shares of Rs. 10 each	2,25,00,000
Total	**2,25,00,000**
Subscribed and Paid Up Capital	
22,50,000 equity shares of Rs. 10 each	2,25,00,000
Total	**2,25,00,000**

3.4 The share capital of NSI as on 31st day of March 2019 was as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
10,00,000 equity shares of Rs. 10 each	1,00,00,000
Total	**1,00,00,000**
Issued Capital	
18,293 equity shares of Rs. 10 each	1,82,930
Total	**1,82,930**
Subscribed and Paid Up Capital	
18,293 equity shares of Rs. 10 each	1,82,930
Total	**1,82,930**

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of NSI till the date of approval of the Scheme by the Board of NSI.

4. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

The Scheme shall be operative from the Appointed Date but shall be effective from the Effective Date.

PART B

DEMERGER OF SME E-COMMERCE SERVICES UNDERTAKING OF INFIBEAM AND ITS VESTING IN SUVIDHAA

5. TRANSFER OF ASSETS

5.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the SME E-Commerce Services Undertaking (including all the assets, rights, claims, title, interest and authorities including accretions and appurtenances of the SME E-Commerce Services Undertaking) shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act and without any further act, instrument or deed, be demerged from Infibeam and be transferred to and vested in and be deemed to have been demerged from Infibeam and transferred to and vested in Suvidhaa as a going concern so as to become as and from the Appointed Date, the assets, rights, claims, title, interest and authorities of Suvidhaa, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

5.2 In respect of such of the assets of the SME E-Commerce Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and / or delivery, the same shall be so transferred by Infibeam, upon the coming into effect of this Scheme, and shall become the property of Suvidhaa as an integral part of the SME E-Commerce Services Undertaking with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

5.3 In respect of movables other than those dealt with in Clause 5.2 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi- governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in Suvidhaa without any notice or other intimation to the debtors.

5.4 Suvidhaa may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in Suvidhaa.

5.5 In respect of such of the assets belonging to the SME E-Commerce Services Undertaking other than those referred to in Clause 5.2 and 5.3 above, the same shall, as more particularly provided in Clause 5.1 above, without any further act, instrument or deed, be demerged from Infibeam and transferred to and vested in and/or be deemed to be demerged from Infibeam and transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant

to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act. For the purpose of giving effect to the vesting order passed under Section 230 to 232 read with Section 66 and other applicable provisions of the Act in respect of the Scheme, Suvidhaa shall be entitled to exercise all the rights and privileges and be liable to pay all Taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties, including mutation and/or substitution of the title to, or interest in the immovable properties which shall be made and duly recorded by the Governmental Authority(ies) in favour of Suvidhaa pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by Infibeam and/or Suvidhaa. It is clarified that Suvidhaa shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.

Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority, in favour of Suvidhaa, Suvidhaa shall be deemed to be authorized to carry on the business in the name and style of Infibeam under the relevant agreement, deed, lease and/or license, as the case may be, and Suvidhaa shall keep a record and/or account of such transactions.

5.6 All assets, rights, title, interest and investments of Infibeam in relation to the SME E-Commerce Services Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act.

5.7 Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, Suvidhaa will be entitled to all the intellectual property rights of Infibeam in relation to the SME E-Commerce Services Undertaking. Suvidhaa may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of Suvidhaa.

5.8 Any asset acquired by Infibeam after the Appointed Date but prior to the Effective Date pertaining to the SME E-Commerce Services Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in Suvidhaa upon the coming into effect of this Scheme.

5.9 For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of Infibeam in any leasehold/licensed properties in relation to the SME E-Commerce Services Undertaking shall, pursuant to Section 232 (4) and other applicable provisions of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in Suvidhaa automatically without requirement of any further act or deed.

5.10 On and from the Effective Date, and thereafter, Suvidhaa shall be entitled to operate the bank accounts of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns, if any, and issue credit notes in relation to or in connection with the SME E-Commerce Services Undertaking of Infibeam, in the name of Suvidhaa in so far as may be necessary until the transfer of rights and obligations of the SME E-Commerce Services Undertaking to Suvidhaa under this Scheme have been formally given effect to under such contracts and transactions.

5.11 All the Taxes, if any, paid or payable by Infibeam after the Appointed Date and specifically pertaining to SME E-Commerce Services Undertaking shall be treated as paid or payable by Suvidhaa and Suvidhaa shall be entitled to claim all the credit, refund or adjustment for the same as may be applicable.

5.12 Suvidhaa shall be entitled to get credit/claim refund regarding any Tax paid and/or tax deduction at source certificates, pertaining to the SME E-Commerce Services Undertaking.

5.13 If Infibeam is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the SME E-Commerce Services Undertaking under any Tax Laws or applicable Laws, Suvidhaa shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilized credits as the case may be without any specific approval or permission.

5.14 Without prejudice to the generality of the above, all benefits including under Tax Laws, to which Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, is entitled to in terms of the applicable Tax Laws, including, but not limited to advances recoverable in cash or kind or for value, and deposits with any Governmental Authority or any third party/entity, shall be available to, and vest in, Suvidhaa.

5.15 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, has been replaced with that of Suvidhaa, Suvidhaa shall be entitled to operate the bank account of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, in the name of Infibeam in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, after the Effective Date shall be accepted by the bankers of Suvidhaa and credited to the account of Suvidhaa, if presented by Suvidhaa. Suvidhaa shall be allowed to maintain bank accounts in the name of Infibeam for such time as may be determined to be necessary by Suvidhaa for presentation and deposition of cheques and pay orders that have been issued in the name of Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking. It is hereby expressly clarified that any legal proceedings by or against Infibeam, in relation to or in connection with the SME E-Commerce Services Undertaking, in relation to the

cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of Infibeam shall be instituted, or as the case may be, continued by or against Suvidhaa after the coming into effect of this Scheme.

6. TRANSFER OF CONTRACTS, DEEDS, ETC.

6.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to SME E-Commerce Services Undertaking, to which Infibeam is a party or to the benefit of which Infibeam may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect against or in favour, as the case may be, of Suvidhaa and may be enforced as fully and effectually as if, instead of Infibeam, Suvidhaa had been a party or beneficiary or obligee thereto.

6.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the SME E-Commerce Services Undertaking occurs by virtue of this Scheme itself, Suvidhaa may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which Infibeam is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. Suvidhaa shall be deemed to be authorized to execute any such writings on behalf of Infibeam and to carry out or perform all such formalities or compliances referred to above on part of Infibeam.

6.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of Infibeam in relation to the SME E-Commerce Services Undertaking shall stand transferred to Suvidhaa as if the same were originally given by, issued to or executed in favour of Suvidhaa, and Suvidhaa shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to Suvidhaa. Suvidhaa shall make applications to any Governmental Authority as may be necessary in this behalf.

6.4 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the SME E-Commerce Services Undertaking which Infibeam owns or to which Infibeam is a party to, cannot be transferred to Suvidhaa for any reason whatsoever, Infibeam shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of Suvidhaa, insofar as it is permissible so to do, till such time as the transfer is effected.

7. TRANSFER OF LIABILITIES

7.1 Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the activities or operations of the SME E-Commerce Services Undertaking) of Infibeam as on the Appointed Date and relatable to the SME E-Commerce Services Undertaking ('Transferred Liabilities') shall, without any further act, instrument or deed, be and stand transferred to and be deemed to be transferred to Suvidhaa to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of Suvidhaa which shall meet, discharge and satisfy the same. The term "Transferred Liabilities" shall include:

(i) the liabilities which arise out of the activities or operations of the SME E-Commerce Services Undertaking;

(ii) the specific loans or borrowings raised, incurred and utilized solely for the activities or operations of the SME E-Commerce Services Undertaking; and

(iii) in cases other than those referred to in Clause 7.1(i) or Clause 7.1(ii) above, so much of the amounts of liabilities as may be decided by the Board of directors of Infibeam and Suvidhaa which would be in compliance with the provisions of Section 2(19AA) of the Income-tax Act, 1961.

7.2 Where any of the loans raised and used, debts, liabilities, duties and obligations of Infibeam as on the Appointed Date deemed to be transferred to Suvidhaa have been discharged by Infibeam on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Suvidhaa.

7.3 Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by Infibeam for the operations of the SME E-Commerce Services Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of Suvidhaa and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to Suvidhaa and shall become the loans, debts, liabilities, duties and obligations of Suvidhaa.

7.4 In so far as the existing Encumbrances in respect of the Transferred Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the SME E-Commerce Services Undertaking which have been Encumbered in respect of the Transferred Liabilities as transferred to Suvidhaa pursuant to this Scheme. Provided that if any of the assets comprised in the SME E-Commerce Services Undertaking which are being transferred to Suvidhaa pursuant to this Scheme have not been Encumbered in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such

assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

7.5 For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, subject to Clause 7.4, the Encumbrances over such assets relating to the Transferred Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the SME E-Commerce Services Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or debentures or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with Infibeam), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.

7.6 Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of the Scheme, Infibeam and Suvidhaa shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the RoC to give formal effect to the above provisions, if required.

7.7 Upon the coming into effect of this Scheme, Suvidhaa alone shall be liable to perform all obligations in respect of the Transferred Liabilities, which have been transferred to it in terms of this Scheme, and Infibeam shall not have any obligations in respect of such Transferred Liabilities. However, Infibeam shall extend necessary cooperation in this regard.

7.8 It is expressly provided that, save as mentioned in this Clause 7, no other term or condition of the liabilities transferred to Suvidhaa as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

7.9 The provisions of this Clause shall be subject to the clauses contained in any instrument, deed or writing or the terms of sanction or issue or any security document entered into between Infibeam and Suvidhaa, if any.

8. LEGAL, TAXATION AND OTHER PROCEEDINGS

8.1 Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal), by or against Infibeam and relating to the SME E-Commerce Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Suvidhaa after the Effective Date. Infibeam shall in no event be responsible or liable in relation to any such legal or other proceedings against Suvidhaa. Suvidhaa shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Infibeam.

8.2 If proceedings are taken against Infibeam in respect of the matters referred to in Clause 8.1 above, it shall defend the same in accordance with the advice of Suvidhaa and at the cost of Suvidhaa, and the

latter shall reimburse and indemnify Infibeam against all liabilities and obligations incurred by Infibeam in respect thereof.

8.3 Suvidhaa undertakes to have all legal or other proceedings initiated by or against Infibeam referred to in Clause 8.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Suvidhaa to the exclusion of Infibeam. Each of the Companies shall make relevant applications in that behalf.

9. PERMITS

9.1 With effect from the Appointed Date, Permits relating to the SME E-Commerce Services Undertaking shall be transferred to and vested in Suvidhaa and the concerned licensor and grantors of such Permits shall endorse where necessary, and record Suvidhaa on such Permits so as to empower and facilitate the approval and vesting of the SME E-Commerce Services Undertaking in Suvidhaa and continuation of operations pertaining to the SME E-Commerce Services Undertaking in Suvidhaa without any hindrance, and shall stand transferred to and vested in and shall be deemed to be transferred to and vested in Suvidhaa without any further act or deed and shall be appropriately mutated by the Governmental Authorities concerned therewith in favour of Suvidhaa as if the same were originally given by, issued to or executed in favour of Suvidhaa and Suvidhaa shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to Suvidhaa.

9.2 The benefit of all Permits pertaining to the SME E-Commerce Services Undertaking shall without any other order to this effect, transfer and vest into and become available to Suvidhaa pursuant to the sanction of this Scheme.

10. EMPLOYEES

10.1 Upon the coming into effect of this Scheme, the Employees in relation to the SME E-Commerce Services Undertaking of Infibeam shall become the employees of Suvidhaa with effect from the Effective Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are employed by Infibeam in the SME E-Commerce Services Undertaking and without any interruption of, or break in, service as a result of the transfer of the SME E-Commerce Services Undertaking. Suvidhaa agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of the Employees of the SME E-Commerce Services Undertaking with Infibeam shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

10.2 In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by Infibeam for the employees related to the SME E-Commerce Services Undertaking, (collectively referred to as the "SME E-Commerce Services Business Funds"), the SME E-Commerce Services Business Funds and such of the investments made by the SME E-Commerce Services Business Funds which are referable to the employees related to the SME E-Commerce Services Undertaking, being transferred to Suvidhaa, in

terms of the Scheme shall be transferred to Suvidhaa and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The SME E-Commerce Services Business Funds shall, subject to the necessary approvals and permissions and at the discretion of Suvidhaa, either be continued as separate funds of Suvidhaa for the benefit of the employees related to the SME E-Commerce Services Undertaking, or be transferred to and merged with other similar funds of Suvidhaa. In the event that Suvidhaa does not have its own funds in respect of any of the above, Suvidhaa may, subject to necessary approvals and permissions, continue to contribute to relevant funds of Infibeam, until such time that Suvidha creates its own fund, at which time the SME E-Commerce Services Business Funds and the investments and contributions pertaining to the employees related to the SME E-Commerce Services Undertaking, shall be transferred to the funds created by Suvidhaa. Subject to the relevant law, rules and regulations applicable to the SME E-Commerce Services Business Funds, the Board of Directors or any committee thereof of Infibeam and Suvidhaa may decide to continue to make the said contributions to the Funds of Infibeam. It is clarified that the services of the employees of the SME E-Commerce Services Undertaking, will be treated as having been continuous and not interrupted for the purpose of the said fund or funds.

10.3 Any question that may arise as to whether any employee belongs to or does not belong to the SME E-Commerce Services Undertaking shall be decided by the Board or Committee thereof of Infibeam and Suvidhaa.

10.4 Stock Options:

a) The stock options granted by Infibeam under the Existing Stock Option Schemes - Infibeam to the employees who shall be transferred as part of the SME E-Commerce Services Undertaking, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, may be accelerated such that the stock options are vested up to 7 (seven) days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of Infibeam and may be exercised from the vesting date up to 3 (three) days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

b) The stock options granted by Infibeam under the Existing Stock Option Schemes – Infibeam to the employees who form part of the Remaining Business of Infibeam and who shall not be transferred to Suvidhaa, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall continue on the existing terms and conditions, except for such modifications/adjustments as may be deemed appropriate (including by issue of new/ additional options and/ or adjustment to the exercise price) by the Nomination & Remuneration Committee of Infibeam and payment of appropriate compensation as determined by the Nomination & Remuneration Committee of Infibeam in order to provide for reduction in intrinsic value of Infibeam, in accordance with the provisions of the Existing Stock Option Schemes – Infibeam and applicable Law.

c) The relevant committee of the Board of Infibeam shall make appropriate amendments to the Existing Stock Option Schemes – Infibeam, if required, to provide for the modifications/adjustments (as may be

deemed appropriate by such committee including by issue of new/ additional options and/ or adjustment to the exercise price) and payment of appropriate compensation to the employees who shall be part of the Remaining Business of Infibeam, as may be determined based on the recommendation of such committee of the Board of Infibeam, in order to provide for reduction in intrinsic value of Infibeam. The modifications / adjustments, if any, to the Existing Stock Option Schemes – Infibeam required to effect the treatment set out above shall be effected as an integral part of the Scheme and the approval granted to the Scheme by the shareholders shall also be deemed to be their approval for such modification or adjustments to the stock options pursuant to the Existing Stock Option Schemes – Infibeam required under Applicable Law, including under Section 62 of the Act and the SEBI (Share Based Employee Benefits) Regulations, 2014. No further approval of the shareholders of Infibeam or any other person would be required in this connection.

d) The Board of Directors of Infibeam / such other committee of the Board of Infibeam shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this clause.

11. CONSIDERATION

11.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the SME E-Commerce Services Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

197 (One Hundred Ninety-Seven) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 1,500 (One Thousand Five Hundred) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

It is clarified that no shares shall be issued by Suvidhaa in respect of the shares held by Suvidhaa or any of its subsidiary companies, if any, in Infibeam.

11.2 The equity shares to be issued and allotted as provided in Clause 11.1 above shall be subject to the provisions of the Memorandum and Articles of Association of Suvidhaa and shall rank *pari-passu* in all respects with the then existing equity shares of Suvidhaa after the Record Date including with respect to dividend, bonus entitlement, rights' shares' entitlement, voting rights and other corporate benefits.

11.3 In case any shareholder's shareholding in Infibeam is such that such shareholder becomes entitled to a fraction of an equity share of Suvidhaa, Suvidhaa shall not issue fractional shares to such shareholder but shall consolidate such fractions and issue and allot the consolidated shares directly to a trustee nominated by the Board of Directors of Suvidhaa in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to Suvidhaa, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon Suvidhaa shall, subject to withholding tax, if any, distribute such

sale proceeds to the concerned shareholders of Infibeam in proportion to their respective fractional entitlements.

11.4 The equity shares to be issued pursuant to Clause 11.1 above shall be issued in dematerialized form only by Suvidhaa. The shareholders of Infibeam shall be required to provide details as required thereof by Suvidhaa for such issuance of shares in dematerialized form. In the event that a shareholder of Infibeam holds equity shares of Infibeam in physical form or if any shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Suvidhaa, then Suvidhaa shall issue equity shares in demat form to a trustee nominated by the Board of Directors of Suvidhaa in that behalf, who shall hold such shares for and on behalf of such shareholder or shareholders.

11.5 The equity shares to be issued by Suvidhaa pursuant to this Scheme, in respect of such of the equity shares of Infibeam which are held in abeyance under the applicable provisions of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, also be kept in abeyance by Suvidhaa.

11.6 The equity shares issued pursuant to Clause 11.1, which Suvidhaa is unable to allot due to applicable Laws (including, without limitation, the non receipt of approvals of Governmental Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Suvidhaa and shall be dealt with in the manner as may be permissible under the applicable Law and deemed fit by the Board of Directors of Suvidhaa including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 11.3 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Infibeam, in proportion to their entitlements as per the process specified in Clause 11.3 above. If the above cannot be effected for any reason, Suvidhaa shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under applicable Law. Suvidhaa and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.

11.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Infibeam, the Board of Directors of Infibeam shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Infibeam as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares in relation to the shares issued by Suvidhaa. The Board of Directors of Infibeam shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Suvidhaa on account of difficulties faced in the transition period.

11.8 The issue and allotment of equity shares by Suvidhaa to the members of Infibeam as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out under the orders passed

by the Tribunal without requiring any further act or deed on the part of Suvidhaa as if the procedure laid down under the Act and such other applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of Suvidhaa to this Scheme shall be deemed to be their consent / approval for the issue and allotment of equity shares.

11.9 In the event that the Companies alter their equity share capital, including but not limited to, by way of share split / consolidation / further issue of shares in any manner whatsoever during the pendency of the Scheme, the share exchange ratio as per Clause 11.1 above, shall be adjusted accordingly to take into account the effect of any such actions unless otherwise decided by the Board of directors of Infibeam and Suvidhaa. It is clarified that the approval of the members of Companies to the Scheme shall be deemed to be their consent / approval also to the adjusted share exchange ratio as per this clause.

11.10 Suvidhaa shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares by Suvidhaa to the shareholders of Infibeam.

11.11 Suvidhaa shall, if necessary and to the extent required, increase its authorized share capital to facilitate issue of shares under the Scheme. It is clarified that the approval of the members of Suvidhaa to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of Suvidhaa as required under Section 13, 14, 61, 64 and other applicable provisions of the Act.

11.12 The equity shares issued pursuant to Clause 11.1 shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Suvidhaa shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 11.1 above.

11.13 Suvidhaa shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.

11.14 The shares allotted by Suvidhaa pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

11.15 There shall be no change in the shareholding pattern or control in Suvidhaa between the Record Date and the listing which may affect the status of the approval.

12. ACCOUNTING TREATMENT IN THE BOOKS OF INFIBEAM AND CAPITAL REDUCTION

12.1 Upon the coming into effect of this Scheme, Infibeam shall account for the transfer and vesting of the SME E-Commerce Services Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

12.2 Upon the Scheme coming into effect, Reserves (including Securities Premium, if required) of Infibeam may be adjusted in accordance with the applicable Ind AS notified under Section 133 of the Act as may be decided by the Board of Directors of Infibeam in consultation with their auditors.

12.3 The reduction, if any, in securities premium account of Infibeam pursuant to the above clause shall be effected as an integral part of the Scheme and the order of NCLT sanctioning the Scheme shall be deemed to be also the order under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

12.4 The consent of the shareholders of Infibeam to this Scheme shall be deemed to be the consent of its shareholders for the purposes of effecting the above reduction under the provisions of Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 and no further resolution under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 would be required to be passed separately.

12.5 Notwithstanding anything above, Infibeam shall not be required to add "And Reduced" as suffix to its name.

13. ACCOUNTING TREATMENT IN THE BOOKS OF SUVIDHAA

13.1 Upon the coming into effect of this Scheme, Suvidhaa shall account for the transfer and vesting of the SME E-Commerce Services Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

13.2 The amount of inter-corporate balances and investments, if any, between the SME E-Commerce Services Undertaking and Suvidhaa will stand cancelled without any further act or deed and there shall be no further obligation/ outstanding in that behalf.

14. CONDUCT OF BUSINESS BY INFIBEAM UNTIL THE EFFECTIVE DATE

14.1 With effect from the Appointed Date and up to and including the Effective Date, Infibeam shall carry on the business and activities of the SME E-Commerce Services Undertaking with reasonable diligence, business prudence and shall not except in the ordinary course of business or without prior written consent of Suvidhaa, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the SME E-Commerce Services Undertaking or part thereof.

14.2 With effect from the Appointed Date and up to and including the Effective Date:

14.2.1 Infibeam shall carry on and be deemed to have carried on the business and activities pertaining to SME E-Commerce Services Undertaking and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions pertaining to SME E-Commerce Services Undertaking for and on account of, and in trust for, Suvidhaa;

14.2.2 All profits and income pertaining to SME E-Commerce Services Undertaking accruing or arising to Infibeam, and losses and expenditure pertaining to SME E-Commerce Services Undertaking arising or incurred by it (including Taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including Taxes), as the case may be, of Suvidhaa;

14.2.3 Any rights, powers, authorities or privileges pertaining to SME E-Commerce Services Undertaking exercised by Infibeam shall be deemed to have been exercised by Infibeam for and on behalf of, and in trust for and as an agent of Suvidhaa. Similarly, any of the obligations, duties and commitments pertaining to SME E-Commerce Services Undertaking that have been undertaken or discharged by Infibeam shall be deemed to have been undertaken for and on behalf of and as an agent for Suvidhaa;

14.2.4 All Taxes (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, goods and service tax, service tax, VAT, etc.) pertaining to SME E-Commerce Services Undertaking paid or payable by Infibeam in respect of the operations and/or the profits pertaining to SME E-Commerce Services Undertaking of Infibeam before the Appointed Date, shall be on account of Infibeam and, insofar as it relates to the tax payment (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, goods and service tax, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by Infibeam in respect of the profits or activities or operation pertaining to SME E-Commerce Services Undertaking of Infibeam with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by Suvidhaa and, shall, in all proceedings, be dealt with accordingly;

14.2.5 Infibeam shall not vary the terms and conditions of service of the employees pertaining to SME E-Commerce Services Undertaking or conclude settlements with unions or employees, except in the ordinary course of business or consistent with past practice or pursuant to any pre-existing obligation without the prior written consent of the Board of Directors of Suvidhaa; and

14.2.6 Suvidhaa shall be entitled, pending the sanction of the Scheme, to apply to any governmental authority, if required, under any law for such consents and approvals which Suvidhaa may require to carry on the business pertaining to SME E-Commerce Services Undertaking of Infibeam.

14.3 With effect from the date of approval of this Scheme by the respective Board of Directors of Infibeam and Suvidhaa, Infibeam shall notify Suvidhaa in writing as soon as reasonably practicable of any matter, circumstance, act or omission which is or may be a breach of Clause 14.

15. REMAINING BUSINESS OF INFIBEAM

15.1 The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by Infibeam subject to the provisions of this Scheme in relation to Encumbrances in favour of banks, lenders and/or financial institutions.

15.2 All legal, taxation or other proceedings of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal) by or against Infibeam under any statute, whether pending on the

Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of Infibeam in respect of the Remaining Business) shall be continued and enforced by or against Infibeam.

15.3 If proceedings are taken against Suvidhaa in respect of matters referred to above relating to the Remaining Undertaking, it shall defend the same in accordance with the advice of Infibeam and at the cost of Infibeam, and the latter shall reimburse and indemnify Suvidhaa, against all liabilities and obligations incurred by Suvidhaa in respect thereof.

15.4 If proceedings are taken against Infibeam in respect of matters referred to above relating to the SME E-Commerce Services Undertaking, it shall defend the same in accordance with the advice of Suvidhaa and at the cost of Suvidhaa, and the latter shall reimburse and indemnify Infibeam, against all liabilities and obligations incurred by Infibeam in respect thereof.

15.5 Up to and including the Effective Date:

(i) Infibeam shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

(ii) all profits accruing to Infibeam or losses arising or incurred by it (including the effect of Taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Infibeam; and

(iii) all assets and properties acquired by Infibeam in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Infibeam.

16. SAVING OF CONCLUDED TRANSACTIONS

16.1 Subject to the terms of the Scheme, the transfer of the SME E-Commerce Services Undertaking into Suvidhaa and the continuance of legal proceedings by or against Suvidhaa under Clause 8 above shall not affect any transaction or proceedings already concluded by Infibeam for the SME E-Commerce Services Undertaking until the Effective Date, to the end and intent that Suvidhaa accepts and adopts all acts, deeds and things done and executed by Infibeam for the SME E-Commerce Services Undertaking in respect thereto as acts, deeds and things made, done and executed by or on behalf of Suvidhaa.

17. OTHER CLAUSE

17.1 The provisions contained here in Part B of this Scheme shall be subject to the provisions contained in Agreement which may be entered into between Infibeam, NSI and Suvidhaa.

17.2 It is hereby stated that the promoter / promoter group of Infibeam, Infibeam or any of its subsidiary, associate or group concern will not be regarded as promoter / promoter group in Suvidhaa upon the scheme coming into effect.

PART C

DEMERGER OF E-COMMERCE BUSINESS UNDERTAKING OF NSI AND ITS VESTING IN SUVIDHAA

18. TRANSFER OF ASSETS

18.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the E-Commerce Business Undertaking (including all the assets, rights, claims, title, interest and authorities including accretions and appurtenances of the E-Commerce Business Undertaking) shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to Sections 230 to 232 and other applicable provisions of the Act and without any further act, instrument or deed, be demerged from NSI and be transferred to and vested in and be deemed to have been demerged from NSI and transferred to and vested in Suvidhaa as a going concern so as to become as and from the Appointed Date, the assets, rights, claims, title, interest and authorities of Suvidhaa, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

18.2 In respect of such of the assets of the E-Commerce Business Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and / or delivery, the same shall be so transferred by NSI, upon the coming into effect of this Scheme, and shall become the property of Suvidhaa as an integral part of the E-Commerce Business Undertaking with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

18.3 In respect of movables other than those dealt with in Clause 18.2 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi- governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in Suvidhaa without any notice or other intimation to the debtors.

18.4 Suvidhaa may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in Suvidhaa.

18.5 In respect of such of the assets belonging to the E-Commerce Business Undertaking other than those referred to in Clause 18.2 and 18.3 above, the same shall, as more particularly provided in Clause 18.1 above, without any further act, instrument or deed, be demerged from NSI and transferred to and vested in and/or be deemed to be demerged from NSI and transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act. For the purpose of giving effect to the vesting order passed under Section 230 to 232 and other applicable provisions of the Act in respect

of the Scheme, Suvidhaa shall be entitled to exercise all the rights and privileges and be liable to pay all Taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties, including mutation and/or substitution of the title to, or interest in the immovable properties which shall be made and duly recorded by the Governmental Authority(ies) in favour of Suvidhaa pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by NSI and/or Suvidhaa. It is clarified that Suvidhaa shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.

Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority, in favour of Suvidhaa, Suvidhaa shall be deemed to be authorized to carry on the business in the name and style of NSI under the relevant agreement, deed, lease and/or license, as the case may be, and Suvidhaa shall keep a record and/or account of such transactions.

18.6 All assets, rights, title, interest and investments of NSI in relation to the E-Commerce Business Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in Suvidhaa upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act.

18.7 Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, Suvidhaa will be entitled to all the intellectual property rights of NSI in relation to the E-Commerce Business Undertaking. Suvidhaa may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of Suvidhaa.

18.8 Any asset acquired by NSI after the Appointed Date but prior to the Effective Date pertaining to the E-Commerce Business Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in Suvidhaa upon the coming into effect of this Scheme.

18.9 For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of NSI in any leasehold/licensed properties in relation to the E-Commerce Business Undertaking shall, pursuant to Section 232 (4) and other applicable provisions of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in Suvidhaa automatically without requirement of any further act or deed.

18.10 On and from the Effective Date, and thereafter, Suvidhaa shall be entitled to operate the bank accounts of NSI, in relation to or in connection with the E-Commerce Business Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns, if

any, and issue credit notes in relation to or in connection with the E-Commerce Business Undertaking of NSI, in the name of Suvidhaa in so far as may be necessary until the transfer of rights and obligations of the E-Commerce Business Undertaking to Suvidhaa under this Scheme have been formally given effect to under such contracts and transactions.

18.11 All the Taxes, if any, paid or payable by NSI after the Appointed Date and specifically pertaining to E-Commerce Business Undertaking shall be treated as paid or payable by Suvidhaa and Suvidhaa shall be entitled to claim all the credit, refund or adjustment for the same as may be applicable.

18.12 Suvidhaa shall be entitled to get credit/claim refund regarding any Tax paid and/or tax deduction at source certificates, pertaining to the E-Commerce Business Undertaking.

18.13 If NSI is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the E-Commerce Business Undertaking under any Tax Laws or applicable Laws, Suvidhaa shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilized credits as the case may be without any specific approval or permission.

18.14 Without prejudice to the generality of the above, all benefits including under Tax Laws, to which NSI, in relation to or in connection with the E-Commerce Business Undertaking, is entitled to in terms of the applicable Tax Laws, including, but not limited to advances recoverable in cash or kind or for value, and deposits with any Governmental Authority or any third party/entity, shall be available to, and vest in, Suvidhaa.

18.15 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of NSI, in relation to or in connection with the E-Commerce Business Undertaking, has been replaced with that of Suvidhaa, Suvidhaa shall be entitled to operate the bank account of NSI, in relation to or in connection with the E-Commerce Business Undertaking, in the name of NSI in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of NSI, in relation to or in connection with the E-Commerce Business Undertaking, after the Effective Date shall be accepted by the bankers of Suvidhaa and credited to the account of Suvidhaa, if presented by Suvidhaa. Suvidhaa shall be allowed to maintain bank accounts in the name of NSI for such time as may be determined to be necessary by Suvidhaa for presentation and deposition of cheques and pay orders that have been issued in the name of NSI, in relation to or in connection with the E-Commerce Business Undertaking. It is hereby expressly clarified that any legal proceedings by or against NSI, in relation to or in connection with the E-Commerce Business Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of NSI shall be instituted, or as the case may be, continued by or against Suvidhaa after the coming into effect of this Scheme.

19. TRANSFER OF CONTRACTS, DEEDS, ETC.

19.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to E-Commerce Business Undertaking, to which NSI is a party or to the benefit of which NSI may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect against or in favour, as the case may be, of Suvidhaa and may be enforced as fully and effectually as if, instead of NSI, Suvidhaa had been a party or beneficiary or obligee thereto.

19.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the E-Commerce Business Undertaking occurs by virtue of this Scheme itself, Suvidhaa may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which NSI is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. Suvidhaa shall be deemed to be authorized to execute any such writings on behalf of NSI and to carry out or perform all such formalities or compliances referred to above on part of NSI.

19.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of NSI in relation to the E-Commerce Business Undertaking shall stand transferred to Suvidhaa as if the same were originally given by, issued to or executed in favour of Suvidhaa, and Suvidhaa shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to Suvidhaa. Suvidhaa shall make applications to any Governmental Authority as may be necessary in this behalf.

19.4 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the E-Commerce Business Undertaking which NSI owns or to which NSI is a party to, cannot be transferred to Suvidhaa for any reason whatsoever, NSI shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of Suvidhaa, insofar as it is permissible so to do, till such time as the transfer is effected.

20. TRANSFER OF LIABILITIES

20.1 Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the activities or operations of the E-Commerce Business Undertaking) of NSI as on the Appointed Date and relatable to the E-Commerce Business Undertaking ('Transferred Liabilities') shall, without any further act, instrument or deed, be and stand transferred to and be deemed to be transferred to Suvidhaa

to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of Suvidhaa which shall meet, discharge and satisfy the same. The term "Transferred Liabilities" shall include:

(i) the liabilities which arise out of the activities or operations of the E-Commerce Business Undertaking;

(ii) the specific loans or borrowings raised, incurred and utilized solely for the activities or operations of the E-Commerce Business Undertaking; and

(iii) in cases other than those referred to in Clause 20.1(i) or Clause 20.1(ii) above, so much of the amounts of liabilities as may be decided by the Board of directors of NSI and Suvidhaa which would be in compliance with the provisions of Section 2(19AA) of the Income-tax Act, 1961.

20.2 Where any of the loans raised and used, debts, liabilities, duties and obligations of NSI as on the Appointed Date deemed to be transferred to Suvidhaa have been discharged by NSI on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Suvidhaa.

20.3 Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by NSI for the operations of the E-Commerce Business Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of Suvidhaa and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to Suvidhaa and shall become the loans, debts, liabilities, duties and obligations of Suvidhaa.

20.4 In so far as the existing Encumbrances in respect of the Transferred Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the E-Commerce Business Undertaking which have been Encumbered in respect of the Transferred Liabilities as transferred to Suvidhaa pursuant to this Scheme. Provided that if any of the assets comprised in the E-Commerce Business Undertaking which are being transferred to Suvidhaa pursuant to this Scheme have not been Encumbered in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

20.5 For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, subject to Clause 20.4, the Encumbrances over such assets relating to the Transferred Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the

operation of the above. Further, in so far as the assets comprised in the E-Commerce Business Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or debentures or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with NSI), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.

20.6 Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of the Scheme, NSI and Suvidhaa shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the RoC to give formal effect to the above provisions, if required.

20.7 Upon the coming into effect of this Scheme, Suvidhaa alone shall be liable to perform all obligations in respect of the Transferred Liabilities, which have been transferred to it in terms of this Scheme, and NSI shall not have any obligations in respect of such Transferred Liabilities. However, NSI shall extend necessary cooperation in this regard.

20.8 It is expressly provided that, save as mentioned in this Clause 20, no other term or condition of the liabilities transferred to Suvidhaa as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

20.9 The provisions of this Clause shall be subject to the clauses contained in any instrument, deed or writing or the terms of sanction or issue or any security document entered into between NSI and Suvidhaa, if any.

21. LEGAL, TAXATION AND OTHER PROCEEDINGS

21.1 Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal), by or against NSI and relating to the E-Commerce Business Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Suvidhaa after the Effective Date. NSI shall in no event be responsible or liable in relation to any such legal or other proceedings against Suvidhaa. Suvidhaa shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with NSI.

21.2 If proceedings are taken against NSI in respect of the matters referred to in Clause 21.1 above, it shall defend the same in accordance with the advice of Suvidhaa and at the cost of Suvidhaa, and the latter shall reimburse and indemnify NSI against all liabilities and obligations incurred by NSI in respect thereof.

21.3 Suvidhaa undertakes to have all legal or other proceedings initiated by or against NSI referred to in Clause 21.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Suvidhaa to the exclusion of NSI. Each of the Companies shall make relevant applications in that behalf.

22. PERMITS

22.1 With effect from the Appointed Date, Permits relating to the E-Commerce Business Undertaking shall be transferred to and vested in Suvidhaa and the concerned licensor and grantors of such Permits shall endorse where necessary, and record Suvidhaa on such Permits so as to empower and facilitate the approval and vesting of the E-Commerce Business Undertaking in Suvidhaa and continuation of operations pertaining to the E-Commerce Business Undertaking in Suvidhaa without any hindrance, and shall stand transferred to and vested in and shall be deemed to be transferred to and vested in Suvidhaa without any further act or deed and shall be appropriately mutated by the Governmental Authorities concerned therewith in favour of Suvidhaa as if the same were originally given by, issued to or executed in favour of Suvidhaa and Suvidhaa shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to Suvidhaa.

22.2 The benefit of all Permits pertaining to the E-Commerce Business Undertaking shall without any other order to this effect, transfer and vest into and become available to Suvidhaa pursuant to the sanction of this Scheme.

23. EMPLOYEES

23.1 Upon the coming into effect of this Scheme, the Employees in relation to the E-Commerce Business Undertaking of NSI shall become the employees of Suvidhaa with effect from the Effective Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are employed by NSI in the E-Commerce Business Undertaking and without any interruption of, or break in, service as a result of the transfer of the E-Commerce Business Undertaking. Suvidhaa agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of the Employees of the E-Commerce Business Undertaking with NSI shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

23.2 In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by NSI for the employees related to the E-Commerce Business Undertaking, (collectively referred to as the "E-Commerce Business Funds"), the E-Commerce Business Funds and such of the investments made by the E-Commerce Business Funds which are referable to the employees related to the E-Commerce Business Undertaking, being transferred to Suvidhaa, in terms of the Scheme shall be transferred to Suvidhaa and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The E-Commerce Business Funds shall, subject to the necessary approvals and permissions and at the discretion of Suvidhaa, either be continued as separate funds of Suvidhaa for the benefit of the employees related to the E-Commerce Business Undertaking, or be transferred to and merged with other similar funds of Suvidhaa. In the event that Suvidhaa does not have its own funds in respect of any of the above, Suvidhaa may, subject to necessary approvals and permissions, continue to contribute to relevant funds of NSI, until such time that Suvidha creates its own fund, at which time the E-Commerce Business Funds and the investments and contributions pertaining to the employees related to the E-Commerce Business Undertaking, shall be transferred to the funds created by Suvidhaa.

Subject to the relevant law, rules and regulations applicable to the E-Commerce Business Funds, the Board of Directors or any committee thereof of NSI and Suvidhaa may decide to continue to make the said contributions to the Funds of NSI. It is clarified that the services of the employees of the E-Commerce Business Undertaking, will be treated as having been continuous and not interrupted for the purpose of the said fund or funds.

23.3 Any question that may arise as to whether any employee belongs to or does not belong to the E-Commerce Business Undertaking shall be decided by the Board or Committee thereof of NSI and Suvidhaa.

23.4 Stock Options:

a) The stock options granted by Infibeam under the Existing Stock Option Schemes – Infibeam to the employees of NSI, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, may be accelerated such that the stock options are vested up to 7 (seven) days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of Infibeam / NSI and may be exercised from the vesting date up to 3 (three) days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

b) The Board of Directors of Infibeam / NSI / such other committee of the Board of Infibeam / NSI shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this clause.

24. CONSIDERATION

24.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the E-Commerce Business Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of NSI, whose name is recorded in the register of members and records of the depositories as members of NSI, on the Record Date in the following ratio:

1,10,229 (One Lac Ten Thousand Two Hundred Twenty-Nine) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 20 (Twenty) equity shares of Rs. 10/- (Rupees Ten Only) each held by such shareholder in NSI

It is clarified that no shares shall be issued by Suvidhaa in respect of the shares held by Suvidhaa or any of its subsidiary companies, if any, in NSI.

24.2 The equity shares to be issued and allotted as provided in Clause 24.1 above shall be subject to the provisions of the Memorandum and Articles of Association of Suvidhaa and shall rank *pari-passu* in all respects with the then existing equity shares of Suvidhaa after the Record Date including with respect to dividend, bonus entitlement, rights' shares' entitlement, voting rights and other corporate benefits.

24.3 In case any shareholder's shareholding in NSI is such that such shareholder becomes entitled to a fraction of an equity share of Suvidhaa, Suvidhaa shall not issue fractional shares to such shareholder but shall consolidate such fractions and issue and allot the consolidated shares directly to a trustee

nominated by the Board of Directors of Suvidhaa in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to Suvidhaa, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon Suvidhaa shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of NSI in proportion to their respective fractional entitlements.

24.4 The equity shares to be issued pursuant to Clause 24.1 above shall be issued in dematerialized form only by Suvidhaa. The shareholders of NSI shall be required to provide details as required thereof by Suvidhaa for such issuance of shares in dematerialized form. In the event that a shareholder of NSI holds equity shares of NSI in physical form or if any shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Suvidhaa, then Suvidhaa shall issue equity shares in demat form to a trustee nominated by the Board of Directors of Suvidhaa in that behalf, who shall hold such shares for and on behalf of such shareholder or shareholders.

24.5 The equity shares to be issued by Suvidhaa pursuant to this Scheme, in respect of such of the equity shares of NSI which are held in abeyance under the applicable provisions of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, also be kept in abeyance by Suvidhaa.

24.6 The equity shares issued pursuant to Clause 24.1, which Suvidhaa is unable to allot due to applicable Laws (including, without limitation, the non receipt of approvals of Governmental Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Suvidhaa and shall be dealt with in the manner as may be permissible under the applicable Law and deemed fit by the Board of Directors of Suvidhaa including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 24.3 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of NSI, in proportion to their entitlements as per the process specified in Clause 24.3 above. If the above cannot be effected for any reason, Suvidhaa shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under applicable Law. Suvidhaa and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.

24.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of NSI, the Board of Directors of NSI shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in NSI as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares in relation to the shares issued by Suvidhaa. The Board of Directors of NSI shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Suvidhaa on account of difficulties faced in the transition period.

24.8 The issue and allotment of equity shares by Suvidhaa to the members of NSI as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act or deed on the part of Suvidhaa as if the procedure laid down under the Act and such other applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of Suvidhaa to this Scheme shall be deemed to be their consent / approval for the issue and allotment of equity shares.

24.9 In the event that the Companies alter their equity share capital, including but not limited to, by way of share split / consolidation / further issue of shares in any manner whatsoever during the pendency of the Scheme, the share exchange ratio as per Clause 24.1 above, shall be adjusted accordingly to take into account the effect of any such actions unless otherwise decided by the Board of directors of NSI and Suvidhaa. It is clarified that the approval of the members of Companies to the Scheme shall be deemed to be their consent / approval also to the adjusted share exchange ratio as per this clause.

24.10 Suvidhaa shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares by Suvidhaa to the shareholders of NSI.

24.11 Suvidhaa shall, if necessary and to the extent required, increase its authorized share capital to facilitate issue of shares under the Scheme. It is clarified that the approval of the members of Suvidhaa to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of Suvidhaa as required under Section 13, 14, 61, 64 and other applicable provisions of the Act.

24.12 The equity shares issued pursuant to Clause 24.1 shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Suvidhaa shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 24.1 above.

24.13 Suvidhaa shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.

24.14 The shares allotted by Suvidhaa pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

24.15 There shall be no change in the shareholding pattern or control in Suvidhaa between the Record Date and the listing which may affect the status of the approval.

25. ACCOUNTING TREATMENT IN THE BOOKS OF NSI AND CAPITAL REDUCTION

25.1 Upon the coming into effect of this Scheme, NSI shall account for the transfer and vesting of the E-Commerce Business Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

25.2 Upon the Scheme coming into effect, Reserves (including Securities Premium, if required) of NSI may be adjusted in accordance with the applicable Ind AS notified under Section 133 of the Act as may be decided by the Board of Directors of NSI in consultation with their auditors.

25.3 The reduction, if any, in securities premium account of NSI pursuant to the above clause shall be effected as an integral part of the Scheme and the order of NCLT sanctioning the Scheme shall be deemed to be also the order under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

25.4 The consent of the shareholders of NSI to this Scheme shall be deemed to be the consent of its shareholders for the purposes of effecting the above reduction under the provisions of Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 and no further resolution under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 would be required to be passed separately.

25.5 Notwithstanding anything above, NSI shall not be required to add "And Reduced" as suffix to its name.

26. ACCOUNTING TREATMENT IN THE BOOKS OF SUVIDHAA

26.1 Upon the coming into effect of this Scheme, Suvidhaa shall account for the transfer and vesting of the E-Commerce Business Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

26.2 The amount of inter-corporate balances and investments, if any, between the E-Commerce Business Undertaking and Suvidhaa will stand cancelled without any further act or deed and there shall be no further obligation/ outstanding in that behalf.

27. CONDUCT OF BUSINESS BY NSI UNTIL THE EFFECTIVE DATE

27.1 With effect from the Appointed Date and up to and including the Effective Date, NSI shall carry on the business and activities of the E-Commerce Business Undertaking with reasonable diligence, business prudence and shall not except in the ordinary course of business or without prior written consent of Suvidhaa, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the E-Commerce Business Undertaking or part thereof.

27.2 With effect from the Appointed Date and up to and including the Effective Date:

27.2.1 NSI shall carry on and be deemed to have carried on the business and activities pertaining to E-Commerce Business Undertaking and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions pertaining to E-Commerce Business Undertaking for and on account of, and in trust for, Suvidhaa;

27.2.2 All profits and income pertaining to E-Commerce Business Undertaking accruing or arising to NSI, and losses and expenditure pertaining to E-Commerce Business Undertaking arising or incurred by it

(including Taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including Taxes), as the case may be, of Suvidhaa;

27.2.3 Any rights, powers, authorities or privileges pertaining to E-Commerce Business Undertaking exercised by NSI shall be deemed to have been exercised by NSI for and on behalf of, and in trust for and as an agent of Suvidhaa. Similarly, any of the obligations, duties and commitments pertaining to E-Commerce Business Undertaking that have been undertaken or discharged by NSI shall be deemed to have been undertaken for and on behalf of and as an agent for Suvidhaa;

27.2.4 All Taxes (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, goods and service tax, service tax, VAT, etc.) pertaining to E-Commerce Business Undertaking paid or payable by NSI in respect of the operations and/or the profits pertaining to E-Commerce Business Undertaking of NSI before the Appointed Date, shall be on account of NSI and, insofar as it relates to the tax payment (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, goods and service tax, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by NSI in respect of the profits or activities or operation pertaining to E-Commerce Business Undertaking of NSI with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by Suvidhaa and, shall, in all proceedings, be dealt with accordingly;

27.2.5 NSI shall not vary the terms and conditions of service of the employees pertaining to E-Commerce Business Undertaking or conclude settlements with unions or employees, except in the ordinary course of business or consistent with past practice or pursuant to any pre-existing obligation without the prior written consent of the Board of Directors of Suvidhaa; and

27.2.6 Suvidhaa shall be entitled, pending the sanction of the Scheme, to apply to any governmental authority, if required, under any law for such consents and approvals which Suvidhaa may require to carry on the business pertaining to E-Commerce Business Undertaking of NSI.

27.3 With effect from the date of approval of this Scheme by the respective Board of Directors of NSI and Suvidhaa, NSI shall notify Suvidhaa in writing as soon as reasonably practicable of any matter, circumstance, act or omission which is or may be a breach of Clause 27.

28. REMAINING BUSINESS OF NSI

28.1 The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by NSI subject to the provisions of this Scheme in relation to Encumbrances in favour of banks, lenders and/or financial institutions.

28.2 All legal, taxation or other proceedings of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal) by or against NSI under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining

Business (including those relating to any property, right, power, liability, obligation or duties of NSI in respect of the Remaining Business) shall be continued and enforced by or against NSI.

28.3 If proceedings are taken against Suvidhaa in respect of matters referred to above relating to the Remaining Undertaking, it shall defend the same in accordance with the advice of NSI and at the cost of NSI, and the latter shall reimburse and indemnify Suvidhaa, against all liabilities and obligations incurred by Suvidhaa in respect thereof.

28.4 If proceedings are taken against NSI in respect of matters referred to above relating to the E-Commerce Business Undertaking, it shall defend the same in accordance with the advice of Suvidhaa and at the cost of Suvidhaa, and the latter shall reimburse and indemnify NSI, against all liabilities and obligations incurred by NSI in respect thereof.

28.5 Up to and including the Effective Date:

(i) NSI shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

(ii) all profits accruing to NSI or losses arising or incurred by it (including the effect of Taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of NSI; and

(iii) all assets and properties acquired by NSI in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in NSI.

29. SAVING OF CONCLUDED TRANSACTIONS

29.1 Subject to the terms of the Scheme, the transfer of the E-Commerce Business Undertaking into Suvidhaa and the continuance of legal proceedings by or against Suvidhaa under Clause 21 above shall not affect any transaction or proceedings already concluded by NSI for the E-Commerce Business Undertaking until the Effective Date, to the end and intent that Suvidhaa accepts and adopts all acts, deeds and things done and executed by NSI for the E-Commerce Business Undertaking in respect thereto as acts, deeds and things made, done and executed by or on behalf of Suvidhaa.

30. OTHER CLAUSE

30.1 The provisions contained here in Part C of this Scheme shall be subject to the provisions contained in Agreement which may be entered into between Infibeam, NSI and Suvidhaa.

30.2 It is hereby stated that the promoter / promoter group of Infibeam, Infibeam or any its subsidiary, associate or group concern will not be regarded as promoter / promoter group in Suvidhaa upon the scheme coming into effect.

PART D

DEMERGER OF THEMEPARK & EVENT SOFTWARE UNDERTAKING OF INFIBEAM AND ITS VESTING IN DRC

31. TRANSFER OF ASSETS

31.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Themepark & Event Software Undertaking (including all the assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Themepark & Event Software Undertaking) shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act and without any further act, instrument or deed, be demerged from Infibeam and be transferred to and vested in and be deemed to have been demerged from Infibeam and transferred to and vested in DRC as a going concern so as to become as and from the Appointed Date, the assets, rights, claims, title, interest and authorities of DRC, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

31.2 In respect of such of the assets of the Themepark & Event Software Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and / or delivery, the same shall be so transferred by Infibeam, upon the coming into effect of this Scheme, and shall become the property of DRC as an integral part of the Themepark & Event Software Undertaking with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

31.3 In respect of movables other than those dealt with in Clause 31.2 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi- governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in DRC without any notice or other intimation to the debtors.

31.4 DRC may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in DRC.

31.5 In respect of such of the assets belonging to the Themepark & Event Software Undertaking other than those referred to in Clause 31.2 and 31.3 above, the same shall, as more particularly provided in Clause 31.1 above, without any further act, instrument or deed, be demerged from Infibeam and transferred to and vested in and/or be deemed to be demerged from Infibeam and transferred to and vested in DRC

upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act. For the purpose of giving effect to the vesting order passed under Section 230 to 232 read with Section 66 and other applicable provisions of the Act in respect of the Scheme, DRC shall be entitled to exercise all the rights and privileges and be liable to pay all Taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties, including mutation and/or substitution of the title to, or interest in the immovable properties which shall be made and duly recorded by the Governmental Authority(ies) in favour of DRC pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by Infibeam and/or DRC. It is clarified that DRC shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.

Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority, in favour of DRC, DRC shall be deemed to be authorized to carry on the business in the name and style of Infibeam under the relevant agreement, deed, lease and/or license, as the case may be, and DRC shall keep a record and/or account of such transactions.

31.6 All assets, rights, title, interest and investments of Infibeam in relation to the Themepark & Event Software Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in DRC upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act.

31.7 Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, DRC will be entitled to all the intellectual property rights of Infibeam in relation to the Themepark & Event Software Undertaking. DRC may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of DRC.

31.8 Any asset acquired by Infibeam after the Appointed Date but prior to the Effective Date pertaining to the Themepark & Event Software Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in DRC upon the coming into effect of this Scheme.

31.9 For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of Infibeam in any leasehold/licensed properties in relation to the Themepark & Event Software Undertaking shall, pursuant to Section 232 (4) and other applicable provisions of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in DRC automatically without requirement of any further act or deed.

31.10 On and from the Effective Date, and thereafter, DRC shall be entitled to operate the bank accounts of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns, if any, and issue credit notes in relation to or in connection with the Themepark & Event Software Undertaking of Infibeam, in the name of DRC in so far as may be necessary until the transfer of rights and obligations of the Themepark & Event Software Undertaking to DRC under this Scheme have been formally given effect to under such contracts and transactions.

31.11 All the Taxes, if any, paid or payable by Infibeam after the Appointed Date and specifically pertaining to Themepark & Event Software Undertaking shall be treated as paid or payable by DRC and DRC shall be entitled to claim all the credit, refund or adjustment for the same as may be applicable.

31.12 DRC shall be entitled to get credit/claim refund regarding any Tax paid and/or tax deduction at source certificates, pertaining to the Themepark & Event Software Undertaking.

31.13 If Infibeam is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Themepark & Event Software Undertaking under any Tax Laws or applicable Laws, DRC shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilized credits as the case may be without any specific approval or permission.

31.14 Without prejudice to the generality of the above, all benefits including under Tax Laws, to which Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, is entitled to in terms of the applicable Tax Laws, including, but not limited to advances recoverable in cash or kind or for value, and deposits with any Governmental Authority or any third party/entity, shall be available to, and vest in, DRC.

31.15 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, has been replaced with that of DRC, DRC shall be entitled to operate the bank account of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, in the name of Infibeam in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, after the Effective Date shall be accepted by the bankers of DRC and credited to the account of DRC, if presented by DRC. DRC shall be allowed to maintain bank accounts in the name of Infibeam for such time as may be determined to be necessary by DRC for presentation and deposition of cheques and pay orders that have been issued in the name of Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking. It is hereby expressly clarified that any legal proceedings by or against Infibeam, in relation to or in connection with the Themepark & Event Software Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which

is in the name of Infibeam shall be instituted, or as the case may be, continued by or against DRC after the coming into effect of this Scheme.

32. TRANSFER OF CONTRACTS, DEEDS, ETC.

32.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to Themepark & Event Software Undertaking, to which Infibeam is a party or to the benefit of which Infibeam may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect against or in favour, as the case may be, of DRC and may be enforced as fully and effectually as if, instead of Infibeam, DRC had been a party or beneficiary or obligee thereto.

32.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Themepark & Event Software Undertaking occurs by virtue of this Scheme itself, DRC may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which Infibeam is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. DRC shall be deemed to be authorized to execute any such writings on behalf of Infibeam and to carry out or perform all such formalities or compliances referred to above on part of Infibeam.

32.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of Infibeam in relation to the Themepark & Event Software Undertaking shall stand transferred to DRC as if the same were originally given by, issued to or executed in favour of DRC, and DRC shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to DRC. DRC shall make applications to any Governmental Authority as may be necessary in this behalf.

32.4 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Themepark & Event Software Undertaking which Infibeam owns or to which Infibeam is a party to, cannot be transferred to DRC for any reason whatsoever, Infibeam shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of DRC, insofar as it is permissible so to do, till such time as the transfer is effected.

33. TRANSFER OF LIABILITIES

33.1 Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the

activities or operations of the Themepark & Event Software Undertaking) of Infibeam as on the Appointed Date and relatable to the Themepark & Event Software Undertaking ('Transferred Liabilities') shall, without any further act, instrument or deed, be and stand transferred to and be deemed to be transferred to DRC to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of DRC which shall meet, discharge and satisfy the same. The term "Transferred Liabilities" shall include:

(i) the liabilities which arise out of the activities or operations of the Themepark & Event Software Undertaking;

(ii) the specific loans or borrowings raised, incurred and utilized solely for the activities or operations of the Themepark & Event Software Undertaking; and

(iii) in cases other than those referred to in Clause 33.1(i) or Clause 33.1(ii) above, so much of the amounts of liabilities as may be decided by the Board of directors of Infibeam and DRC which would be in compliance with the provisions of Section 2(19AA) of the Income-tax Act, 1961.

33.2 Where any of the loans raised and used, debts, liabilities, duties and obligations of Infibeam as on the Appointed Date deemed to be transferred to DRC have been discharged by Infibeam on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of DRC.

33.3 Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by Infibeam for the operations of the Themepark & Event Software Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of DRC and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to DRC and shall become the loans, debts, liabilities, duties and obligations of DRC.

33.4 In so far as the existing Encumbrances in respect of the Transferred Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Themepark & Event Software Undertaking which have been Encumbered in respect of the Transferred Liabilities as transferred to DRC pursuant to this Scheme. Provided that if any of the assets comprised in the Themepark & Event Software Undertaking which are being transferred to DRC pursuant to this Scheme have not been Encumbered in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

33.5 For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, subject to Clause 33.4, the Encumbrances over such assets relating to the

Transferred Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the Themepark & Event Software Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or debentures or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with Infibeam), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.

33.6 Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of the Scheme, Infibeam and DRC shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the RoC to give formal effect to the above provisions, if required.

33.7 Upon the coming into effect of this Scheme, DRC alone shall be liable to perform all obligations in respect of the Transferred Liabilities, which have been transferred to it in terms of this Scheme, and Infibeam shall not have any obligations in respect of such Transferred Liabilities. However, Infibeam shall extend necessary cooperation in this regard.

33.8 It is expressly provided that, save as mentioned in this Clause 33, no other term or condition of the liabilities transferred to DRC as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

33.9 The provisions of this Clause shall be subject to the clauses contained in any instrument, deed or writing or the terms of sanction or issue or any security document entered into between Infibeam and DRC, if any.

34. LEGAL, TAXATION AND OTHER PROCEEDINGS

34.1 Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal), by or against Infibeam and relating to the Themepark & Event Software Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against DRC after the Effective Date. Infibeam shall in no event be responsible or liable in relation to any such legal or other proceedings against DRC. DRC shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Infibeam.

34.2 If proceedings are taken against Infibeam in respect of the matters referred to in Clause 34.1 above, it shall defend the same in accordance with the advice of DRC and at the cost of DRC, and the latter shall reimburse and indemnify Infibeam against all liabilities and obligations incurred by Infibeam in respect thereof.

34.3 DRC undertakes to have all legal or other proceedings initiated by or against Infibeam referred to in Clause 34.1 above transferred to its name as soon as is reasonably possible after the Effective Date and

to have the same continued, prosecuted and enforced by or against DRC to the exclusion of Infibeam. Each of the Companies shall make relevant applications in that behalf.

35. PERMITS

35.1 With effect from the Appointed Date, Permits relating to the Themepark & Event Software Undertaking shall be transferred to and vested in DRC and the concerned licensor and grantors of such Permits shall endorse where necessary, and record DRC on such Permits so as to empower and facilitate the approval and vesting of the Themepark & Event Software Undertaking in DRC and continuation of operations pertaining to the Themepark & Event Software Undertaking in DRC without any hindrance, and shall stand transferred to and vested in and shall be deemed to be transferred to and vested in DRC without any further act or deed and shall be appropriately mutated by the Governmental Authorities concerned therewith in favour of DRC as if the same were originally given by, issued to or executed in favour of DRC and DRC shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to DRC.

35.2 The benefit of all Permits pertaining to the Themepark & Event Software Undertaking shall without any other order to this effect, transfer and vest into and become available to DRC pursuant to the sanction of this Scheme.

36. EMPLOYEES

36.1 Upon the coming into effect of this Scheme, the Employees in relation to the Themepark & Event Software Undertaking of Infibeam shall become the employees of DRC with effect from the Effective Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are employed by Infibeam in the Themepark & Event Software Undertaking and without any interruption of, or break in, service as a result of the transfer of the Themepark & Event Software Undertaking. DRC agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of the Employees of the Themepark & Event Software Undertaking with Infibeam shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

36.2 In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by Infibeam for the employees related to the Themepark & Event Software Undertaking, (collectively referred to as the "Themepark & Event Software Business Funds"), the Themepark & Event Software Business Funds and such of the investments made by the Themepark & Event Software Business Funds which are referable to the employees related to the Themepark & Event Software Undertaking, being transferred to DRC, in terms of the Scheme shall be transferred to DRC and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The Themepark & Event Software Business Funds shall, subject to the necessary approvals and permissions and at the discretion of DRC, either be continued as separate funds of DRC for the benefit of the employees related to the Themepark & Event Software Undertaking, or be transferred to and merged with other similar funds of DRC. In the event that DRC

does not have its own funds in respect of any of the above, DRC may, subject to necessary approvals and permissions, continue to contribute to relevant funds of Infibeam, until such time that Suvidha creates its own fund, at which time the Themepark & Event Software Business Funds and the investments and contributions pertaining to the employees related to the Themepark & Event Software Undertaking, shall be transferred to the funds created by DRC. Subject to the relevant law, rules and regulations applicable to the Themepark & Event Software Business Funds, the Board of Directors or any committee thereof of Infibeam and DRC may decide to continue to make the said contributions to the Funds of Infibeam. It is clarified that the services of the employees of the Themepark & Event Software Undertaking, will be treated as having been continuous and not interrupted for the purpose of the said fund or funds.

36.3 Any question that may arise as to whether any employee belongs to or does not belong to the Themepark & Event Software Undertaking shall be decided by the Board or Committee thereof of Infibeam and DRC.

36.4 Stock Options:

a) The stock options granted by Infibeam under the Existing Stock Option Schemes - Infibeam to the employees who shall be transferred as part of the Themepark & Event Software Undertaking, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, may be accelerated such that the stock options are vested up to 7 (seven) days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of Infibeam and may be exercised from the vesting date up to 3 (three) days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

b) The stock options granted by Infibeam under the Existing Stock Option Schemes - Infibeam to the employees of DRC, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, may be accelerated such that the stock options are vested up to 7 (seven) days prior to the Effective Date or such other date as may be determined by the relevant committee of the Board of Infibeam and may be exercised from the vesting date up to 3 (three) days after the Effective Date, failing which, such options as remain unexercised on that date shall lapse.

c) The stock options granted by Infibeam under the Existing Stock Option Schemes – Infibeam to the employees who form part of the Remaining Business of Infibeam and who shall not be transferred to DRC, which have not been exercised (irrespective of whether the same are vested or not) and are outstanding, shall continue on the existing terms and conditions, except for such modifications/adjustments as may be deemed appropriate (including by issue of new/ additional options and/ or adjustment to the exercise price) by the Nomination & Remuneration Committee of Infibeam and payment of appropriate compensation as determined by the Nomination & Remuneration Committee of Infibeam in order to provide for reduction in intrinsic value of Infibeam, in accordance with the provisions of the Existing Stock Option Schemes – Infibeam and applicable Law.

d) The relevant committee of the Board of Infibeam shall make appropriate amendments to the Existing Stock Option Schemes – Infibeam to provide for the modifications/adjustments (as may be deemed appropriate by such committee including by issue of new/ additional options and/ or adjustment to the exercise price) and payment of appropriate compensation to the employees who shall be part of the Remaining Business of Infibeam, as may be determined based on the recommendation of such committee of the Board of Infibeam, in order to provide for reduction in intrinsic value of Infibeam. The modifications / adjustments, if any, to the Existing Stock Option Schemes – Infibeam required to effect the treatment set out above shall be effected as an integral part of the Scheme and the approval granted to the Scheme by the shareholders shall also be deemed to be their approval for such modification or adjustments to the stock options pursuant to the Existing Stock Option Schemes – Infibeam required under Applicable Law, including under Section 62 of the Act and the SEBI (Share Based Employee Benefits) Regulations, 2014. No further approval of the shareholders of Infibeam or any other person would be required in this connection.

e) The Board of Directors of Infibeam / such other committee of the Board of Infibeam shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this clause.

37. CONSIDERATION

37.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Themepark & Event Software Undertaking into DRC pursuant to the provisions of this Scheme, DRC shall, without any further act or deed, issue and allot to each shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

1 (One) equity share of Rs. 10/- (Rupees Ten Only) each of DRC credited as fully paid-up for every 412 (Four Hundred Twelve) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

It is clarified that no shares shall be issued by DRC in respect of the shares held by DRC or any of its subsidiary companies, if any, in Infibeam.

37.2 The equity shares to be issued and allotted as provided in Clause 37.1 above shall be subject to the provisions of the Memorandum and Articles of Association of DRC and shall rank *pari-passu* in all respects with the then existing equity shares of DRC after the Record Date including with respect to dividend, bonus entitlement, rights' shares' entitlement, voting rights and other corporate benefits.

37.3 In case any shareholder's shareholding in Infibeam is such that such shareholder becomes entitled to a fraction of an equity share of DRC, DRC shall not issue fractional shares to such shareholder but shall consolidate such fractions and issue and allot the consolidated shares directly to a trustee nominated by the Board of Directors of DRC in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to DRC, the net sale proceeds (after deduction of applicable taxes and other expenses incurred),

whereupon DRC shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Infibeam in proportion to their respective fractional entitlements.

37.4 The equity shares to be issued pursuant to Clause 37.1 above shall be issued in dematerialized form only by DRC. The shareholders of Infibeam shall be required to provide details as required thereof by DRC for such issuance of shares in dematerialized form. In the event that a shareholder of Infibeam holds equity shares of Infibeam in physical form or if any shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of DRC, then DRC shall issue equity shares in demat form to a trustee nominated by the Board of Directors of DRC in that behalf, who shall hold such shares for and on behalf of such shareholder or shareholders.

37.5 The equity shares to be issued by DRC pursuant to this Scheme, in respect of such of the equity shares of Infibeam which are held in abeyance under the applicable provisions of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, also be kept in abeyance by DRC.

37.6 The equity shares issued pursuant to Clause 37.1, which DRC is unable to allot due to applicable Laws (including, without limitation, the non receipt of approvals of Governmental Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by DRC and shall be dealt with in the manner as may be permissible under the applicable Law and deemed fit by the Board of Directors of DRC including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 37.3 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Infibeam, in proportion to their entitlements as per the process specified in Clause 37.3 above. If the above cannot be effected for any reason, DRC shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under applicable Law. DRC and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.

37.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Infibeam, the Board of Directors of Infibeam shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Infibeam as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares in relation to the shares issued by DRC. The Board of Directors of Infibeam shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in DRC on account of difficulties faced in the transition period.

37.8 The issue and allotment of equity shares by DRC to the members of Infibeam as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out under the orders passed

by the Tribunal without requiring any further act or deed on the part of DRC as if the procedure laid down under the Act and such other applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of DRC to this Scheme shall be deemed to be their consent / approval for the issue and allotment of equity shares.

37.9 In the event that the Companies alter their equity share capital, including but not limited to, by way of share split / consolidation / further issue of shares in any manner whatsoever during the pendency of the Scheme, the share exchange ratio as per Clause 37.1 above, shall be adjusted accordingly to take into account the effect of any such actions unless otherwise decided by the Board of directors of Infibeam and DRC. It is clarified that the approval of the members of Companies to the Scheme shall be deemed to be their consent / approval also to the adjusted share exchange ratio as per this clause.

37.10 DRC shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares by DRC to the shareholders of Infibeam.

37.11 DRC shall, if necessary and to the extent required, increase its authorized share capital to facilitate issue of shares under the Scheme. It is clarified that the approval of the members of DRC to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of DRC as required under Section 13, 14, 61, 64 and other applicable provisions of the Act.

37.12 The equity shares issued pursuant to Clause 37.1 shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. DRC shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 37.1 above.

37.13 DRC shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.

37.14 The shares allotted by DRC pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

37.15 There shall be no change in the shareholding pattern or control in DRC between the Record Date and the listing which may affect the status of the approval.

38. ACCOUNTING TREATMENT IN THE BOOKS OF INFIBEAM AND CAPITAL REDUCTION

38.1 Upon the coming into effect of this Scheme, Infibeam shall account for the transfer and vesting of the Themepark & Event Software Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

38.2 Upon the Scheme coming into effect, Reserves (including Securities Premium, if required) of Infibeam may be adjusted in accordance with the applicable Ind AS notified under Section 133 of the Act as may be decided by the Board of Directors of Infibeam in consultation with their auditors.

38.3 The reduction, if any, in securities premium account of Infibeam pursuant to the above clause shall be effected as an integral part of the Scheme and the order of NCLT sanctioning the Scheme shall be deemed to be also the order under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

38.4 The consent of the shareholders of Infibeam to this Scheme shall be deemed to be the consent of its shareholders for the purposes of effecting the above reduction under the provisions of Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 and no further resolution under Section 52 read with Section 66 and other applicable provisions of the Companies Act, 2013 would be required to be passed separately.

38.5 Notwithstanding anything above, Infibeam shall not be required to add "And Reduced" as suffix to its name.

39. ACCOUNTING TREATMENT IN THE BOOKS OF DRC

39.1 DRC shall account for the transfer and vesting of the Themepark & Event Software Undertaking in its books of account as per the applicable accounting principles prescribed under the Indian Accounting Standards (Ind AS) or such other accounting principles as may be applicable or prescribed under Section 133 of the Act read with relevant rules issued thereunder.

39.2 The amount of inter-corporate balances and investments, if any, between the Themepark & Event Software Undertaking and DRC will stand cancelled without any further act or deed and there shall be no further obligation/ outstanding in that behalf.

40. CONDUCT OF BUSINESS BY INFIBEAM UNTIL THE EFFECTIVE DATE

40.1 With effect from the Appointed Date and up to and including the Effective Date, Infibeam shall carry on the business and activities of the Themepark & Event Software Undertaking with reasonable diligence, business prudence and shall not except in the ordinary course of business or without prior written consent of DRC, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Themepark & Event Software Undertaking or part thereof.

40.2 With effect from the Appointed Date and up to and including the Effective Date:

40.2.1 Infibeam shall carry on and be deemed to have carried on the business and activities pertaining to Themepark & Event Software Undertaking and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions pertaining to Themepark & Event Software Undertaking for and on account of, and in trust for, DRC;

40.2.2 All profits and income pertaining to Themepark & Event Software Undertaking accruing or arising to Infibeam, and losses and expenditure pertaining to Themepark & Event Software Undertaking arising or incurred by it (including Taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including Taxes), as the case may be, of DRC;

40.2.3 Any rights, powers, authorities or privileges pertaining to Themepark & Event Software Undertaking exercised by Infibeam shall be deemed to have been exercised by Infibeam for and on behalf of, and in trust for and as an agent of DRC. Similarly, any of the obligations, duties and commitments pertaining to Themepark & Event Software Undertaking that have been undertaken or discharged by Infibeam shall be deemed to have been undertaken for and on behalf of and as an agent for DRC;

40.2.4 All Taxes (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, goods and service tax, service tax, VAT, etc.) pertaining to Themepark & Event Software Undertaking paid or payable by Infibeam in respect of the operations and/or the profits pertaining to Themepark & Event Software Undertaking of Infibeam before the Appointed Date, shall be on account of Infibeam and, insofar as it relates to the tax payment (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, goods and service tax, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by Infibeam in respect of the profits or activities or operation pertaining to Themepark & Event Software Undertaking of Infibeam with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by DRC and, shall, in all proceedings, be dealt with accordingly;

40.2.5 Infibeam shall not vary the terms and conditions of service of the employees pertaining to Themepark & Event Software Undertaking or conclude settlements with unions or employees, except in the ordinary course of business or consistent with past practice or pursuant to any pre-existing obligation without the prior written consent of the Board of Directors of DRC; and

40.2.6 DRC shall be entitled, pending the sanction of the Scheme, to apply to any governmental authority, if required, under any law for such consents and approvals which DRC may require to carry on the business pertaining to Themepark & Event Software Undertaking of Infibeam.

40.3 With effect from the date of approval of this Scheme by the respective Board of Directors of Infibeam and DRC, Infibeam shall notify DRC in writing as soon as reasonably practicable of any matter, circumstance, act or omission which is or may be a breach of Clause 40.

41. REMAINING BUSINESS OF INFIBEAM

41.1 The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by Infibeam subject to the provisions of this Scheme in relation to Encumbrances in favour of banks, lenders and/or financial institutions.

41.2 All legal, taxation or other proceedings of whatsoever nature (including before any statutory or quasi-judicial authority or tribunal) by or against Infibeam under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of Infibeam in respect of the Remaining Business) shall be continued and enforced by or against Infibeam.

41.3 If proceedings are taken against DRC in respect of matters referred to above relating to the Remaining Undertaking, it shall defend the same in accordance with the advice of Infibeam and at the cost of

Infibeam, and the latter shall reimburse and indemnify DRC, against all liabilities and obligations incurred by DRC in respect thereof.

41.4 If proceedings are taken against Infibeam in respect of matters referred to above relating to the Themepark & Event Software Undertaking, it shall defend the same in accordance with the advice of DRC and at the cost of DRC, and the latter shall reimburse and indemnify Infibeam, against all liabilities and obligations incurred by Infibeam in respect thereof.

41.5 Up to and including the Effective Date:

(i) Infibeam shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

(ii) all profits accruing to Infibeam or losses arising or incurred by it (including the effect of Taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Infibeam; and

(iii) all assets and properties acquired by Infibeam in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Infibeam.

42. SAVING OF CONCLUDED TRANSACTIONS

42.1 Subject to the terms of the Scheme, the transfer of the Themepark & Event Software Undertaking into DRC and the continuance of legal proceedings by or against DRC under Clause 34 above shall not affect any transaction or proceedings already concluded by Infibeam for the Themepark & Event Software Undertaking until the Effective Date, to the end and intent that DRC accepts and adopts all acts, deeds and things done and executed by Infibeam for the Themepark & Event Software Undertaking in respect thereto as acts, deeds and things made, done and executed by or on behalf of DRC.

43. OTHER CLAUSE

43.1 The provisions contained here in Part D of this Scheme shall be subject to the provisions contained in Agreement which may be entered into between Infibeam and DRC.

43.2 It is hereby stated that the promoters / promoter group of Infibeam, Infibeam or any its subsidiary, associate or group concern will not be regarded as promoters / promoter group in DRC upon the scheme coming into effect.

PART E

GENERAL TERMS AND CONDITIONS

44. INCREASE OF AUTHORISED SHARE CAPITAL AND AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF SUVIDHAA

44.1 **Capital Clause:**

i) Suvidhaa shall, if necessary and to the extent required, increase its Authorized Share Capital, to facilitate issue of shares under this Scheme, by following the requisite procedure and on payment of applicable requisite fees and duties and the resolution approving the Scheme shall be deemed to be the approval for increase in the authorized share capital of Suvidhaa.

ii) Clause V of the Memorandum of Association of Suvidhaa relating to the Authorized Share Capital shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64 and 230-232 of the Companies Act, 2013 and other applicable provisions of the Act, as the case may be and be amended accordingly.

iii) It is clarified that the approval of the shareholders of Suvidhaa to the Scheme shall be deemed to be their consent/approval also to the consequential alteration of the Memorandum of Association and Articles of Association of Suvidhaa and Suvidhaa shall not be required to seek separate consent/approval of its shareholders for such alteration of the Memorandum of Association and Articles of Association of Suvidhaa as required under Sections 13, 14, 61, 64 and other applicable provisions of the Act.

iv) Upon the coming into effect of this Scheme, Suvidhaa shall file the requisite forms with the RoC for alteration of its authorized share capital and shall pay necessary fees as may be required to be paid in accordance with Law.

44.2 **Object Clause**:

i) Upon the Scheme becoming effective, the Object Clause of Suvidhaa, i.e. Clause III[A] of the Memorandum of Association of Suvidhaa shall stand amended as per Annexure 1.

ii) Upon the approval of the Scheme by the members of the respective companies pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act, it shall be deemed that the members of Suvidhaa have also resolved and accorded all relevant consents under Section 13 or other applicable provisions of the Act for the commencement of any business or activities pertaining to SME E-Commerce Services Undertaking carried on by Infibeam and E-Commerce Business Undertaking carried on by NSI in relation to the objects contained in the Memorandum of Association of Suvidhaa, to the extent the same may be considered applicable. In particular, Suvidhaa would be allowed to commence the new business added as above upon the scheme becoming effective. It is clarified that

there will be no need to pass a separate resolution as required under Section 13 or any other provisions of the Act.

iii) Under the accepted principle of Single Window Clearance, it is hereby provided that the above referred amendment in the Memorandum and Articles of Association of Suvidhaa viz. change in the Capital Clause as mentioned in Clause 44.1 above and change in Object Clause as mentioned in Clause 44.2 above shall become operative on the scheme being effective by virtue of the fact that the shareholders of Suvidhaa, while approving the scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Sections 13, 14, 61 & 64 and other applicable provisions of the Act shall not be required to pass separate resolutions as required under the Act.

45. INCREASE OF AUTHORISED SHARE CAPITAL AND AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF DRC

45.1 **Capital Clause:**

i) DRC shall, if necessary and to the extent required, increase its Authorized Share Capital, to facilitate issue of shares under this Scheme, by following the requisite procedure and on payment of applicable requisite fees and duties and the resolution approving the Scheme shall be deemed to be the approval for increase in the authorized share capital of DRC.

ii) Clause V of the Memorandum of Association of DRC relating to the Authorized Share Capital shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64 and 230-232 of the Companies Act, 2013 and other applicable provisions of the Act, as the case may be and be amended accordingly.

iii) It is clarified that the approval of the shareholders of DRC to the Scheme shall be deemed to be their consent/approval also to the consequential alteration of the Memorandum of Association and Articles of Association of DRC and DRC shall not be required to seek separate consent/approval of its shareholders for such alteration of the Memorandum of Association and Articles of Association of DRC as required under Sections 13, 14, 61, 64 and other applicable provisions of the Act.

iv) Upon the coming into effect of this Scheme, DRC shall file the requisite forms with the RoC for alteration of its authorized share capital and shall pay necessary fees as may be required to be paid in accordance with Law.

45.2 **Object Clause**:

i) Upon the Scheme becoming effective, the Object Clause of DRC, i.e. Clause III[A] of the Memorandum of Association of DRC shall stand amended as per Annexure 2.

ii) Upon the approval of the Scheme by the members of the respective companies pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act, it shall be deemed that the members of DRC have also resolved and accorded all relevant consents under Section 13 or other

applicable provisions of the Act for the commencement of any business or activities pertaining to Themepark & Event Software Undertaking carried on by Infibeam in relation to the objects contained in the Memorandum of Association of DRC, to the extent the same may be considered applicable. In particular, DRC would be allowed to commence the new business added as above upon the scheme becoming effective. It is clarified that there will be no need to pass a separate resolution as required under Section 13 or any other provisions of the Act.

iii) Under the accepted principle of Single Window Clearance, it is hereby provided that the above referred amendment in the Memorandum and Articles of Association of DRC viz. change in the Capital Clause as mentioned in Clause 45.1 above and change in Object Clause as mentioned in Clause 45.2 above shall become operative on the scheme being effective by virtue of the fact that the shareholders of DRC, while approving the scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Sections 13, 14, 61 & 64 and other applicable provisions of the Act shall not be required to pass separate resolutions as required under the Act.

46. RECONSTRUCTION OF ACCOUNTS

Upon coming into effect of this Scheme, the financial statements of the Demerged Companies and Resulting Companies prepared in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, as amended from time to time, as and from the respective Appointed Date, may be reconstructed, if required, in accordance with and pursuant to the terms of this Scheme and necessary impact of the same may be provided in such financial statements of respective companies, if required.

47. DIVIDENDS

The Demerged Companies and Resulting Companies shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2019 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.

It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Companies and/ or the Resulting Companies to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Companies and/ or the Resulting Companies, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Companies and/ or the Resulting Companies as the case may be.

48. TAX CREDITS

Upon the Scheme becoming effective, the Demerged Companies / Resulting Companies shall have the right to revise their respective financial statements, if required, and returns, along with prescribed forms, filings and annexures under the Tax Laws to give effect to the provisions of the Scheme. Further, upon the Scheme becoming effective, the Demerged Companies / Resulting Companies are

expressly permitted to revise their respective Tax returns including tax deducted at source (TDS) certificates/ returns and claim refunds, advance tax credits, goods and service tax credits, set off, etc., and their right to make such revisions in the related Tax returns and related certificates, as applicable, and the right to claim refunds, adjustments, credits, set-offs, advance tax credits pursuant to the sanction of this Scheme and the Scheme becoming effective is expressly reserved. Such returns shall be filed based on reconstructed accounts drawn up with effect from respective Appointed Dates and any Tax including Minimum Alternate Tax shall be computed accordingly. Further, the Demerged Companies / Resulting Companies shall have the right to revise the aforesaid returns, notwithstanding that the statutory period for such revision and filing may have expired.

49. PROPERTY IN TRUST

Notwithstanding anything contained in this Scheme, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom and pertaining to the Demerged Companies are transferred, vested, recorded, effected and/ or perfected, in the records of the Governmental Authority(ies), regulatory bodies or otherwise, in favour of the respective Resulting Companies, the respective Resulting Companies, shall be deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Governmental Authority(ies) and till such time as may be mutually agreed by the Demerged Companies and the Resulting Companies, the Demerged Companies shall continue to hold the property and / or the asset, license, permission, approval as the case may be in trust on behalf of the respective Resulting Companies.

50. APPLICATIONS / PETITIONS TO THE TRIBUNAL

50.1 The Companies shall dispatch, make and file applications and petitions under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act before the NCLT, under whose jurisdiction, the registered offices of the respective Companies are situated, for sanction of this Scheme under the provisions of applicable Law, and shall apply for such approvals as may be required under applicable Law.

50.2 Resulting Companies shall be entitled, pending the effectiveness of this Scheme, to apply to any Governmental Authority, if required, under any Law for such consents and approvals which Resulting Companies may require to carry on the business transferred to it pursuant to this Scheme.

51. MODIFICATIONS OR AMENDMENTS TO THIS SCHEME

51.1 The Companies (by their respective Board of Directors), may jointly and as mutually agreed in writing:

(i) in their full and absolute discretion, assent to any alteration(s) or modification(s) to this Scheme which NCLT may deem fit to approve or impose, and/or effect any other modification or amendment jointly and mutually agreed in writing, including, without limitation, any

modifications to the accounting treatment set out in the Scheme due to any change in regulatory or compliance requirements being made applicable to the Companies or to the matters set forth in this Scheme, and to do all acts, deeds and things as may be necessary, desirable or expedient for the purposes of this Scheme;

(ii) to give such directions (acting jointly) as the party may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those (to the extent permissible under Law);

(iii) in their full and absolute discretion, modify, vary or withdraw this Scheme prior to the Effective Date in any manner at any time; and

(iv) to determine whether any asset, liability, employee, legal or other proceedings pertains to the Demerged Undertakings, or not, on the basis of any evidence that they may deem relevant for this purpose.

51.2 Any modification to the Scheme by the Companies, after receipt of sanction by the NCLT, shall be made only with the prior approval of the NCLT. It is clarified that if any modifications are required post satisfaction of the conditions precedent mentioned in Clause 53 and the Scheme having been made effective, the Effective Date shall not be affected by any such modifications that might be required to be made and the Effective Date for such modified Scheme shall be same as the date on which Scheme was made effective prior to the modifications.

52. SCHEME AS AN INTEGRAL WHOLE AND SEVERABILITY

(i) The provisions contained in this Scheme are inextricably inter-linked with the other provisions and the Scheme constitutes an integral whole. The Scheme would be given effect to only if it is approved in its entirety unless specifically agreed otherwise by the respective Board of Directors of the Companies.

(ii) If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the mutual agreement of the Companies in writing, affect the validity or implementation of the other parts and/or provisions of this Scheme.

53. CONDITIONS PRECEDENT

53.1 The coming into effect of this Scheme is conditional upon and subject to:

(i) Infibeam having received observation letter/no-objection letter from the Stock Exchanges in respect of the Scheme, pursuant to Regulation 37 and other applicable regulations of the LODR read with SEBI Circular;

(ii) this Scheme being approved by the respective requisite majorities of the classes of members and creditors (where applicable) of the Companies in accordance with the Act;

(iii) the Scheme being approved by the majority of the public shareholders of Infibeam (by way of voting through postal ballot and e-voting) as required under the SEBI Circular. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it, as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;

(iv) The Scheme being sanctioned by the NCLT and / or any other competent authority, as may be applicable under Section 230 to 232 read with Section 66 and other applicable provisions of the Act;

(v) the certified copies of the orders of the NCLT approving this Scheme being filed with the Registrar of Companies having jurisdiction over the Companies; and

(vi) such approvals and sanctions including sanction of any Governmental Authority, if any, as may be required by Law in respect of the Scheme being obtained.

53.2 Without prejudice to Clause 53.1 and subject to the satisfaction or waiver of the conditions mentioned in Clause 53.1 above, the Scheme shall be made effective in the order as contemplated below:

(i) Upon the Scheme becoming effective, Part B of the Scheme shall be made effective;

(ii) Part C of the Scheme shall be made effective immediately after implementation of Part B of the Scheme;

(iii) Part D of the Scheme shall be made effective immediately after implementation of Part C of the Scheme;

53.3 It is hereby clarified that submission of this Scheme to the Tribunal and to the Governmental Authorities for their respective approvals is without prejudice to all rights, interests, titles or defenses that the Demerged Companies and / or the Resulting Companies may have under or pursuant to all applicable Laws.

53.4 On the approval of this Scheme by the shareholders of the Demerged Companies and the Resulting Companies and such other classes of Persons of the said Companies, if any, such shareholders and classes of the Companies shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the demerger, capital reduction set out in this Scheme, related matters and this Scheme itself.

54. EFFECT OF NON-RECEIPT OF APPROVALS AND MATTERS RELATING TO REVOCATION/WITHDRAWAL OF THE SCHEME

54.1 The Demerged Companies and the Resulting Companies acting through their respective Boards shall each be at liberty to withdraw from this Scheme: (a) in case any condition or alteration imposed by any Governmental Authority is unacceptable to any of them; or (b) they are of the view that coming into

effect of the respective parts to this Scheme could have adverse implications on the respective companies.

54.2 In the event of revocation/ withdrawal under Clause 54, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Demerged Companies and the Resulting Companies or their respective shareholders or creditors or employees or any other person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the applicable Law and in such case, the Companies shall bear its own costs, unless otherwise mutually agreed.

54.3 If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Demerged Companies and the Resulting Companies, through their respective Boards, affect the validity or implementation of the other parts and/ or provisions of this Scheme.

54.4 Further, it is the intention of the Companies that each part shall be severable from the remainder of this Scheme and the Scheme shall not be affected if any part of this Scheme is found to be unworkable for any reason whatsoever unless the deletion of such part shall cause this Scheme to become materially adverse to any Party, in which case the Parties shall attempt to bring about a modification in this Scheme or cause such part to be null and void, including but not limited to such part.

55. COSTS, CHARGES AND EXPENSES

All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or NCLT's order including this Scheme or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne in the manner as may be mutually agreed to between the Board of Directors of Demerged Companies and Resulting Companies.

Annexure 1: Object clause of Suvidhaa

1. To carry on the business of aggregator, distributor, facilitator, enabler to the service providers, manufacturers of various products/services including but not limited to financial institutions within India and across the world directly or indirectly through marketing, promotion, distribution including but not limited to digital or physical network and providing the various services including value added services and/or products, information thereon by using various technologies, facilitating and/or providing payment solutions and / or payment processing for its users which could be business, government, consumers or any other entity, to carry on the business of providing technology solutions, infrastructure, platforms, applications and services including but not limited to design, develop, operate and maintain for businesses, government agencies, customers or any other entity, to carry on In India or elsewhere the business to manufacture, produce, assemble, repair, install" maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, merchandise, mould, print, insulate, hire, let on hire, broadcast relay, exhibit, inform and to act as wholesaler, retailers, agent, stockists, distributors, show, room owners, franchiser or otherwise to deal in all sorts of items, system, plants, machines, instruments, apparatus, appliances, devices, articles or things of communication of different models, capacities, characteristics, applications and uses in all its branches such as radio communication, tele communications, space communication, satellite communications, wireless communications, computer communications, telephonic and telegraphic communications, wave communications, under water communications and such other communication systems as may be discovered in future and to carry out all the foregoing activities for components, parts, fittings, fixture, accessories, tools, devices and system, connected thereto, to carry on in India or elsewhere in the World, with or without collaboration, the business as software engineers, software developers, software programmers, networking engineers, web designers, web development, application development, and integration, varied hardware and software solutions, compushop, management of bulk data in all of its aspect and to design, develop, apply, interpret, analyse, improve and buy, sell, import, export, hire, lease, license, operate, assemble, repair, recondition, alter, convert, improve, upgrade, install, modify system development and support software of all kinds for usage in all fields of applications in all fields of technology, to provide ERP video conferencing, telecommunication software, satellite communication software, radio communication software, wireless communication software, corporate communication software, parallel communication software, collection, storing, tabulations, analysis and interpretation of data of all kinds, real time applications, web applications and to provide high-tech solutions, to give consultancy in respect thereof and to develop, prepare, run, update, event, analyse, design, improve the various programmes and to provide, lease, hire, transfer, buy, sell, import, export such programmes to various kind of users either on BOOM or BOLT basis, and other services connected therewith, to carry on business of online multi-brand retail trading activity through web portal, online advertising and ticketing for entertainment events, web services and data centre services including and not limited to cloud services, storage and compute, hosting, domains, storage, data analytics and other software services, to carry on the business of setting up of wireless and satellite based communication system and networking on turnkey basis including the supply of equipments for such system and manufacturing of SATCOM equipments and its renting, leasing and trading in such equipments.

Annexure 2: Object clause of DRC

1. To provide business process outsourcing services in area of finance and account consulting, marketing support, sales support, and back office operation support for any business vertical, to provide software consulting services which includes business requirement gathering & need analysis, feasibility study, preparing software solution specification, development, testing and support, to provide business IT services in the area of mobile application consulting, web consulting, cloud computing, IT Infrastructure management, ERP services and custom software application development, to provide knowledge processes services like investment research services, business research services, data analytics, market research services, business operations support and analytics and management, to carry out conceptualisation, design, develop, market and sale of web, mobile and embedded systems based service oriented product such as portals, SaaS base service and mobile Apps, to carry on In India or elsewhere the business to manufacture, produce, assemble, repair, install" maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, merchandise, mould, print, insulate, hire, let on hire, broadcast relay, exhibit, inform and to act as wholesaler, retailers, agent, stockists, distributors, show, room owners, franchiser or otherwise to deal in all sorts of items, system, plants, machines, instruments, apparatus, appliances, devices, articles or things of communication of different models, capacities, characteristics, applications and uses in all its branches such as radio communication, tele communications, space communication, satellite communications, wireless communications, computer communications, telephonic and telegraphic communications, wave communications, under water communications and such other communication systems as may be discovered in future and to carry out all the foregoing activities for components, parts, fittings, fixture, accessories, tools, devices and system, connected thereto, to carry on in India or elsewhere in the World, with or without collaboration, the business as software engineers, software developers, software programmers, networking engineers, web designers, web development, application development, and integration, varied hardware and software solutions, compushop, management of bulk data in all of its aspect and to design, develop, apply, interpret, analyse, improve and buy, sell, import, export, hire, lease, license, operate, assemble, repair, recondition, alter, convert, improve, upgrade, install, modify system development and support software of all kinds for usage in all fields of applications in all fields of technology, to provide ERP video conferencing, telecommunication software, satellite communication software, radio communication software, wireless communication software, corporate communication software, parallel communication software, collection, storing, tabulations, analysis and interpretation of data of all kinds, real time applications, web applications and to provide high-tech solutions, to give consultancy in respect thereof and to develop, prepare, run, update, event, analyse, design, improve the various programmes and to provide, lease, hire, transfer, buy, sell, import, export such programmes to various kind of users either on BOOM or BOLT basis, and other services connected therewith, to carry on business of online multi-brand retail trading activity through web portal, online advertising and ticketing for entertainment events, web services and data centre services including and not limited to cloud services, storage and compute, hosting, domains, storage, data analytics and other software services.

ICON VALUATION

STRICTLY PRIVATE AND CONFIDENTIAL

Ref: ICON/2019-20/R/Infibeam

12th September 2019

To,

The Board of Directors **Infibeam Avenues Limited** 28th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Gujarat 382355	The Board of Directors **Suvidhaa Infoserve Private Limited** Unit No. 02, 28th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Gujarat 382355
The Board of Directors **DRC Systems India Private Limited** 24th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Gujarat 382355	

Dear Sirs,

Re:

a) **Recommendation of fair equity share entitlement ratio for the proposed demerger of the SME E-Commerce Services Undertaking of Infibeam Avenues Limited into Suvidhaa Infoserve Private Limited**

b) **Recommendation of fair equity share entitlement ratio for the proposed demerger of the E-Commerce Business Undertaking of NSI Infinium Global Private Limited into Suvidhaa Infoserve Private Limited**

c) **Recommendation of fair equity share entitlement ratio for the proposed demerger of the Themepark & Event Software Undertaking of Infibeam Avenues Limited into DRC Systems India Private Limited**

This has reference to our engagement letter Ref: ICON/2019-20/Infibeam dated 21st August 2019 and various discussions that we have had with and the information that we have received from the key executives and representatives of Infibeam Avenues Limited ('IAL'), Suvidhaa

ICON VALUATION LLP MUMBAI

Infoserve Private Limited ('SIPL'), and DRC Systems India Private Limited ('DRCPL') from time to time in the above matter (hereinafter individually / collectively referred to as the 'Client/(s)' or the 'Company/(ies)').

IAL and NSI are hereinafter referred to as the 'Demerging Companies'. SIPL and DRCPL are hereinafter referred to as the 'Resulting Companies'.

The small & medium enterprises e-commerce services business of IAL including IAL's strategic investment in NSI (the 'SME E-Commerce Services Undertaking'), the e-commerce business of NSI (the 'E-Commerce Business Undertaking') and the themepark and event software business of IAL (the 'Themepark & Event Software Undertaking') are hereinafter referred to as the 'Demerging Businesses'.

SCOPE AND PURPOSE OF THIS REPORT

Pursuant to a Scheme of Arrangement under Sections 230 to 232 of the Companies Act 2013 including any statutory modifications or re-enactments thereof (the 'Scheme'), we understand that the managements of the Companies are exploring the possibility of :

- The demerger of the SME E-Commerce Services Undertaking of IAL into SIPL with effect from the appointed date of 1st April 2020. In consideration thereof, the equity shares of SIPL will be issued to the equity shareholders of IAL.
- The demerger of the E-Commerce Business Undertaking of NSI into SIPL with effect from the appointed date of 1st April 2020. In consideration thereof, the equity shares of SIPL will be issued to the equity shareholders of NSI.
- The demerger of the Themepark & Event Software Undertaking of IAL into DRCPL with effect from the appointed date of 1st April 2020. In consideration thereof, the equity shares of DRCPL will be issued to the equity shares of IAL.

(the 'Proposed Demergers')

In connection with the above, the Clients have requested us to render professional services by way of recommendation of the fair equity share entitlement ratios for the Proposed Demergers (collectively referred to as the 'Ratios') as at the valuation date of 31st March 2019 (the

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'Valuation Date') for consideration of the respective Board of Directors of the Companies. For this purpose, we have followed internationally accepted pricing methodologies and followed the ICAI Valuation Standards issued by The Institute of Chartered Accountants of India (the 'Standards').

As requested we have carried out a relative valuation of the Demerging Businesses of the Demerging Companies and the equity shares of the Resulting Companies as at the Valuation Date, with a view to recommending the fair equity share entitlement ratios of the equity shares of the Resulting Companies, for the equity shares of the Demerging Companies in the event of the Proposed Demergers. This report recommends, what in our opinion, are fair and equitable equity share entitlement ratios for the Proposed Demergers and is our deliverable in respect of our recommendation of fair equity share entitlement ratios for the Proposed Demergers.

This report and the information contained therein is absolutely confidential. It is intended only for the sole use and information of the Companies, and only for the purpose of obtaining regulatory approvals in connection with the Proposed Demergers. The results of the valuation and this report should not be used or relied upon by the Companies for any other purpose or by any other party for any purpose. We are not responsible to any other person / party for any decision of such person / party based on this report. Any person / party intending to provide finance / invest in the shares / business of the Companies / Demerging Businesses shall do so after seeking their own professional advice and after carrying out their own due diligence to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof other than by the Companies for the purpose set out earlier in this report, is not permitted. Neither this report, nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than by the Companies in connection with the Proposed Demergers.

SOURCES OF INFORMATION

The valuation exercise was undertaken on the basis of the following information relating to the Demerging Businesses and Resulting Companies, furnished to us by the representatives of the Clients and information available in the public domain:

- Draft Composite Scheme of Arrangement for the Proposed Demergers
- Extracted profit and loss accounts and balance sheets of the SME E-Commerce Services Undertaking for a period of past 3 years ended as at the Valuation Date
- Projected profit and loss accounts, balance sheets and cash flows of the SME E-Commerce Services Undertaking for a period of 5 years from the Valuation Date
- Extracted profit and loss accounts and balance sheets of the Themepark & Event Software Undertaking for a period of past 3 years ended as at the Valuation Date
- Projected profit and loss accounts, balance sheets and cash flows of the Themepark & Event Software Undertaking for a period of 5 years from the Valuation Date
- Audited financial statements of SIPL for the past 3 years year ended as at the Valuation Date
- Audited financial statements of DRCPL for the past 3 years ended as at the Valuation Date
- Projected profit and loss accounts, balance sheets and cash flows of DRCPL for a period of 5 years from the Valuation Date
- Audited financial statements of NSI for the past 3 years ended as at the Valuation Date
- Details pertaining to investments in equity shares of NSI and SIPL at arms length price
- Shareholding patterns of the Companies as at the Valuation Date
- Details of outstanding employee stock options of the Companies
- Management Discussions
- Other relevant details

We have also received the necessary explanations, information and representations which we believed were relevant to the present valuation exercise from the representatives of the Clients.

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BACKGROUND OF COMPANIES

IAL

IAL is engaged in business of digital payments, e-commerce services, software business and e-commerce technology platforms and provides a comprehensive suite of web services spanning digital payment solutions, data center infrastructure, software platforms etc.

The equity shares of IAL are listed on The National Stock Exchange of India Limited and The BSE Limited.

The issued, subscribed and paid up equity share capital of IAL as at the Valuation Date is INR 663.39 million consisting of 663,392,240 equity shares of face value of INR 1/- each fully paid up.

We have been informed that there are additional 3,329,250 vested but unexercised outstanding employee stock options as of the date of this report. We have also been informed that other than the above employee stock options, there are no other dilutive instruments outstanding as at the date of this report. Accordingly, we have considered diluted equity share capital of IAL of 666,721,490 equity shares of INR 1/- each for the purpose of the present valuation analysis.

SME E-Commerce Services Undertaking

The SME E-Commerce Services Undertaking of IAL is engaged in providing various e-commerce services to small and medium enterprises.

We have been informed by the Client that the SME E-Commerce Services Undertaking (which includes IAL's strategic investment of 15,290 equity shares in NSI) is being demerged to SIPL.

Themepark & Event Software Undertaking

The Themepark & Event Software Undertaking of IAL is engaged in offering online platform solutions to themeparks and amusement parks in relation to theme park package bookings,

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travel insurance, and event / show ticketing. The customers of the Themepark & Event Software Undertaking primarily comprise of amusement parks and resorts.

SIPL

SIPL is engaged in the business of providing facility to make payments for services like utility bill payment, renewal insurance premium collection, telecom, mobile, DTH recharges besides travel ticketing (rail, air and bus), domestic remittance services, merchant acquiring services etc. SIPL also leverages on its network to provide advertising solutions to business partners.

The issued, subscribed and paid up equity share capital of SIPL as at the Valuation Date is INR 105.3 million consisting of 105,301,885 equity shares of face value of INR 1/- each fully paid up.

We have been informed that between the Valuation Date and the date of this report, additional 500,000 equity shares have been issued to existing shareholders. We have also been informed there are no dilutive instruments outstanding as at the date of this report. Accordingly, we have considered diluted equity share capital of SIPL of 105,801,885 equity shares of INR 1/- each for the purpose of the present valuation analysis.

DRCPL

DRCPL is engaged in the software business and renders services across e-commerce, content management systems, entertainment events management systems, payment, processing systems, mobile applications, learning management systems as well as ERP for both front-end user interface as well as back-end. Majority's of DRCPL's customers are located in USA.

The issued, subscribed and paid up equity share capital of DRCPL as at the Valuation Date is INR 13.5 million consisting of 1,350,000 equity shares of face value of INR 10/- each fully paid up.

We have been informed that between the Valuation Date and the date of this report, additional 900,000 bonus shares have been issued to existing shareholders. We have also been informed that there are no dilutive instruments outstanding as at the date of this report.

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Accordingly, we have considered diluted equity share capital of DRCPL of 2,250,000 equity shares of INR 10/- each for the purpose of the present valuation analysis.

NSI and E-Commerce Business Undertaking

NSI is engaged in e-commerce business in India. We have been informed that as of current date NSI primarily only has the E-Commerce Business Undertaking and that remaining business if any of NSI is not a material portion of NSI.

The issued, subscribed and paid up equity share capital of NSI as at the Valuation Date is INR 0.18 million consisting of 18,293 equity shares of face value of INR 10/- each fully paid up.

We have been informed that there are no dilutive instruments outstanding as at the date of this report. Accordingly, we have considered equity share capital of NSI of 18,293 equity shares of INR 10/- each for the purpose of the present valuation analysis.

VALUATION STANDARDS

As mentioned earlier, the valuation has been undertaken based on ICAI Valuation Standards issued by The Institute of Chartered Accountants of India.

VALUATION BASES

Valuation base means the indication of the type of value and represents the fundamental premise on which the value will be based. The Standards define the following valuation bases:

- Fair Value
- Participant Specific Value
- Liquidation Value

In the present case, based on our discussions with the Clients and the purpose of the valuation, the present valuation analysis is on a going concern basis and is not specific to any identified participant. Accordingly, we have considered a Fair Value base for the present valuation exercise.

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RELATIVE VALUATION APPROACHES AND METHODOLOGIES

The Scheme envisages the Proposed Demergers of the Demerging Businesses from the Demerging Companies into the respective Resulting Companies. In consideration thereof, the equity shares of the Resulting Companies will be issued to the equity shareholders of the Demerging Companies.

Arriving at the ratios would require determining the relative fair value of the equity shares of the Resulting Companies in terms of the relative fair value of the Demerging Businesses of the Demerging Companies i.e. a relative valuation of the businesses and equity shares of the respective companies. As per the Standards, there are several commonly used valuation approaches and methods for determining the fair value of the businesses or equity shares of a company, which can be considered for a relative valuation such as in the present case, to the extent relevant and applicable, such as:

1. Market Approach
    a. Market Price ('MP') Method
    b. Comparable Companies Multiple ('CCM') Method
    c. Comparable Transaction Multiple ('CTM') Method
2. Income Approach
    a. Discounted Cash Flow ('DCF') Method
3. Cost Approach
    a. Replacement Cost Method
    b. Reproduction Cost Method

The application of any particular method of valuation depends on the purpose for which the valuation is made. Although different values may exist for different purposes, it cannot be too strongly emphasised that a valuer can only arrive at one value for one purpose.

In the present case, neither the Resulting Companies, nor the Demerging Businesses are listed independently. Hence, the MP method cannot be used for the present valuation exercise. Further, based on discussions with the Companies and our independent research, we could

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not find any listed companies which could be considered as closely and directly comparable to the Demerging Businesses / Resulting Companies and hence we did not apply the CCM method. Moreover, the replacement cost and reproduction cost which indicate the value of the net assets of the Demerging Businesses / Resulting Companies as at the Valuation Date are also not representative of their respective future potential since the present valuation is on a going concern basis with no intention to dispose off operating assets. Hence, we have not used these Cost Approach based methodologies.

Considering that the DCF method under the Income Approach is the most widely used method which captures the future potential of the business, we have used the DCF method for the valuation of the SME E-Commerce Services Undertaking, Themepark & Event Software Undertaking and the equity shares of DRCPL. In case of NSI and SIPL, we understand that there have been transactions in the companies and both these companies have recently issued equity shares to independent investors at arms length prices. We have accordingly used the CTM method under the Market Approach based on the above transactions for the valuation of equity shares of NSI and SIPL.

Discounted Cash Flows Method

The DCF method is considered the most theoretically sound approach and scientific and acceptable method for determination of the value of a company. Under this technique the projected free cash flows from business operations are discounted at the weighted average cost of capital to the providers of capital to the company, and the sum of the present discounted value of such free cash flows is the value of the company.

The future free cash flows are derived considering, inter alia, the changes in the working capital and investments in capital expenditure. They are an aggregation of the free cash flows during the explicit forecast period – prepared based on the business plans – and during the post explicit forecast period, estimated using an appropriate method, and are available to all providers of the company's capital - both debt and equity.

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The discount rate i.e. weighted average cost of capital ('WACC'), which is applied to the free cash flows should reflect the opportunity cost to all the capital providers (namely shareholders and lenders), weighted by their relative contribution to the total capital of the company. Determining the WACC involves determining the Debt Equity ratio, Cost of Debt and the Cost of Equity.

To the value of the business so arrived at, the value of surplus / non operating assets, debt and other assets / liabilities as appropriate, if any, have to be adjusted to arrive at the total value of the business for the equity shareholders of the company.

In the present case, for the purpose of valuation of the SME E-Commerce Services Undertaking, Themepark & Event Software Undertaking and the equity shares of DRCPL:

- We have applied the DCF method to the respective projected working results as provided by the Clients. We have been provided with the projections for a period of 5 years from the Valuation Date for the explicit forecast period, by which period as informed to us by the Clients, the businesses are expected to stabilize.
- Terminal value of cash flows beyond explicit forecast period is based on the perpetuity formula on the maintainable free cash flows. For this purpose, we have considered terminal growth rates keeping in mind their growth during the respective projected periods, their long term growth potential in the respective industries and their long term expected growth in the respective economies.
- We have considered discount rates based on their respective weighted average cost of capital
- The respective operating enterprise values arrived at above have been adjusted for debt and value of surplus cash & cash equivalents and strategic investments to arrive at the equity value.
- We have also been informed that as at the Valuation Date, there are no contingent liabilities or contingent assets that could materially affect the valuation.
- The value per equity share was arrived at by dividing the value of the business for equity shareholders, arrived at above, by the respective number of diluted equity shares incorporating dilution for vested but unexercised employee stock options outstanding as at the date of this report.

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Comparable Transaction Multiple Method

The CTM method is based on the premise that where there has been any recent investment / transaction either in the shares of the subject company or in companies comparable to the subject company, then the price of such investment / transaction could provide a basis for valuation. Under this method, the valuation is based on the price at which such recent investment / transaction was made, for a limited period following the date of the relevant investment / transaction.

In the present case, in case of NSI and SIPL, we have been informed by both these Companies that there have been recent investments in their respective equity shares by independent parties at arms length prices. Accordingly, we have considered the price of such recent investment as the basis for valuation of equity shares of NSI and SIPL under the CTM method.

Further, we have been informed that as at the date of this report, the business of NSI primarily constitutes the E-Commerce Business Undertaking and that remaining business of NSI is not a material portion of NSI. Accordingly, the entire value as arrived at above for NSI based on the CTM method has been ascribed to the E-Commerce Business Undertaking for the purpose of the present valuation exercise.

SCOPE LIMITATIONS

Our report is subject to the scope limitations detailed in this report. The report is to be read not in parts, but in totality and in conjunction with the relevant documents referred to in this report. We had provided a draft of this report to the Clients. The report has been reviewed by the Clients and they have confirmed that the factual information contained in this report is correct.

It should be understood that the value at which investments are made / price paid in a transaction between a willing buyer and a willing seller may differ from the values indicated in this report due to factors such as the motivation of parties, negotiation skills of the parties, the structure of the transaction or other factors unique to the transaction. This report and the

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opinion / valuation contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.

Valuation analysis and results are specific to the purpose of valuation and the Valuation Base. The Valuation Date mentioned in the report is as agreed per terms of our engagement. It may not be valid for any other purpose or as at any other date. Valuation analysis and results are also specific to the date of this report.

This report is issued on the understanding that the Clients have drawn our attention to all the matters, of which they are aware concerning the financial position of the Companies / Demerging Businesses and any other matter, which may have an impact on our recommendation of the Ratios, including any significant changes that have taken place or are likely to take place in the financial position of the Companies / Demerging Businesses since the Valuation Date. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Our work does not constitute an audit, due diligence, forensic investigation or certification or review of the historical financial statements of the Companies / Demerging Businesses referred to in this report. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information provided by the Clients and referred to in this report.

In the course of the valuation, we were provided with both written and verbal information. We have evaluated the information provided to us by the Clients through broad inquiry and analysis (but have not carried out a due diligence or audit or forensic investigation or review of the Companies / Demerging Businesses for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided). Also, we have been given to understand by the management of the Clients that they have not omitted any relevant and material factors. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. We assume no responsibility for any errors in the above information furnished by the Clients and their impact on the present exercise.

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We express no opinion on the achievability of the budgeted / projected results of the Companies / Demerging Businesses as given to us by the Clients. These budgeted / projected results are the responsibility of the Companies. We are informed that the assumptions used in their preparation, are based on the Companies' present expectations of both - the most likely set of future business events and circumstances and the Company management's consequential course of action. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period may differ from the forecast and such differences may be material.

No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the financial statements. Therefore, no responsibility is assumed for matters of a legal nature. Our report assumes that the Companies and the Demerging Businesses comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated.

Our report is not nor should it be construed as our opining or certifying the compliance with the provisions of any law / standards including company, foreign exchange regulatory, accounting and taxation / transfer pricing laws / standards or as regards any legal, accounting or taxation implications or issues.

This report does not look into the business / commercial reasons behind the Proposed Demergers nor the likely benefits arising out of the same. Our report is not nor should it be construed as our recommending the Proposed Demergers. Similarly, it does not address the relative benefits of the Proposed Demergers as compared with any other alternative business transaction or other alternatives, or whether or not such alternatives could be achieved or are available. Any decision by the management of the Clients regarding whether or not to proceed with the Proposed Demergers shall rest solely with the management of the Clients. This report does not in any manner address, opine on or recommend the prices at which the securities of the Companies could or should transact at following the announcement / consummation of the Proposed Demergers. In addition, we express no opinion or recommendation as to how the

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shareholders or creditors of the Companies should vote at any shareholders' or creditors' meeting(s) to be held in connection with the Proposed Demergers.

Our report does not represent a fairness opinion.

We owe responsibility to only the Board of Directors of the Clients that have retained us and nobody else, and to the fullest extent permitted by law, we accept no responsibility or liability to any third party in connection with this report. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Clients. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Clients, their directors, employees or agents. In no circumstances shall our liability, including that of our partners, relating to the services provided in connection with the engagement set out in this report will exceed the amount paid to us in respect of the fees charged by us for these services.

RECOMMENDATION OF RATIOS

The Ratios for the Proposed Demergers would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the equity shares of each company / business but at their relative values to facilitate the determination of a ratio.

The Ratios have been arrived on the basis of a relative valuation of the Demerging Businesses / Resultant Companies based on the various methodologies explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Demerging Businesses / Resulting Companies, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

Had different values been arrived at under different methodologies, for the purpose of recommending a ratio of entitlement it would have been necessary to arrive at a single value for the equity shares of each company, for which purpose, it would have been necessary to give appropriate weightages to the values arrived at under each methodology. In the present case, as mentioned earlier, the DCF Method was used to value the SME E-Commerce Services Undertaking, Themepark & Event Software Undertaking and the equity shares of DRCPL, and the CTM Method was used to value the equity shares of NSI and SIPL. Accordingly, 100% weightages have been given to the above respective methodologies.

Please refer Annexure 1 for summary of values of the respective Demerging Businesses / Resulting Companies which form the basis for the computation of the Ratios.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. Valuation is an art, not an exact science. There will always be factors which are not evident from the face of the balance sheets but which strongly influence the value of an asset, and that is where the valuer's judgment plays a part. The determination of entitlement ratio is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual professional judgment. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single entitlement ratio. While we have provided our recommendation of the fair equity share entitlement ratios based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the fair equity share entitlement ratios for the Proposed Demergers. The final responsibility for the determination of the entitlement ratios at which the Proposed Demergers shall take place will be with the Board of Directors of the respective companies who should take into account other factors such as their own assessment of the Proposed Demergers.

In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this report, in our opinion, the fair equity share entitlement ratios for the Proposed Demerger of the Demerging Businesses into the Resulting Companies as at the Valuation Date of 31st March 2019 would be:

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- **197 (One Hundred and Ninety Seven) equity shares of SIPL** of INR 1/- fully paid up **for every 1,500 (One Thousand Five Hundred) equity shares of IAL** of INR 1/- each fully paid up for the demerger of the SME E-Commerce Services Undertaking of IAL into SIPL
- **110,229 (One Lakh Ten Thousand Two Hundred and Twenty Nine) equity shares of SIPL** of INR 1/- fully paid up **for every 20 (Twenty) equity shares of NSI** of INR 10/- each fully paid up for the demerger of the E-Commerce Business Undertaking of NSI into SIPL
- **1 (One) equity share of DRCPL** of INR 10/- fully paid up **for every 412 (Four Hundred and Twelve) equity shares of IAL** of INR 1/- each fully paid up for the demerger of the Themepark & Event Software Undertaking of IAL into DRCPL

Thanking you,

Yours faithfully,

For **ICON VALUATION LLP**

Registered Valuer Entity Registration Number: **IBBI/RV-E/06/2019/107**

Devarajan

ICON VALUATION LLP * MUMBAI *

Devarajan Krishnan

Partner

Registered Valuer Registration Number: IBBI/RV/06/2018/10119

Date: 12th September 2019

Place: Mumbai

Annexure 1

Summary of Values forming basis of the Fair Equity Share Entitlement Ratios for the Proposed Demergers:

Demerger of SME E-Commerce Services Undertaking of IAL into SIPL:

(INR)	SME E-Commerce Services Undertaking of IAL		SIPL	
Valuation Approach	**Value Per Share**	**Weight %**	**Value Per Share**	**Weight %**
Asset Approach	NA #	-	NA #	-
Income Approach	7.88	100%	NA @	-
Market Approach	NA $	-	60.00	100%
Relative Value per Share (INR)	**7.88**	**100%**	**60.00**	**100%**

Fair Equity Share Entitlement Ratio for the Proposed Demerger of SME E-Commerce Services Undertaking of IAL into SIPL	**1500 : 197**

Demerger of E-Commerce Business Undertaking of NSI into SIPL:

(INR)	E-Commerce Business Undertaking of NSI		SIPL	
Valuation Approach	**Value Per Share**	**Weight %**	**Value Per Share**	**Weight %**
Asset Approach	NA #	-	NA #	-
Income Approach	NA @	-	NA @	-
Market Approach	330,687.00	100%	60.00	100%
Relative Value per Share (INR)	**330,687.00**	**100%**	**60.00**	**100%**

Fair Equity Share Entitlement Ratio for the Proposed Demerger of E-Commerce Business Undertaking of NSI into SIPL	**20 : 110229**

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Demerger of Themepark & Event Software Undertaking of IAL into DRCPL:

(INR)	Themepark & Event Software Undertaking of IAL		DRCPL	
Valuation Approach	**Value Per Share**	**Weight %**	**Value Per Share**	**Weight %**
Asset Approach	NA #	-	NA #	-
Income Approach	0.29	100%	119.43	100%
Market Approach	NA $	-	NA $	-
Relative Value per Share (INR)	**0.29**	**100%**	**119.43**	**100%**

Fair Equity Share Entitlement Ratio for the Proposed Demerger of Themepark & Event Software Undertaking of IAL into DRCPL	**412 : 1**

NA = Not Applicable / Not Adopted

 # Note: Asset Approach / Cost Approach was not used since the present valuation is on a going concern basis with no intention to dispose off operating assets.

$ Note: Market Approach was not used since the equity shares of these businesses / companies are unlisted and we could neither find any listed companies which could be considered as closely and directly comparable nor any comparable transactions with complete details available in public domain.

@ Note: Income Approach were not used in case of these companies considering that there were recent investments in these companies by independent parties at arms length prices.

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Date: 12th September, 2019

To,
The Board of Directors
Infibeam Avenues Limited
28th Floor, GIFT Two Building,
GIFT CITY, Gandhinagar
Gujarat - 382355

To,
The Board of Directors
DRC Systems India Private Limited
24th Floor, GIFT Two Building,
GIFT CITY, Gandhinagar
Gujarat - 382355

To,
The Board of Directors
Suvidhaa Infoserve Private Limited
24th Floor, GIFT Two Building,
GIFT CITY, Gandhinagar
Gujarat - 382355

Subject: Share Entitlement Ratios

Dear Sir,

We refer to the Job Arrangement Letter (**"JAL"**) with Jigar P. Shah & Associates (**"JPS&Asso."** or **"us"** or **"we"**), wherein Infibeam Avenues Limited (**"Infibeam"**), DRC Systems India Private Limited (**"DRC"**) and Suvidhaa Infoserve Private Limited (**"Suvidhaa"**) has requested us to recommend an entitlement ratios of equity shares in connection with the proposed

- Demerger of SME E-Commerce Services Undertaking of Infibeam and transfer of the same to Suvidhaa
- Demerger of E-Commerce Business Undertaking of NSI and transfer of the same to Suvidhaa
- demerger of the Theme park & Event Software Undertaking of Infibeam and transfer of the same to DRC

(**"Transaction"**)

B/801, Gopal Palace, Nr. Shiromani Complex, Nehrunagar Cross Road,
Nr. Maan Residency Hotel, Nehrunagar, Ahmedabad – 380 015
Mob: +91 9662542466, 9773020484, 079-4898 2466, Email ID- shahjigarca@gmail.com

BACKGROUND

a) Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) or **"Infibeam"** or **"Demerged Company 1"** is a public limited company incorporated under the provisions of Companies Act, 1956 with Corporate Identification Number L64203GJ2010PLC061366. The registered office of Infibeam is situated at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India. The equity shares of Infibeam are listed on the BSE Limited (**'BSE'**) and National Stock Exchange of India Limited (**'NSE'**). It is registered to carry on the business of digital payments, E-commerce services, software business and e-commerce technology platforms and provide a comprehensive suite of web services spanning digital payment solutions, data centre infrastructure, software platforms etc.

b) Suvidhaa Infoserve Private Limited or **"Suvidhaa"** or **"Resulting Company 1"** was incorporated as a private limited company under the provisions of the Companies Act, 1956 under the corporate identity number U72900MH2007PTC171937. The registered office of Suvidhaa was later on shifted to Gujarat under the corporate identity number U72900GJ2007PTC109642. The registered office of Suvidhaa is situated at Unit No 02, 28th Floor, GIFT-II Building, Block No. 56, Road-5C, Zone-5, Gift City Gandhinagar, Gandhinagar - 382355, Gujarat, India. Resulting Company 1 is in the process of converting into a public company and a special resolution of the members of Resulting Company 1 has been passed on 27 August 2019 for conversion of the company into a public company. The Resulting Company 1 shall file the necessary documents with the RoC for the purpose of conversion into a public company. It is registered to provide facility to make payments for a host of services like utility bill payment, renewal insurance premium collection, telecom, mobile, DTH recharges besides travel ticketing (rail, air and bus), domestic remittance services, merchant acquiring services etc.

c) DRC Systems India Private Limited or **"DRC"** or **"Resulting Company 2"** was incorporated as a private limited company under the provisions of the Companies Act, 1956 under the corporate identity number U72900GJ2012PTC070106. The registered office of DRC is situated at 24th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India. Resulting Company 2 is in the process of converting into a public company and a special resolution of the members of Resulting Company 2 has been passed on 16 August 2019 for conversion of the company into a public company. The Resulting Company 2 shall file the necessary documents with the RoC for the purpose of conversion into a public company. It is registered to undertake software business, services across e-commerce, content management system, entertainment events management system, payment, processing system, mobile application, learning management system as well as ERP for both front-end user interface as well as back-end.

d) NSI Infinium Global Private Limited or **"NSI"** or **"Demerged Company 2"** was incorporated as a private limited company under the provisions of the Companies Act, 1956 under the corporate identity number U64203GJ2002PTC040741. The registered office of NSI is situated at 27th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355, Gujarat, India. Demerged Company 2 is in the process of converting into a public company. The Demerged Company 2 shall file the necessary documents with the RoC for the purpose of conversion into a public company. It is inter-alia engaged in E-commerce business, etc.

e) Infibeam, NSI, DRC and Suvidhaa are jointly referred to as **"Companies"**.

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SCOPE AND PURPOSE

We understand that "Transactions" are envisaged by a Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, including rules and regulations made thereunder. Infibeam, DRC & Suvidhaa have appointed Jigar P. Shah & Associates Chartered Accountants, to provide the Share Entitlement Exchange Ratios for issue of equity share of DRC & Suvidhaa to the shareholders of Infibeam and NSI as consideration under the scheme of arrangement.

Companies have informed us that they have appointed Kunvarji Finstock Private Limited ("**KFPL**") to provide a Fairness Opinion on the Recommended Share Entitlement Ratio for the purpose of aforesaid demergers.

We have carried out relative valuation of the equity Shares of DRC & Suvidhaa and demerging businesses of Infibeam and NSI with view to arrive at the Share Entitlement Ratio as at the date of this report, for the proposed Transactions.

Estimating Share Entitlement Ratios and providing Valuation Report is our deliverable to the above agreement.

This Share Entitlement Ratios Report (**"Report"**) is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

SOURCES OF INFORMATION

In arriving at the opinion set forth below, we have relied on the following information:

- Audited financial results of Infibeam, NSI and DRC for the two year ended 31st March, 2018 and 31st March, 2019;
- Audited financial result of Suvidhaa for the year ended 31st March, 2018 and 31st March, 2019;
- Draft Scheme of Arrangement for the transactions; Projected results pertaining to the transactions;
- Past financial results for the demerging business from Infibeam and NSI;
- Financial Information to the extent available in Public Domain;
- Information provided by leading database sources, market research reports and other published reports;
- Other Information provided by, as well as discussions held with Companies.
- Recent transactions of investments in Companies

SCOPE, LIMITATIONS, ASSUMPATIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The service does not represent accounting, assurance, accounting/tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

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This Report, its contents and results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the date of this Report and (iii) the sources of information as indicated above. The Management has represented that the business activities of Companies including their subsidiaries and associates, as, applicable, have been carried out in the normal and ordinary course up to the Report date and that no material adverse change has been occurred in their respective operations and financial position between and up to the Report date.

A valuation of this nature is necessarily based on (a) prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and (b) the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information furnished by the Companies and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take, buy or sell decision, for which specific opinion needs to be taken from expert advisors).

In the course of the Valuation, we were provided with both written and verbal information, including market, technical, financial and operating data. In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification (i) the accuracy of the information that was publicly available and (ii) the accuracy of information made available to us by the Companies. We have not carried out a due diligence or audit of the Companies for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided. We are not legal or regulatory advisors with respect to legal and regulatory matters for the Transaction. We do not express any form of assurance that the financial information or other information as prepared and provided by the Companies is accurate. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. Our conclusions are based on these assumptions and information given by/on behalf of the companies. The Management of the Companies has indicated to us that it has understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and its impact on the Report. Also, we assume no responsibility for technical information (if any) furnished by the Companies. However, nothing has come to our attention to indicate that the information provided was materially misstated/incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be considered that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

This Report does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

No investigations of the Companies' claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the books of accounts. Therefore, no responsibility is assumed for the matters of a legal nature.

The fee for the Engagement is not contingent upon the results reported.

JIGAR P. SHAH & ASSOCIATES * CHARTERED ACCOUNTANTS * M. No. 115916 FRN. 133450W

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We owe responsibility only to the Board of Directors of Companies, who have retained us, and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given to Companies.

This Report is Subject to the laws of India. JPS&Asso. would not be referred as "expert" in any regulatory filings.

This Report is prepared for Companies and is to be used only for the purposes as stated in the Report and shall not be copied, disclosed or circulated or referred to in correspondence or discussion with any party or person including potential investors. This Report is confidential and it is given on the express understanding that it is not communicated, in whole or in part to any third party without, JPS&Asso. written consent. Neither the Report nor its content may be used for any purpose other than as specified herein, without prior written permission of JPS&Asso.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to the third parties, other than in connection with the proposed transactions, without our prior written consent.

Disclosure to Authorities in India

To the extent required under the applicable laws in relation to the Transaction, the Report can be shared with the shareholders of the Companies, Registrar of Companies, NCLT of the State(s) where registered offices of the Companies are present and other relevant judicial, regulatory or government authorities as may be mandatorily required by the applicable laws, in connection with the Transaction outlined here. You may disclose the Report to your lawyers, statutory auditors, and advisors as long as you inform them, in advance, that we accept no liability to them and that no onward disclosure may be made. To the extent required by law/ regulatory authority's/ stock exchanges, we will provide workings supporting our recommended share exchange ratio. To extent required by any law or authority. We will co-operate with the Companies to address the queries /comments of regulatory, governmental or judicial authorities.

In addition, this Report does not in any manner address the prices at which the Companies' equity shares will trade following consummation of the Transaction and we express no opinion or recommendation as to how the shareholders of the Companies should vote at any shareholders meeting(s) to be held in connection with Transactions.

APPROACH

Arriving at the entitlement ratios of equity Shares for the transaction would require determining the value of SME E-Commerce Services Undertaking, E-Commerce Business Undertaking and Theme park & Event Software Undertaking in terms of the value of the equity shares of Suvidhaa and DRC. These values are to be determined on a relative basis.

There are several commonly used and accepted methods for determining the value of the business/shares of the company, which has been considered in present case, to the extent relevant and applicable, including:

1. Market Approach
   a. Comparable Companies 'Multiples method /Guideline Company Method
   b. Historical and Current Market Price Method

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2. Income Approach
   a. Discounted Cash Flow Method

3. Cost Approach
   a. Net Asset Value Method(NAV)

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the Companies, and other factors which generally influence the Valuation of Companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Comparable Companies Multiples method /Guideline Company Method

Under this method, value of equity shares of a company is arrived at by using multiples derived from valuations of comparable companies or comparable transactions, as manifest through Stock market valuations of listed companies and the transaction valuation. This valuation is based on the principle that market valuations, taking places between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for the differences between the circumstances.

Market Price Method

The market price of an Equity share as quoted on stock exchange is normally considered as the value of the equity shares of that Company where such quotations are arising from the shares being freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. Where shares in a company are bought and sold on the stock exchange and there are no abnormalities affecting the market price, the price at which the shares are changing hands in the ordinary course of business is usually their true value and are referred as Listed Price Method. These quotations generally reflect the value of the asset having regard to the several factors which are taken into consideration by persons who transact business on stock exchange and by buyers who want to invest their money in any particular share or shares.

Price of Recent Investment (PORI) – Under this approach, price of recent investment or transaction in the firm's equity shares at arm's length is considered. Recent investment provides a good indication of the fair market value of a company. PORI is an approach under the Market Price Method

Discounted Cash Flows (DCF) Method

Discounted Cash Flow Method ("DCF Method") is a form of the income approach that is commonly used to value businesses or equity interests. The DCF Method involves estimating the future cash flows of a business and discounting them to their present value. The discount rate selected is based on consideration of the risks inherent in the investment and market rates of return available from

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CHARTERED ACCOUNTANTS

alternative investments of similar type and quality as of the Valuation Date. DCF Method is based on the concepts of "Time Value of Money" which states "cash today is more worth than the same amount of cash in the future."

We must emphasize that realization of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis therefore, will not, and cannot be directed to providing any assurance about the achievability of the final projections. Since the financial forecast relate to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences could be material.

Net Asset Value (NAV) Method

The Asset based valuation technique is based on the value of the underlying net assets of the business either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated ie.it does not meet the "going concern" criteria or in case where the asset base dominate earnings capability.

For arriving at the fair value of the equity shares of Suvidhaa and NSI / E-Commerce Business Undertaking, we have used PORI Method within the Market Approach. Since the fair value derived based on the Market Approach are regarded as the good barometer of fair value of the equity shares at which an informed buyer and an informed seller are willing to transact in the equity shares of the company, we have assigned 100% weightage to the Market Approach.

For arriving at the fair value of the SME E-Commerce Services Undertaking and Theme park & Event Software Undertaking of Infibeam and shares of DRC, we have used the DCF Method within Income Approach. We have assigned 100% weightage to Income Approach.

CONCLUSION

Though different values have been arrived at under each of the above approaches, for the purposes of recommending share entitlement ratios, it is necessary to arrive at a single value for the shares of both the Companies. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of each of the Companies. Our exercise is to work out relative values of shares of the Companies. For the purpose, it is necessary to give appropriate weightage to the values arrived at under each approach discussed above.

The entitlement ratios proposed for the transactions has been arrived on the basis of a relative valuation of the Companies and demerging Undertakings based on the various methodologies explained herein earlier and various qualified factors relevant to each company, having regard to information base, key underlying assumptions and limitations.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality and integrity of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Again, it is understood that this analysis does not represent a fairness opinion.

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Computation of exchange ratio

Valuation Approach		Asset Approach	Income Approach	Market Approach	Relative Value Per Share
SME E-Commerce Services Undertaking	Value Per Share	-	7.90	-	7.90
	Weight	0%	100%	0%	
E-Commerce Business Undertaking	Value Per Share	-	-	3,30,687.00	3,30,687.00
	Weight	0%	0%	100%	
Theme park & Event Software Undertaking	Value Per Share	-	0.30	-	0.30
	Weight	0%	100%	0%	
Suvidhaa Infoserve Private Limited	Value Per Share	-	-	60.00	60.00
	Weight	0%	0%	100%	
DRC Systems India Private Limited	Value Per Share	-	123.71	-	123.71
	Weight	0%	100%	0%	

In light of the above, and on a consideration of all relevant factors and circumstances as discussed and outlines hereinabove, we consider that the entitlement ratios for the transactions should be:

Transactions	Share Entitlement Ratios
Demerger of SME E-Commerce Services Undertaking from Infibeam to Suvidhaa	197 equity shares of Suvidhaa of INR 1/- each fully paid up for 1,500 equity shares of Infibeam of INR 1/- each fully paid up.
Demerger of E-Commerce Business Undertaking from NSI to Suvidhaa	1,10,229 equity shares of Suvidhaa of INR 1/- each fully paid up for 20 equity shares of NSI of INR 10/- each fully paid up.
Demerger of Theme park & Event Software Undertaking from Infibeam to DRC	1 equity shares of DRC of INR 10/- each fully paid up for 412 equity shares of Infibeam of INR 1/- each fully paid up.

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Our Share Entitlement Ratios is based on the capital structure of the Companies, the sources of information and the scope & limitations indicated above. Any variation in the capital structures of the Companies prior to the Scheme of Arrangement becomes effective may have an impact on the entitlement ratios.

Respectfully Submitted
For Jigar P. Shah & Associates
Chartered Accountants

Proprietor
Firm's Registration No: 133450W
Membership No. 115916

JIGAR P. SHAH & ASSOCIATES M. No. 115916 FRN: 133450W CHARTERED ACCOUNTANTS

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KUNVARJI
SINCE 1960
Driven By Knowledge

Date: September 12, 2019

To,

The Board of Directors **Infibeam Avenues Limited** 28th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Gujarat 382355	The Board of Directors **Suvidhaa Infoserve Private Limited** Unit No. 02, 28th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Gujarat 382355
The Board of Directors **DRC Systems India Private Limited** 24th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Gujarat 382355	

Dear Sir,

Sub:-

a) **Fairness Opinion on the recommendation of fair equity share entitlement ratio for the proposed demerger of the SME E-Commerce Services Undertaking of Infibeam Avenues Limited into Suvidhaa Infoserve Private Limited**

b) **Fairness Opinion on the recommendation of fair equity share entitlement ratio for the proposed demerger of the E-Commerce Business Undertaking of NSI Infinium Global Private Limited into Suvidhaa Infoserve Private Limited**

c) **Fairness Opinion Recommendation of fair equity share entitlement ratio for the proposed demerger of the Themepark & Event Software Undertaking of Infibeam Avenues Limited into DRC Systems India Private Limited.**

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This has reference to our Engagement Letter dated September 9, 2019 with you in the matter of providing Fairness Opinion on the recommendation of the fair equity share entitlement ratio for the proposed demerger of;

- SME E-Commerce Services Undertaking of Infibeam Avenues Limited **(hereinafter referred to 'IAL')** into Suvidhaa Infoserve Private Limited **(hereinafter referred to 'SIPL')**,
- E-Commerce Business Undertaking of NSI Infinium Global Private Limited **(hereinafter referred to 'NSI')** into Suvidhaa Infoserve Private Limited,
- Themepark & Event Software Undertaking of Infibeam Avenues Limited into DRC Systems India Private Limited (hereinafter referred to 'DRCPL')

IAL and NSI are hereinafter referred to as the 'Demerging Companies'. SIPL and DRCPL are hereinafter referred to as the 'Resulting Companies'(hereinafter individually / collectively referred to as the 'Client/(s)' or the 'Company/(ies)').

We have prepared Fairness Opinion report based on our Independent Analysis of the information received from the Management and had a detailed review of the Valuation Report of Jigar P. Shah & Associates, Chartered Accountants and Icon Valuation LLP, Registered Valuer ("Valuer"), subject to the disclaimers and limitations detailed herein below. We believe that the Equity Share Entitlement Ratio

- **197 (One Hundred and Ninety Seven) equity shares of SIPL** of INR 1/- fully paid up **for every 1,500 (One Thousand Five Hundred) equity shares of IAL** of INR 1/- each fully paid up for the demerger of the SME E-Commerce Services Undertaking of IAL into SIPL.
- **110,229 (One Lakh Ten Thousand Two Hundred and Twenty Nine) equity shares of SIPL** of INR 1/- fully paid up **for every 20 (Twenty) equity shares of NSI** of INR 10/- each fully paid up for the demerger of the E-Commerce Business Undertaking of NSI into SIPL.

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- **1 (One) equity share of DRCPL** of INR 10/- fully paid up **for every 412 (Four Hundred and Twelve) equity shares of IAL** of INR 1/- each fully paid up for the demerger of the Themepark & Event Software Undertaking of IAL into DRCPL

Please find enclosed our narrative Fairness Opinion Report on the valuation carried out by Valuer.

Thanking You,
For, Kunvarji Finstock Private Limited

Kunvarji Finstock Pvt. Ltd.

Mr. Himanjal Brahmbhatt
Director (DIN: 00049679)

Date: September 12, 2019
Place: Ahmedabad

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Kunvarji Finstock Pvt. Ltd.

1. BACKGROUND:

Infibeam Avenues Limited, is engaged in business of digital payments, e-commerce services, software business and e-commerce technology platforms and provides a comprehensive suite of web services spanning digital payment solutions, data centre infrastructure, software platforms etc.

The equity shares of IAL are listed on The National Stock Exchange of India Limited and The BSE Limited.

The SME E-Commerce Services Undertaking of IAL is engaged in providing various E-Commerce services to small and medium enterprises.

The Themepark & Event Software Undertaking of IAL is engaged in offering online platform solutions to themeparks and amusement parks in relation to theme park package bookings, travel insurance, and event / show ticketing. The customers of the Themepark & Event Software Undertaking primarily comprise of amusement parks and resorts.

Suvidhaa Infoserve Private Limited, is engaged in the business of providing facility to make payments for services like utility bill payment, renewal insurance premium collection, telecom, mobile, DTH recharges besides travel ticketing (rail, air and bus), domestic remittance services, merchant acquiring services etc. SIPL also leverages on its network to provide advertising solutions to business partners.

DRC Systems India Private Limited, is engaged in the software business and renders services across e-commerce, content management systems, entertainment events management systems, payment, processing systems, mobile applications, learning management systems as well as ERP for both front- end user interface as well as back-end. Majority's of DRCPL's customers are located in USA.

Kunvarji Finstock Pvt. Ltd.

NSI and E-Commerce Business Undertaking, is engaged in e-commerce business in India. We have been informed that as of current date NSI primarily only has the E-Commerce Business Undertaking and that remaining business if any of NSI is not a material portion of NSI.

2. USE OF THIS REPORT

2.1 As stated hereinabove, in order to comply with the requirements of the regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular CFD/DIL3/CIR/2017/21, IAL has appointed Kunvarji to issue a fairness opinion on the report issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants.

2.2 Our scope of work only includes forming an opinion on the fairness of the recommendation given by the Valuer on the exchange ratio arrived at for the purpose of the proposed Composite Scheme of Arrangement and not on the fairness or economic rationale of the Demerger per se.

2.3 Our report is prepared solely for the purpose outlined hereinabove. The distribution of this report shall hence be restricted to the Company, its Shareholders, SEBI, Stock Exchange and such other regulatory bodies required to give the effect to Demerger, including but not limited to ROC, NCLT. This report shall not be relied upon by any other person for any other purpose whatsoever and the Company agrees to this fact.

2.4 This report is subject to the scope, assumptions, limitations and disclaimers detailed above. As such the report is to be ready in totality, not in parts and in conjunction with the relevant documents referred to herein.

3. DISCLAIMERS AND LIMITATIONS

3.1. This Fairness Opinion Report is prepared by 'Kunvarji Finstock Private Limited' under an engagement from IAL on the basis of information, documents, papers, and explanations given by the management, officers and staff of IAL to Kunvarji.

3.2. In preparing the Fairness Opinion Report, Kunvarji has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information

Kunvarji Finstock Pvt. Ltd.

and financial data provided by IAL. Kunvarji has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information.

3.3. Our work does not constitute an audit or certification or due diligence of the past financials of IAL, SIPL & DRCPL or any of the Resulting Companies used in the study and we have relied upon the information provided to us by IAL as regards such working results.

3.4. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies. No investigation of the companies claim to the title of assets or property owned by the companies has been made for the purpose of the fairness opinion. With regard to the companies claim we have relied solely on representation, whether verbal or otherwise made, by the management to us for the purpose of this report.

3.5. Publicly available information deemed relevant for the purpose of the analysis contained in this report has also been used. Accordingly, this report is based on our interpretation of the information provided by IAL or any of its affiliates as well as its representatives and advisors, to date.

3.6. Kunvarji shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly on account of the use of or reliance on the information set out herein in this report.

3.7. Kunvarji has not provided any accounting, tax or legal advice to IAL, SIPL & DRCPL or any of the Resulting Companies or any other company involved in the transaction. This Fairness Opinion Report should not be construed as investment advice or any form of recommendation either for making or divesting investment in any of the companies involved in the transaction.

3.8. This Opinion is furnished on a strictly confidential basis. Neither this Opinion nor the information contained herein may be reproduced or passed to any person or used for any purpose other than stated above or as may be required under applicable laws and regulation.

3.9. This Report, its contents and the results herein (i) are specific to the purpose of report agreed as per the terms of our engagement and (ii) are specific to the date of this report. This report is necessarily based on the prevailing financial, economic and other conditions in general

Kunvarji Finstock Pvt. Ltd.

and industry trends in particular as in effect on, and the written and oral information made available to us till the date of this report. This report is issued on the understanding that the companies have drawn our attention to all the matters, which they are aware of considering the financial position of the Companies, their businesses, and any other matter, which may have an impact on our opinion for the proposed scheme, including any significant changes that have taken place or are likely to take place in the financial position of the Companies or their businesses subsequent to the proposed Appointed Date of the proposed Scheme. Events occurring after this date may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

4. SOURCES OF INFORMATION

We have relied on the following information made available to us by IAL for the purpose of this report:

4.1 Management certified Composite Scheme of Arrangement for the Proposed Demergers as may be submitted with Stock Exchange.

4.2 Valuation Report of Icon Valuation LLP, Registered Valuer, dated September 12, 2019 and Jigar P. Shah & Associates, Chartered Accountants dated September 12, 2019.

4.3 Audited Financial Statements of IAL for the Financial Year ended on March 31, 2019, March 31, 2018 and March 31, 2017.

4.4 Audited Financial Statements of SIPL for the Financial Year ended on March 31, 2019, March 31, 2018 and March 31, 2017.

4.5 Audited Financial Statements of DRCPL for the Financial Year ended on March 31, 2019 March 31, 2018 and March 31, 2017.

4.6 Audited Financial Statements of NSI for the Financial Year ended on March 31, 2019 March 31, 2018 and March 31, 2017.

4.7 Details of Market Price and trading volume of Equity Shares of IAL on BSE & NSE.

4.8 Shareholding patterns of the Companies as at the Valuation Date.

4.9 Management Discussions

4.10 Such other information and explanations as we required and which have been provided by the management of IAL, which were considered relevant for the purpose the Fairness Opinion.

Kunvarji Finstock Pvt. Ltd.

5. VALUER'S RECOMMENDATION

5.1. The fair basis of Demerger of the Companies has been determined after taking into consideration all the factors and methodologies as mentioned by the Valuer in its valuation report, dated September 12, 2019. Their scope of work was to take out the value of equity shares of the Companies to facilitate the determination of a fair equity share entitlement ratio.

5.2. The equity share entitlement ratio has been arrived on the basis of valuation of the equity shares of the Companies based on methodology as explained in the valuation report of Valuer, dated September 12, 2019, and various qualitative factors relevant to each Company and the business dynamics as well as growth potential of the businesses of the companies, and also having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

5.3. In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this report, in our opinion, the fair equity share entitlement ratios for the Proposed Demerger of the Demerging Businesses into the Resulting Companies as at the Valuation Date of September 12, 2019 would be:

- **197 (One Hundred and Ninety Seven) equity shares of SIPL** of INR 1/- fully paid up **for every 1,500 (One Thousand Five Hundred) equity shares of IAL** of INR 1/- each fully paid up for the demerger of the SME E-Commerce Services Undertaking of IAL into SIPL
- **110,229 (One Lakh Ten Thousand Two Hundred and Twenty Nine) equity shares of SIPL** of INR 1/- fully paid up **for every 20 (Twenty) equity shares of NSI** of INR 10/- each fully paid up for the demerger of the E-Commerce Business Undertaking of NSI into SIPL
- **1 (One) equity share of DRCPL** of INR 10/- fully paid up **for every 412 (Four Hundred and Twelve) equity shares of IAL** of INR 1/- each fully paid up for the demerger of the Themepark & Event Software Undertaking of IAL into DRCPL.

PRIVATE & CONFIDENTIAL

Kunvarji Finstock Pvt. Ltd.

6 CONCLUSION

6.1. With reference to the above and based on the information provided to us by the management of the entities forming part of the Composite Scheme of Arrangement as well as taking into consideration the Scheme we understand that the present Scheme proposed demerger of;

- SME E-Commerce Services Undertaking of Infibeam Avenues Limited into Suvidhaa Infoserve Private Limited,
- E-Commerce Business Undertaking of NSI Infinium Global Private Limited into Suvidhaa Infoserve Private Limited,
- Themepark & Event Software Undertaking of Infibeam Avenues Limited into DRC Systems India Private Limited.

6.2. The fairness opinion has been prepared based on the Valuer's report and our analysis of the various factors relevant to the Companies, having regard to the information submitted, management representations, key underlying assumptions and limitations.

6.3. In the light of the foregoing, based on our independent analysis of the information received and a detailed review of the Valuation Report of Jigar P. Shah & Associates, Chartered Accountants and Icon Valuation LLP, Registered Valuer, as well as subject to the disclaimers and limitations detailed hereinabove, we believe that the proposed equity share entitlement ratio as recommended by Jigar P. Shah & Associates, Chartered Accountants and Icon Valuation LLP, Registered Valuer for the proposed Composite Scheme of Arrangement is fair and reasonable.

Thanking You,
For, Kunvarji Finstock Private Limited

Kunvarji Finstock Pvt. Ltd.

Mr. Himanjal Brahmbhatt
Director (DIN: 00049679)

Date: September 12, 2019
Place: Ahmedabad

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

DCS/AMAL/PB/R37/1749/2020-21 **"E-Letter"** **July 10, 2020**

The Company Secretary,
Infibeam Avenues Ltd.
Block No. 56, GIFT Two Building, 28th Floor,
Road - 5C, Zone - 5,, GIFT CITY,
Gandhinagar, Gandhi Nagar, Gujarat, 382355

Sir,

Sub: Observation letter regarding the Composite Draft Scheme of Arrangement by Infibeam Avenues Ltd and their respective shareholders.

We are in receipt of Composite Draft Scheme of Arrangement by Infibeam Avenues Ltd and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated July 10, 2020 has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that the financials of the Companies involved in the Scheme is updated and are not more than 6 months old."**
- **Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal."**
- **"Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**
- **"Company shall duly comply with various provisions of the Circular."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted

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companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

Nitinkumar Pujari
Senior Manager

S&P BSE SENSEX

National Stock Exchange Of India Limited

Ref: NSE/LIST/21867_II July 13, 2020

The Company Secretary
Infibeam Avenues Limited
28th Floor, Gift Two Building,
Block No. 56, Road - 5C, Zone - 5,
Gift City, Gandhinagar-382355

Kind Attn.: Mr. Shyamal Trivedi

Dear Sir,

Sub: **Observation Letter for Draft Composite Scheme of Arrangement amongst Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Limited), NSI Infinium Global Private Limited, Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited and their respective shareholders and creditors**

We are in receipt of the Draft Composite Scheme of Arrangement amongst Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Limited)(Demerged Company 1), NSI Infinium Global Private Limited (Demerged Company 2), Suvidhaa Infoserve Private Limited (Resulting Company 1) and DRC Systems India Private Limited (Resulting Company 2) and their respective shareholders and creditors vide application dated September 12, 2019.

Based on our letter reference no Ref: NSE/LIST/21867 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated July 10, 2020 has given following comments:

a. *The Company shall duly comply with various provisions of the Circular.*

b. *The Company shall ensure that the financials of the companies involved in the scheme is updated and are not more than 6 six months old.*

c. *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.*

d. *The Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange and from the date of the receipt of this letter is displayed on the website of the listed company.*

e. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

Ref: NSE/LIST/21867_II July 13, 2020

f. It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observation/ representations.

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we conveyed our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the listing of equity shares of Suvidhaa Infoserve Private Limited (Resulting Company 1) and DRC Systems India Private Limited (Resulting Company 2) on the National Stock Exchange India Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957. Further, Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authorities and Rules, Byelaws and Regulations of the Exchange.

The Company should also fulfill the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited is at the discretion of the Exchange.

The listing of Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited pursuant to the Composite Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited and its group companies in line with the disclosure requirements applicable for public issues with NSE for making the same available to the public through website of the companies.

Ref: NSE/LIST/21867_II July 13, 2020

2. To publish an advertisement in the newspapers containing all the information about Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

3. To disclose all the material information about Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.

4. The following provision shall be incorporated in the scheme:
   (a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."

   (b) "There shall be no change in the shareholding pattern or control in Suvidhaa Infoserve Private Limited and DRC Systems India Private Limited between the record date and the listing which may affect the status of this approval."

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from July 13, 2020 within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

INFIBEAM™ AVENUES

October 12, 2019

To,
The General Manager
Department of Listing Operations,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Script Code: 539807

Dear Sir,

Sub: Submission of Report on Complaints as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the proposed scheme of arrangement between Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Limited), Suvidhaa Infoserve Private Limited, DRC Systems India Private Limited and NSI Infinium Global Private 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 thereunder ('Scheme')

This is with reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme.

In terms of the SEBI Circular No. CFD / DIL3 / CIR / 2017 / 21 dated 10 March 2017 ('SEBI Circular'), a listed entity is required to submit a "Report on Complaints" to the stock exchanges within 7 days of expiry of 21 days from the date of filing of the draft Scheme with the stock exchanges and hosting of the same along with the documents specified in the above SEBI Circular on the website of the stock exchanges.

It may be noted that the Company has filed the draft Scheme with the BSE Limited under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was hosted by BSE Limited on its website on 20 September 2019.

In view of the above, please find enclosed Report on Complaints as per the format prescribed under the said SEBI Circular.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Infibeam Avenues Limited

Shyamal Trivedi
Vice President & Company Secretary

INFIBEAM AVENUES

Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

Yours faithfully,
For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Infibeam Avenues Limited

Shyamal Trivedi
Vice President & Company Secretary

Date: October 12, 2019

INFIBEAM AVENUES

December 3, 2019

To,
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol: INFIBEAM

Dear Sir,

Sub: Submission of Report on Complaints as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the proposed scheme of arrangement between Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Limited), Suvidhaa Infoserve Private Limited, DRC Systems India Private Limited and NSI Infinium Global Private 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 thereunder ('Scheme')

This is with reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme.

In terms of the SEBI Circular No. CFD / DIL3 / CIR / 2017 / 21 dated 10 March 2017 ('SEBI Circular'), a listed entity is required to submit a "Report on Complaints" to the stock exchanges within 7 days of expiry of 21 days from the date of filing of the draft Scheme with the stock exchanges and hosting of the same along with the documents specified in the above SEBI Circular on the website of the stock exchanges.

It may be noted that the Company has filed the draft Scheme with NSE under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was hosted by NSE on its website on November 11, 2019.

In view of the above, please find enclosed Report on Complaints as per the format prescribed under the said SEBI Circular.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Infibeam Avenues Limited

Shyamal Trivedi
Vice President & Company Secretary

Report on Complaints

Period of Complaints Report: November 12, 2019 to December 2, 2019

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

Yours faithfully,

For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Infibeam Avenues Limited

Shyamal Trivedi
Vice President & Company Secretary

Date: December 3, 2019

SHAH & TAPARIA
CHARTERED ACCOUNTANTS

203, Center Point Building, 100, Dr. Babasaheb Ambedkar Road,
Opp. Bharatmata Theater, Lalbaug, Parel, Mumbai - 400012.
Tel :- 022-42116800 Fax : 022-4022 0314
E-mail : info@shahtaparia.com
visit us at : www.shahtaparia.com

Independent Auditor's Report on Statement of Audited Standalone Financial Results for the quarter and year ended March 31, 2020 of Infibeam Avenues Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

TO THE BOARD OF DIRECTORS OF
INFIBEAM AVENUES LIMITED
(Formerly known as Infibeam Incorporation Ltd)

Report on audit of Standalone Financials Results

Opinion
We have audited the accompanying Statement of Audited Standalone Financial Results of Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Ltd) ('the Company') for the quarter and year ended March 31, 2020 ('the Statement') attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

i. is presented in accordance with the requirements of Regulation 33 of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and

ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2020.

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

Management's Responsibility for the Standalone Financial Results
The Statement has been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

SHAH & TAPARIA
CHARTERED ACCOUNTANTS

203, Center Point Building, 100, Dr. Babasaheb Ambedkar Road,
Opp. Bharatmata Theater, Lalbaug, Parel, Mumbai - 400012.
Tel :- 022-42116800 Fax : 022-4022 0314
E-mail : info@shahtaparia.com
visit us at : www.shahtaparia.com

Auditors Responsibilities for the Audit of Standalone Financial Results

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The Statement includes the results for the quarter ended March 31, 2020 being the balance figures between the audited figures in respect of the full financial year ended March 31, 2020 and the published unaudited year-to-date figures up to the end of the third quarter of the current financial year, which were subject to limited review by us, as required under the Listing Regulations.

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No.: 109463W

Ramesh Pipalawa
Partner
Membership Number: 103840
UDIN : 20103840AAAAGI7267

SHAH & TAPARIA * CHARTERED ACCOUNTANTS *

Date : June 5, 2020
Place : Gandhinagar

Infibeam Avenues Limited
(formerly known as Infibeam Incorporation Limited)
CIN: L64203GJ2010PLC061366
28th Floor, GIFT Two Building, Block No. 56, Road -5C, Zone-5, GIFT CITY, Gandhinagar - 382355
Statement Of Standalone Audited Assets And Liabilities As At March 31, 2020

(Rupees in million)

PARTICULARS	March 31, 2020 (Audited)	March 31, 2019 (Audited)
ASSETS		
I. Non-current assets		
Property, plant and equipment	2,347.1	1,608.0
Capital work-in-progress	-	217.1
Goodwill	16,124.2	16,124.2
Other intangible assets	2,646.9	2,778.1
Intangible assets under development	-	107.4
Financial assets		
Investments	3,006.9	2,211.5
Other financial assets	471.8	97.9
Income tax assets (net)	182.3	116.1
Other non-current assets	44.2	893.5
Total non-current assets	**24,823.4**	24,153.8
II.Current assets		
Financial assets		
Investments	-	-
Trade receivables	192.9	124.1
Cash and cash equivalents	778.9	1,228.7
Bank balance other than above	125.1	10.8
Loans	46.1	113.3
Others financial assets	741.4	758.6
Other current assets	2,204.4	2,641.6
Total current assets	**4,088.8**	**4,877.1**
Assets held for sale	302.8	907.8
Total Assets	29,215.0	29,938.7
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	664.7	663.4
Other equity	25,688.7	25,331.9
Total equity	26,353.4	**25,995.3**
LIABILITIES		
I. Non-current liabilities		
Financial liabilities		
Borrowings	**175.8**	263.7
Other financial liabilities	34.7	-
Provisions	43.1	42.1
Other non current liabilities	-	-
Deferred tax liabilities (net)	**287.4**	187.4
Total non-current liabilities	**541.0**	493.2
II.Current liabilities		
Financial liabilities		
Borrowings	87.9	87.9
Trade payables		
Total outstanding dues to micro and small enterprises	2.3	3.0
Total outstanding dues to other than micro and small enterprises	73.8	26.7
Other financial liabilities	178.5	213.4
Other current liabilities	1,918.1	3,066.6
Provisions	12.2	4.8
Income tax liabilities (net)	47.8	47.8
Total current liabilities	**2,320.6**	3,450.2
Total Equity and Liabilities	29,215.0	29,938.7

See accompanying notes to the financial results

CHARTERED ACCOUNTANTS ★ SHAH & TAPARIA ★

Infibeam Avenues Limited

Infibeam Avenues Limited

(formerly known as Infibeam Incorporation Limited)

CIN: L64203GJ2010PLC061366

28th Floor, GIFT Two Building, Block No. 56, Road -5C, Zone-5, GIFT CITY, Gandhinagar - 382355

Statement of Standalone Audited Results For The Quarter and Year Ended March 31, 2020

(Rupees in million, except per share data and if otherwise stated)

Sr. No.	Particulars	Quarter Ended			Year ended	Year ended
		March 31, 2020 (Audited) (Refer note 9)	December 31, 2019 (Unaudited)	March 31, 2019 (Audited) (Refer note 9)	March 31, 2020 (Audited)	March 31, 2019 (Audited)
1	**Income from operations**					
	Income from operations	1,231.7	1,425.9	1,668.8	5,863.6	5,422.1
	Other operating income	-	-	13.3	-	24.5
	Total income from operations	**1,231.7**	**1,425.9**	1,682.1	5,863.6	5,446.6
2	Other income	26.2	20.7	9.1	90.3	92.4
3	**Total Income (1+2)**	**1,257.9**	**1,446.6**	**1,691.2**	**5,953.9**	**5,539.0**
4	**Expenses**					
	Payment gateway processing charges	699.8	915.8	1,084.1	3,810.4	3,805.5
	Employee benefits expense	105.0	116.8	159.1	491.9	432.4
	Finance costs	9.4	10.4	12.0	42.2	46.8
	Depreciation and amortisation expenses	227.7	208.1	126.1	749.8	464.2
	Other expenses	98.2	48.7	50.9	261.1	313.2
	Total expenses	**1,140.1**	**1,299.8**	1,432.2	5,355.4	5,062.1
5	Profit before exceptional item and tax (3-4)	**117.8**	**146.8**	**259.0**	**598.5**	**476.9**
6	**Exceptional items (refer note 4)**			(182.2)	-	(140.0)
7	**Profit before tax (5-6)**	**117.8**	**146.8**	441.2	598.5	616.9
8	Tax expenses	44.2	34.4	134.2	212.6	227.7
9	**Profit for the period (7-8)**	**73.6**	**112.4**	307.0	385.9	389.2
10	Other Comprehensive Income/(Expenses) (net of tax)					
	Items that will not be reclassified to Profit or loss					
	-Remeasurements of the defined benefit plans	(1.2)	-	(4.3)	(1.2)	(4.3)
11	**Other comprehensive income, net of tax**	**(1.2)**	**-**	**(4.3)**	**(1.2)**	(4.3)
12	**Total Comprehensive Income for the Period (after tax) (9+11)**	**72.4**	**112.4**	**302.7**	**384.7**	**384.9**
13	Paid-up equity share capital (Face Value of the share Re. 1/- each)	**664.7**	**664.7**	**663.4**	**664.7**	**663.4**
14	Other equity				**25,688.7**	**25,331.9**
15	**Earnings per share (Face Value of Re. 1/- each) (not annualised for the quarter)**					
	(a) Basic	0.11	0.17	0.45	0.58	0.58
	(b) Diluted	0.11	0.17	0.45	0.58	0.58

See accompanying notes to the financial results

SHAH & TAPARIA CHARTERED ACCOUNTANTS

Infibeam Avenues Limited

Infibeam Avenues Limited
(formerly known as Infibeam Incorporation Limited)
CIN: L64203GJ2010PLC061366
28th Floor, GIFT Two Building, Block No. 56, Road -5C, Zone-5, GIFT CITY, Gandhinagar - 382355
Statement Of Cash Flows For The Year Ended March 31, 2020

(Rupees in million)

Sr. No.	PARTICULARS	Year Ended March 31, 2020 (Audited)	Year Ended March 31, 2019 (Audited)
A	Cash Flow from operating activities:		
	Profit Before taxation	598.5	616.9
	Adjustments to reconcile profit before tax to net cash flows:		
	Depreciation and amortization expenses	749.8	464.2
	Employee stock option expense (net)	42.0	34.9
	Finance cost	42.2	46.8
	Interest Income	(69.9)	(56.6)
	Short term capital gain on sale of mutual fund	(1.5)	(6.6)
	Profit on sale of investment in subsidiary	-	(182.2)
	Loss on sale of investment in associate	-	10.7
	Provision for diminution in value of investment in subsidiary	-	31.5
	Unrealised foreign currency loss / (gain)	(7.5)	(0.2)
	Balances written off	-	4.5
	Allowance for doubtful debts	12.4	12.8
	Operating Profit before Working Capital Changes	1,366.0	976.7
	Adjustments for:		
	Increase / (decrease) in trade and other payables	(1,043.0)	1,312.0
	Movement in provisions	7.2	9.4
	(Increase) / decrease in trade receivables	(73.7)	241.2
	(Increase) / decrease in other assets	162.2	(540.1)
	Net Changes in Working Capital	(947.3)	1,022.5
	Cash Generated from Operations	418.7	1,999.2
	Direct Taxes paid (Net of Income Tax refund)	(178.7)	(202.2)
	Net Cash (used in) Operating Activities	240.0	1,797.0
B	Cash Flow from Investing Activities		
	Payment for acquisition of property, plant and equipment and intangible asset (including capital work-in-progress and intangible under development)	(413.1)	(262.6)
	Government grant received	95.9	-
	Loans and advances given to subsidiaries	153.7	2,442.0
	Repayment of Loans and advances by subsidiaries	(75.4)	(1,199.5)
	Repayment of Loans and advances by others	(11.0)	0.6
	Interest received	71.6	57.0
	Fixed deposits with bank (net)	(114.4)	201.9
	Investments for acquisition of shares	(190.3)	(2,234.9)
	Proceeds from buyback of Shares**	-	-
	Purchase of mutual fund	(550.5)	(1,352.5)
	Proceeds from sale of mutual fund	552.0	1,361.2
	Net cash (used in) Investing Activities	(481.5)	(986.8)
C	Cash Flow from Financing Activities		
	Dividend Paid	(65.3)	(65.9)
	Dividend distribution tax paid	(14.1)	(13.9)
	Proceeds from exercise of ESOP	1.3	0.7
	Treasury shares & corpus	-	(117.3)
	Interest paid	(42.2)	(46.8)
	Proceeds / Repayment of borrowings (net)	(87.9)	(217.9)
	Net Cash (used in) Financing Activities	(208.2)	(461.1)
	Net Increase / (Decrease) in cash & cash equivalents (A+B+C)	(449.7)	349.1
	Cash & Cash equivalent at the beginning of the period	1,228.6	879.5
	Cash & Cash equivalent at the end of the period	778.9	1,228.6

** Represents amount less than one million

Infibeam Avenues Limited

SHAH & TAPARIA CHARTERED ACCOUNTANTS

Note:

1 The above statement of audited standalone financial results for the quarter and year ended March 31, 2020 ('the Statement') of Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) ('the Company') are reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meeting held on June 05, 2020. The report has been filed with the stock exchange and is available on the Company's website at "www.ia.ooo".

2 Effective April 01, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on the date of initial application i.e. April 01, 2019. The Company has used the modified retrospective approach for transitioning to Ind AS 116 with right-of-use asset recognized at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application. Accordingly, comparatives for the quarter and year ended March 31, 2019 have not been retrospectively adjusted.

The above approach has resulted in recognition of a right-of-use asset and a lease liability of Rs. 60.13 million as on April 01, 2019.

3 In accordance with Ind AS-108 - "Operating Segments" and evaluation by the Chief Operating Decision Maker, the Company operates in one business segment i.e. E-commerce including payment services, website development and maintenance and related ancillary services, which is reflected in the above results.

4 The exceptional items for the quarter and year ended March 31, 2019 include profit on disposal of investment in wholly-owned subsidiary company amounting to Rs. 182.2 million, loss on buy back of investment by associate company amounting to Rs. 10.7 million, provision for diminution in value of investment in subsidiary company amounting to Rs. 31.5 million.

5 During the year, the Company has utilised the balance amount of INR 251.5 million as per the IPO objects and with this, total 100% of IPO proceeds have been utilised and there is no deviation/ variation between projected utilisation and actual utilisation of funds.

6 Further during the year, Infibeam Avenues Limited ('the Company') have entered into Scheme of Arrangement as follows:
(a) Demerger of the SME E-Commerce Services Undertaking of the Company and transfer the same to Suvidhaa Infoserve Private Limited ('Suvidhaa') which includes issuance of equity shares by Suvidhaa to the equity share holders of the Company;
(b) Demerger of the Themepark & Event Software Undertaking of the Company and transfer the same to DRC Systems India Private Limited ('DRC') which includes issuance of equity shares by DRC to the equity share holders of the Company;
(c) Demerger of the E-Commerce Business Undertaking of NSI Infinium Global Private Limited ('NSI') and transfer the same to Suvidhaa which includes issuance of equity shares by Suvidhaa to the equity share holders of NSI.
The accounting impact of the same would be given in the books of account on approval of the Scheme by the Regulatory Authority on appointed date.

7 **Covid-19 impact on Q4 and FY20 financials, and operational trends observed during the period after the balance date**

The Company has evaluated the impact of this pandemic on its business operations, liquidity and financial position and based on management's review of current indicators and economic conditions there is no material impact on its financial results as at March 31, 2020. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration, and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

The Company, however, in the interest of all stakeholders and following highest level of corporate governance presents the following trends observed in March (forming part of the financial results as at March 31, 2020), April and May 2020 across is FinTech business; Digital Payments and Enterprise Software Platforms.

Operational Impact

Digital Payments Business
In March 2020, before complete lockdown, from 1st to 24th, in India, the Company was processing payments at an annualised run rate of INR 75,000 crore. In the lockdown period of March 2020, 25th to 31st, the average daily payments processing volume (Volume) fell 30% compared to pre-lockdown period of March 2020.

In the month of April, the month of complete lockdown in India, there was a dip in Volume, compared to daily average of full month of March 2020, by 22%. However, in May 2020, the average daily payments processing value (Value) grew 32% with 14% growth in volume, compared to April 2020, as there were partial relaxations in May 2020. With further relaxations announced from June 2020 we believe usage will return to normal soon and start growing.

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Infibeam Avenues Limited

In the UAE, we observed a different trend. The value and volume both increased in April 2020 as well as in May 2020, month on month. The value increased by 29% in April 2020 sequentially over March 2020 and 10% sequentially over April 2020. The volume increased 37% in April 2020 sequentially over March 2020 and 7% in Ramadan May 2020 sequentially over April 2020. Last year during Ramadan May 2019, the value and volume both fell by 10% and 8% respectively, sequentially compared to April 2020. However, the value and volume in Ramadan May 2020 increased 60% and 43%, respectively, compared to the period of Ramadan May 2019.

We are also seeing an increased usage in bill payments through NPCI's Bharat BillPay (BBPS) infrastructure. Number of billers on BBPS has increased from 182 in March 2020 to 216 in May 2020 while the monthly volume has increased from 15.8 million to 16.5 million, respectively. The Company's bill payments value and volume increased by 91% and 93%, respectively in FY20 compared to FY19. Post Covid-19 outbreak, we have seen a strong uptake in gas cylinder bookings through BBPS as currently we are the exclusive non-bank bill processer for all three gas cylinder providers in India namely, IOCL, BPCL and HPCL.

Enterprise Software Platforms Business

Our Platforms business is largely made up of transactions based and pre-determined contracts with our enterprise clients. There are a few fixed price for Platform subscription where we generate monthly or quarterly invoice for additional requirements and other support services that are required by our clients on an on-going basis. Hence, these contracts and their billings are not materially impacted.

For transaction-based contract with GeM and others where, majority of the revenue is tied to the order booking of procurement of goods and services by GeM. Basis the reforms announced by the Government, with a special focus on MSME, the company believes that, with the fast acceleration of closure of contract, the Company will be able to accelerate collections from GeM which will improve its cash position.

Our View

The full extent to which the pandemic will impact Company's future financial results will depend upon upcoming developments, which are fairly uncertain.

We are hopeful that the overall digital transactions in the economy will increase as the economy gradually opens, mitigating the pandemic challenges.

Our priority will remain to safeguard the health and well-being of our employees and the community we serve and stay with, while continuing our business operations.

8 The figures for comparative period have been regrouped/ reclassified, wherever necessary, to make them comparable.

9 The figures of the last quarter of the current year and of the previous year are the balancing figures between the audited figures for the full financial year and the published year to date figures up to third quarter of the respective financial years.

For and on behalf of Board of Directors of
Infibeam Avenues Limited

Vishal Mehta
Managing Director

Date: June 05, 2020
Place: Gandhinagar

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Infibeam Avenues Limited

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Independent Auditor's Review Report on the Statement of Audited Consolidated Financial Results for the quarter and year ended March 31, 2020 of Infibeam Avenues Limited Pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

TO THE BOARD OF DIRECTORS OF
INFIBEAM AVENUES LIMITED
(Formerly known as Infibeam Incorporation Ltd)

Report on the audit of Consolidated Financial Results

1. Opinion

We have audited the accompanying Statement of Audited Consolidated Financial Results of Infibeam Avenues Limited ('the Holding Company') and its subsidiaries and associates (the Holding Company, subsidiaries and its associates together referred to as 'the Group') for the quarter ended March 31, 2020 and for the year ended March 31, 2020 ('the Statement'), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements/financial results/financial information of the subsidiaries and associates, the Statement:

i. Includes the results of the entities as mentioned in paragraph 5 below;

ii. are presented in accordance with the requirements of Regulation 33 of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and

iii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter ended March 31, 2020 and for the year ended March 31, 2020.

2. Basis of Opinion

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

3. Management's Responsibility for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

SHAH & TAPARIA CHARTERED ACCOUNTANTS

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presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its joint ventures are also responsible for overseeing the financial reporting process of the Group.

4. Auditors Responsibilities for the Audit of Consolidated Financial Results

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial stamen in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial results/ financial information of the entities within the Group and its joint ventures of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement,

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which have been audited by the other auditors, such auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29 ,2019 issued by the Securities Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

5. The Statement includes the result of the following entities;

Sr No	Name of Entities	Relationship
1	Infibeam Digital Entertainment Private Limited	Subsidiary
2	Odigma Consultancy Solutions Private Limited	Subsidiary
3	Infibeam Logistics Private Limited	Subsidiary
4	DRC System India Limited	Subsidiary
5	Avenues Infinite Private Limited	Subsidiary
6	Vavian International Limited	Subsidiary
7	Avenues World FZ LLC	Subsidiary
8	NSI Infinium Global Limited	Associate
9	Infibeam Global EMEA FZ-LLC	Associate
10	Instant Global Paytech Private Limited	Associate
11	Avenues Payments India Private Limited	Associate

6. Other Matters

The consolidated Financial Results include the audited Financial Results/ Financial Results and other financial information, in respect of

- **7 subsidiaries** whose Financial Results/statements reflects total assets of Rs 1,901.43 Millions as at March 31, 2020, total revenue of Rs. 275.59 Millions & Rs 1173.32 Millions, Net Profit after tax of Rs. 17.89 Millions & Rs. 91.66 Millions and Total Comprehensive income of Rs. 18.33 Millions & Rs 92.10 Millions for the quarter and year ended on that date respectively and net cash flow of Rs 134.66 Millions for the year ended on March 31, 2020.

- **4 associates** whose Financial Results/statements reflects group's share of Net Profit of Rs. 94.23 Millions & Rs 509.90 Millions for the quarter and year ended on that date respectively.

These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of such subsidiaries and associates, is based solely on the report of other auditors and the procedures performed by us are as stated in paragraph above.Our opinion is not modified in respect of this matter.

The financial statements of subsidiaries and associates which are located outside India have been prepared in accordance with accounting principles generally accepted in that country ("local GAAP") and have been reviewed by another auditor under

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generally accepted auditing standard applicable in that country. The Holding Company's management has converted the interim financial statements of these subsidiaries and associates from the local GAAP to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Parent Company's Management. Our conclusion in so far as it relates to the amounts and disclosures of these subsidiaries is based on the report of the other auditor and the conversion adjustments carried out the by the Management of the parent company and reviewed by us. Further, the Interim Financial statement of the subsidiaries and associates which are located in India have been reviewed by other auditors. The financial statements of these subsidiaries and associates have been made available to us by the management, we have relied on the reports submitted to us.

Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information/ financial results certifies by the Management.

The Statement includes the results for the quarter ended March 31, 2020 being the balance figures between the audited figures in respect of the full financial year ended March 31, 2020 and the published unaudited year-to-date figures up to the end of the third quarter of the current financial year, which were subject to limited review by us, as required under the Listing Regulations.

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration Number: 109463W

Ramesh Pipalawa
Partner
Membership Number: 103840
UDIN : 20103840AAAAGJ7725

SHAH & TAPARIA CHARTERED ACCOUNTANTS

Date: June 5, 2020
Place: Gandhinagar

Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Limited)
CIN: L64203GJ2010PLC061366
28th Floor, GIFT Two Building, Block No. 56, Road -5C, Zone-5, GIFT CITY, Gandhinagar - 382355
Consolidated statement of Assets and Liabilities as at March 31,2020

(Rupees in million)

Particulars	March 31, 2020 (Audited)	March 31, 2019 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	2,419.3	1,937.7
Capital work-in-progress	-	217.4
Goodwill on consolidation	16,144.3	16,144.3
Other Intangible assets	2,772.4	2,935.1
Intangible assets under development	-	107.4
Financial assets		
Investments	3,921.0	1,016.6
Trade receivables	-	-
Other financial assets	471.8	93.5
Deferred tax assets (net)	7.2	8.2
Income tax assets (net)	206.0	137.7
Other non-current assets	340.2	893.5
Total non-current assets	26,282.2	23,491.4
Current assets		
Financial assets		
Trade receivables	572.6	244.5
Cash and cash equivalents	913.6	1,317.2
Bank balance other than above	125.1	10.8
Loans	16.6	5.6
Others financial assets	744.7	766.5
Other current assets	2,252.3	2,726.5
Total current assets	4,624.9	5,071.1
Assets held for sale	869.6	3,181.2
Total Assets	31,776.7	31,743.7
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	664.7	663.4
Other equity	27,784.8	26,713.0
Non-controlling interest	(6.1)	(6.7)
Total equity	28,443.4	27,369.7
LIABILITIES		
Non-current liabilities		
Financial liabilities		
Borrowings	175.8	265.3
Other financial liabilities	34.7	-
Provisions	48.0	46.5
Deferred tax liabilities (net)	295.0	198.8
Other non-current liabilities	-	
Total non-current liabilities	553.5	510.6
Current liabilities		
Financial liabilities		
Borrowings	87.9	137.7
Trade payables		
Total outstanding dues to micro and small enterprises	3.5	5.8
Total outstanding dues to other than micro and small enterprises	309.6	178.2
Other financial liabilities	257.5	349.6
Other current liabilities	2,058.4	3,138.8
Provisions	13.3	5.4
Income tax liabilities (net)	49.6	47.8
Total current liabilities	2,779.8	3,863.3
Total Equity and Liabilities	31,776.7	31,743.6

SHAH & TAPARIA CHARTERED ACCOUNTANTS Firm No. 109463W

Infibeam Avenues Limited

Infibeam Avenues Limited *(Formerly known as Infibeam Incorporation Limited)*

CIN: L64203GJ2010PLC061366

28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar Gujarat Pin:382355

Statement of Consolidated Unaudited Results For The Quarter and Year Ended March 31, 2020

(Rupees in million, except per share data and if otherwise stated)

Sr. No.	PARTICULARS	Quarter Ended			Year ended	Year ended
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		(Audited) (Refer Note 9)	(Unaudited)	(Audited) (Refer Note 9)	(Audited)	(Audited)
1	**Income from operations**					
	Income from operations	1,359.1	1,583.1	2,977.8	6,480.9	11,555.8
	Other operating income	-	-	14.6	-	34.9
	Total income from operations	**1,359.1**	**1,583.1**	**2,992.4**	**6,480.9**	**11,590.7**
2	Other income	54.8	21.0	3.1	124.2	111.3
3	**Total income (1+2)**	**1,413.9**	**1,604.1**	**2,995.5**	**6,605.1**	**11,702.0**
4	**Expenses**					
	Purchase of stock-in-trade	-	-	172.5	-	2,120.2
	Payment gateway processing charges	739.3	954.2	1,119.0	3,963.8	3,928.7
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	46.4	-	(94.4)
	Employee benefits expense	137.0	147.7	217.2	623.2	736.0
	Finance costs	9.4	10.5	11.7	43.5	64.5
	Depreciation and amortisation expense	242.6	259.4	248.7	913.5	822.1
	Other expenses	140.7	70.2	811.8	361.1	3,138.4
	Total expenses	**1,269.0**	**1,442.0**	**2,627.3**	**5,905.1**	**10,715.5**
5	**Profit before exceptional items / non-controlling interest / share in net profit / (loss) of associates (3-4)**	**144.9**	**162.1**	**368.2**	**700.0**	**986.5**
6	Exceptional items (refer note 4)	82.8	-	482.5	82.8	471.8
7	**Profit before non-controlling interest / share in net profit / (loss) of associates (5 - 6)**	**227.7**	**162.1**	**850.7**	**782.8**	**1,458.3**
8	Share in net profit/(loss) of associate	94.2	127.5	80.8	509.9	76.3
9	**Profit before tax (7 + 8)**	**321.9**	**289.6**	**931.5**	**1,292.7**	**1,534.6**
10	Tax expenses/ (credit)	48.0	30.5	179.5	212.2	271.5
11	**Net Profit for the period after tax and share in profit of associate (9 - 10)**	**273.9**	**259.1**	**752.0**	**1,080.5**	**1,263.1**
12	**Other comprehensive income / (expenses)(net of tax)**					
	(i) Items that may be reclassified to profit and loss	-	-	-	-	-
	(ii) Items that will not be reclassified to profit and loss	(0.7)	-	1.4	(0.7)	1.4
13	**Total Comprehensive income/ (expenses) for the period (11 + 12)**	**273.2**	**259.1**	**753.4**	**1,079.8**	**1,264.5**
14	**Profit for the period / year attributable to:**					
	Owners of the company	292.4	260.5	755.6	1,079.9	1,269.6
	Non-controlling interest	(18.4)	(1.4)	(3.6)	0.7	(6.4)
15	**Other comprehensive income/ (loss) attributable to:**					
	Owners of the Company	(1.0)	-	(5.0)	(1.0)	(5.0)
	Non-controlling interest	0.3	-	6.4	0.3	6.4
16	**Total Comprehensive Income/ (Expenses) attributable to:**					
	Owners of the Company	291.4	260.5	750.6	1,078.9	1,264.5
	Non-controlling interest	(18.1)	(1.4)	2.8	1.0	-
17	Paid-up equity share capital (Face Value of the share Re. 1/- each)	664.7	664.7	663.4	664.7	663.4
18	Other equity				27,784.8	26,713.0
19	**Earnings per share (Face value of Re. 1/- each) (not annualised)**					
	(a) Basic	0.44	0.39	1.14	1.63	1.91
	(b) Diluted	0.44	0.39	1.13	1.62	1.89

See accompanying notes to the Financial Results

SHAH & TAPARIA CHARTERED ACCOUNTANTS Reg. No. 109463W 203, Centre Point Bldg. 100, Dr. Ambedkar Road, Dr. Babasaheb Cinema, Lalbaug, Parel. Mumbai - 400012.

Infibeam Avenues Limited

Infibeam Avenues Limited
(formerly known as Infibeam Incorporation Limited)
CIN: L64203GJ2010PLC061366
28th Floor, GIFT Two Building, Block No. 56, Road -5C, Zone-5, GIFT CITY, Gandhinagar - 382355
Statement of Consolidated Cash Flows for the Year Ended March 31, 2020

(Rupees in million)

Sr. No.	PARTICULARS	Year ended March 31, 2020 (Audited)	Year ended March 31, 2019 (Audited)
A	**Cash Flow from operating activities:**		
	Profit Before taxation	**782.8**	**1,458.4**
	Adjustments to reconcile profit before tax to net cash flows:		
	Depreciation and amortization expenses	913.5	822.1
	ESOP expense (net)	51.4	68.9
	Finance cost	43.5	64.5
	Interest income	(70.5)	(68.1)
	Short term capital gain on sale of mutual fund	(1.5)	(6.6)
	Loss on sale of fixed assets	0.3	-
	Profit on sale of Investment	-	(471.8)
	IND AS impact on fair value of investment	(82.8)	-
	Unrealised foreign currency loss / (gain)	(17.4)	9.8
	Liabilities / allowance written back	(20.0)	(11.9)
	Allowance for doubtful debts	12.4	29.6
	Allowance for doubtful loans and advances	-	3.2
	Bad debts written off	14.2	44.7
	Balance written off	4.2	32.2
	Operating Profit before Working Capital Changes	**1,630.1**	**1,975.0**
	Adjustments for:		
	Decrease / (increase) in inventories	-	66.7
	Increase / (decrease) in trade payables	129.1	84.1
	Increase in provisions and other liabilities	(1,203.7)	1,492.9
	(Increase) in trade receivables	(337.5)	164.0
	(Increase) / decrease in other assets	187.6	(467.2)
	Net Changes in Working Capital	**(1,224.5)**	**1,340.5**
	Cash Generated from Operations	**405.6**	**3,315.5**
	Direct Taxes paid (Net of Income Tax refund)	(181.8)	(234.3)
	Net Cash (used in) Operating Activities	**223.8**	**3,081.2**
B	**Cash Flow from Investing Activities**		
	Payment for acquisition of property, plant and equipment and intangible asset (including capital work-in-progress and intangible under development)	(552.4)	(1,492.8)
	Proceeds from sale of property, plant and equipment and intangible assets	143.2	-
	Government grant received	95.9	-
	Repayment of Loans and advances by subsidiaries	-	1,360.7
	Repayment of Loans and advances by others	(11.1)	48.4
	Interest received	70.7	76.5
	Fixed deposits with bank (net)	(114.3)	227.5
	Payments for purchase of non-current investments	-	(2,448.5)
	Proceeds from buyback of Shares **	-	-
	Purchase of mutual fund	(550.5)	(1,352.5)
	Proceeds from sale of mutual fund	552.0	1,361.2
	Net cash (used in) Investing Activities	**(366.5)**	**(2,219.5)**
C	**Cash Flow from Financing Activities**		
	Proceeds from share application money	-	(15.0)
	Dividend Paid	(65.3)	(66.1)
	Dividend Distribution Tax Paid	(14.1)	(13.9)
	Proceeds from exercise of ESOP	1.3	0.8
	Treasury Shares & corpus	-	(117.4)
	Interest paid	(43.5)	(64.5)
	Proceeds / Repayment of borrowings (net)	(139.3)	(267.1)
	Net Cash (used in) Financing Activities	**(260.9)**	**(543.2)**
	Net Increase / (Decrease) in cash & cash equivalents (A+B+C)	**(403.6)**	**318.5**
	Cash & Cash equivalent at the beginning of the period	1,317.2	1,583.1
	Less: Cash & cash equivalents due to derecognition in view of disinvestment of subsidiaries		(584.4)
	Cash & Cash equivalent at the end of the period	**913.6**	**1,317.2**

** Represents amount less than one million

SHAH & TAPARIA CHARTERED ACCOUNTANTS

Infibeam Avenues Limited

Infibeam Avenues Limited *(Formerly known as Infibeam Incorporation Limited)*
CIN: L64203GJ2010PLC061366
28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar Gujarat Pin:382355
Reporting Of Consolidated Segment Wise Revenue, Results, Assets And Liabilities Along With The Quarter And Year Ended On March 31, 2020

(Rupees in millions)

Sr. No.	Particulars	Quarter Ended on			Year ended on	Year ended on
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		(Unaudited)	(Unaudited)	(Audited) (Refer Note 9)	(Unaudited)	(Audited)
1	**Segment Revenue**					
	(a) Ecommerce - sale of products	-	-	206.9	-	2,026.1
	(b) Ecommerce - sale of software and ecommerce related ancillary services	1,359.1	1,583.1	2,785.5	6,480.9	9,564.6
	Total Revenue	**1,359.1**	**1,583.1**	**2,992.4**	**6,480.9**	**11,590.7**
2	**Segment Results Profit/(Loss) before tax and interest from each segment**					
	(a) Ecommerce - sale of products	-	-	(26.9)	-	(136.9)
	(b) Ecommerce - sale of software and ecommerce related ancillary services	152.5	228.3	582.3	950.9	1,793.8
	Total segment results	**152.5**	**228.3**	**555.4**	**950.9**	**1,656.9**
	Less: i) Interest expense	9.4	10.4	13.7	43.5	66.5
	Less: ii) Other un-allocable expenditure	53.1	76.9	(370.7)	331.7	167.4
	Add: iii) Un-allocable income	231.9	148.6	19.1	717.0	111.6
	Profit before tax	**321.9**	**289.6**	**931.5**	**1,292.7**	**1,534.6**
3	**Segment Assets**					
	(a) Ecommerce - sale of products	-	-	-	-	-
	(b) Ecommerce - sale of software and ecommerce related ancillary services	22,576.5	23,392.9	21,969.0	22,576.5	21,969.0
	(c) Unallocable corporate assets	9,200.3	8,707.1	9,774.5	9,200.3	9,774.5
	Total Segment Assets	**31,776.8**	**32,100.0**	**31,743.5**	**31,776.8**	**31,743.5**
4	**Segment Liabilities**					
	(a) Ecommerce - sale of products	-	-	-	-	-
	(b) Ecommerce - sale of software and ecommerce related ancillary services	2,457.5	2,948.8	3,399.4	2,457.5	3,399.4
	(c) Unallocable corporate liabilities	875.8	987.5	974.4	875.8	974.4
	Total Segment Liabilities	**3,333.3**	**3,936.3**	**4,373.8**	**3,333.3**	**4,373.8**
5	**Capital Employed (Segment assets - Segment liabilities)**					
	(a) Ecommerce - sale of products	-	-	-	-	-
	(b) Ecommerce - sale of software and ecommerce related ancillary services	20,119.0	20,444.1	18,569.6	20,119.0	18,569.6
	(c) Unallocable corporate assets less liabilities	8,324.5	7,719.6	8,800.1	8,324.5	8,800.1
	Total capital employed	**28,443.5**	**28,163.7**	**27,369.7**	**28,443.5**	**27,369.7**

Notes: **1. Business segments:**

Based on the "management approach" as defined in Ind AS 108 - Operating Segments and evaluation by the Chief Operating Decision Maker, primary reportable segments of the Group consists of: Ecommerce - sale of products and Ecommerce- Sale of software and ecommerce related ancillary services.

2. Segment assets and liabilities:

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the Group as a whole. Segment assets include all operating assets used by a segment and principally consists of operating cash, trade receivables, inventories and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities. Segment assets and liabilities do not include those relating to income taxes.

3. Segment expense:

Segment expense comprises the expense resulting from the operating activities of a segment that is directly attributable to the segment or that can be allocated on a reasonable basis to the segment and expense relating to transactions with other segments. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group therefore believes that it is not practicable to provide segment disclosures relating to such expenses, and accordingly such expenses are separately disclosed as 'unallocated' and directly charged against total income.

4. Certain assets and liabilities which are common to both the segments (i.e. Ecommerce - Sale of product and Ecommerce sale of software and ecommerce related ancillary services) for which basis of allocation cannot be consistently identified are included under un-allocable assets and liabilities

SHAH & TAPARIA CHARTERED ACCOUNTANTS Reg. No. 109463W

Infibeam Avenues Limited

Note:

1 The above statement of audited consolidated financial results for the quarter and year ended March 31, 2020 ('the Statement') of Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) ('the Company') and its subsidiaries and associate ('the Group') are reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meeting held on June 05, 2020. The report has been filed with the stock exchange and is available on the Company's website at "www.ia.ooo".

2 Effective April 01, 2019, the Group has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on the date of initial application i.e. April 01, 2019. The Group has used the modified retrospective approach for transitioning to Ind AS 116 with right-of-use asset recognized at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application. Accordingly, comparatives for the quarter and year ended March 31, 2019 have not been retrospectively adjusted.

The above approach has resulted in recognition of a right-of-use asset and a lease liability of Rs. 60.13 million as on April 01, 2019.

3 In accordance with Ind AS-108 - "Operating Segments" and evaluation by the Chief Operating Decision Maker, the Group operates in one business segment i.e. E-commerce including payment services, website development and maintenance and related ancillary services, which is reflected in the above results.

4 The exceptional item of Rs. 82.8 million for the quarter and year ended March 31, 2020 is on account of IND AS impact on fair value of investment in subsidiary on account of loss of control and change in relationship from subsidiary to associates as per IND AS 110 "Consolidated Financial Statements".

'The exceptional items for the quarter and year ended March 31, 2019 include profit on disposal of investment in wholly-owned subsidiary company amounting to Rs. 482.6 million and loss on buy back of investment by associate company amounting to Rs. 10.7 million.

5 During the year, the Company has utilised the balance amount of INR 251.5 million as per the IPO objects and with this, total 100% of IPO proceeds have been utilised and there is no deviation/ variation between projected utilisation and actual utilisation of funds.

6 Further during the year, Infibeam Avenues Limited ('the Company') have entered into Scheme of Arrangement as follows:
(a) Demerger of the SME E-Commerce Services Undertaking of the Company and transfer the same to Suvidhaa Infoserve Private Limited ('Suvidhaa') which includes issuance of equity shares by Suvidhaa to the equity share holders of the Company;
(b) Demerger of the Themepark & Event Software Undertaking of the Company and transfer the same to DRC Systems India Private Limited ('DRC') which includes issuance of equity shares by DRC to the equity share holders of the Company;
(c) Demerger of the E-Commerce Business Undertaking of NSI Infinium Global Private Limited ('NSI') and transfer the same to Suvidhaa which includes issuance of equity shares by Suvidhaa to the equity share holders of NSI.
The accounting impact of the same would be given in the books of account on approval of the Scheme by the Regulatory Authority on appointed date.

7 **Covid-19 impact on Q4 and FY20 financials, and operational trends observed during the period after the balance date**

The Company has evaluated the impact of this pandemic on its business operations, liquidity and financial position and based on management's review of current indicators and economic conditions there is no material impact on its financial results as at March 31, 2020. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration, and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

The Company, however, in the interest of all stakeholders and following highest level of corporate governance presents the following trends observed in March (forming part of the financial results as at March 31, 2020), April and May 2020 across is FinTech business; Digital Payments and Enterprise Software Platforms.

Operational impact

Digital Payments Business
In March 2020, before complete lockdown, from 1st to 24th, in India, the Company was processing payments at an annualised run rate of INR 75,000 crore. In the lockdown period of March 2020, 25th to 31st, the average daily payments processing volume (Volume) fell 30% compared to pre-lockdown period of March 2020.

In the month of April, the month of complete lockdown in India, there was a dip in Volume, compared to daily average of full month of March 2020, by 22%. However, in May 2020, the average daily payments processing value (Value) grew 32% with 14% growth in volume, compared to April 2020, as there were partial relaxations in May 2020. With further relaxations announced from June 2020 we believe usage will return to normal soon and start growing.

In the UAE, we observed a different trend. The value and volume both increased in April 2020 as well as in May 2020, month on month. The value increased by 29% in April 2020 sequentially over March 2020 and 10% sequentially over April 2020. The volume increased 37% in April 2020 sequentially over March 2020 and 7% in Ramadan May 2020 sequentially over April 2020. Last year during Ramadan May 2019, the value and volume both fell by 10% and 8% respectively, sequentially compared to April 2020. However, the value and volume in Ramadan May 2020 increased 60% and 43%, respectively, compared to the period of Ramadan May 2019.

We are also seeing an increased usage in bill payments through NPCI's Bharat BillPay (BBPS) infrastructure. Number of billers on BBPS has increased from 182 in March 2020 to 216 in May 2020 while the monthly volume has increased from 15.8 million to 16.5 million, respectively. The Company's bill payments value and volume increased by 91% and 93%, respectively in FY20 compared to FY19. Post Covid-19 outbreak, we have seen a strong uptake in gas cylinder bookings through BBPS as currently we are the exclusive non-bank bill processer for all three gas cylinder providers in India namely, IOCL, BPCL and HPCL.

Enterprise Software Platforms Business
Our Platforms business is largely made up of transactions based and pre-determined contracts with our enterprise clients. There are a few fixed price for Platform subscription where we generate monthly or quarterly invoice for additional requirements and other support services that are required by our clients on an on-going basis. Hence, these contracts and their billings are not materially impacted.

For transaction-based contract with GeM and others where, majority of the revenue is tied to the order booking of procurement of goods and services by GeM. Basis the reforms announced by the Government, with a special focus on MSME, the company believes that, with the fast acceleration of closure of contract, the Company will be able to accelerate collections from GeM which will improve its cash position.

Our View
The full extent to which the pandemic will impact Company's future financial results will depend upon upcoming developments, which are fairly uncertain.

We are hopeful that the overall digital transactions in the economy will increase as the economy gradually opens, mitigating the pandemic challenges.

Our priority will remain to safeguard the health and well-being of our employees and the community we serve and stay with, while continuing our business operations.

8 The figures for comparative period have been regrouped/ reclassified, wherever necessary, to make them comparable.

9 The figures of the last quarter of the current year and of the previous year are the balancing figures between the audited figures for the full financial year and the published year to date figures up to third quarter of the respective financial years.

For and on behalf of Board of Directors of
Infibeam Avenues Limited

Vishal Mehta
Managing Director

Date: June 05, 2020
Place: Gandhinagar

SHAH & TAPARIA CHARTERED ACCOUNTANTS Reg. No. 109463W

Infibeam Avenues Limited

S A H B Associates
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF
SUVIDHAA INFOSERVE LIMITED
(Formerly known as SUVIDHAA INFOSERVE PRIVATE LIMITED)

Opinion

We have audited the accompanying financial statements of **SUVIDHAA INFOSERVE LIMITED** ("the Company"), which comprise the Balance Sheet as at **31st March, 2020**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, its Profit and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Tel No. 022-22644311, 30203575 Mob. 9323362977 E-mail – info@sachinacharyaca.in

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted Company.

Information other than the financial statements and auditors' report thereon
The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements
The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The boards of directors are also responsible for overseeing the Company's financial reporting process.

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 of the Companies Act, 2013, we give in the **Annexure I** a statement on the matters specified in paragraphs 3 and 4 of the Order.

SAHB & ASSOCIATES * CHARTERED ACCOUNTANTS * MUMBAI-1

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As required by section 143 (3) of the Act, we report that:

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. on the basis of written representations received from the directors as at 31st March, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as at 31st March, 2020, from being appointed as a director in terms of Section 164 (2) of the Act.

f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure II "**.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

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

   i. the Company has disclosed impact of pending litigations which may have material impact on its financial position in Note No. 25 & Note No. 34 to Financial Statements;

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ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. there were no amounts required to be to be transferred to the Investor Education and Protection Fund.

For S A H B & Associates
Chartered Accountants
[FRN 141280W]

Place: Mumbai
Date: 29th July, 2020

CA. Sachin Acharya
Partner M. No. 122493

UDIN - 20122493AAAAAL4802

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SUVIDHAA INFOSERVE LIMITED
(Formerly known as SUVIDHAA INFOSERVE PRIVATE LIMITED) **2019-20**

Annexure I to the Independent Auditors' Report
(Referred to in our report of even date)

We report that:

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

(b) i. As informed to us, the Company has a regular programme for physical verification of its fixed assets by which all fixed assets are verified on a yearly basis. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

ii. We could not conduct physical verification of fixed assets on the date of balance sheet due to pandemic situation and for the same we have relied upon written representation given by the management.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company does not hold any immovable properties.

(ii) The Company is engaged in providing services and it does not hold any physical inventories.

(iii) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, reporting requirement of paragraph 3 (iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 & 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.

S A H B & ASSOCIATES MUMBAI-1 CHARTERED ACCOUNTANTS

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(v) The Company has not accepted deposits from public hence directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under are not applicable for the year under audit.

(vi) The Central Government has not prescribed the maintenance of cost records applicable to the Company under sub section (1) of Section 148 of the Companies Act, 2013.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, Goods & Services tax and other material statutory dues as applicable to the Company, have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service tax, Goods & Services tax and other material statutory dues were in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable.

b) According to the information and explanation given to us and the records of the Company, there have been no dues in respect of Income Tax, Goods & Services tax and Service Tax etc. which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records for the year the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

(ix) According to the information and explanations given to us and on the basis of our examination of the records, the Company did not raise any money by the way of term loans during the year. Since the Company is a private Company, it cannot raise money by way of initial public offer /further public offer.

(x) According to the information and explanations given to us and on the basis of our examination of the records, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

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(xi) According to the information and explanations provided by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Sec 197 r. w. Schedule V to the Act.

(xii) According to the information and explanations given to us and on the basis of our examination of the records, the Company is not a Nidhi Company, thus reporting requirement under paragraph 3 (xii) of the Order is not applicable.

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

(xiv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has made preferential allotment or private placement of shares (Equity Shares No. 5,00,000 of Re.1/- each) during the year under review and requirement of Section 42 of Companies Act, 2013 have been complied with and amount raised has been used for the purpose for which the funds were raised.

(xv) According to the information and explanations given to us and on the basis of our examination of the records, there are no non-cash transactions with the directors or persons connected with them, covered under the provisions of section 192 of the Companies Act 2013.

(xvi) According to the information and explanations given to us and in our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For S A H B & Associates
Chartered Accountants
[FRN 141280W]

S A H B & ASSOCIATES * MUMBAI-1 * CHARTERED ACCOUNTANT *

CA. Sachin Acharya
Partner M. No. 122493

Place: Mumbai
Date: 29th July, 2020

UDIN - 20122493AAAAAL4802

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SUVIDHAA INFOSERVE LIMITED
(Formerly known as SUVIDHAA INFOSERVE PRIVATE LIMITED) **2019-20**

Annexure II to the Independent Auditors' Report
(Referred to in our report of even date)

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

We have audited the internal financial controls over financial reporting of **SUVIDHAA INFOSERVE LIMITED** ("the Company") as at 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their

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

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

Meaning of Internal Financial Controls over Financial Reporting
A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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

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Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Control over Financial Reporting issued by the ICAI.

For S A H B & Associates
Chartered Accountants
[FRN 141280W]

Place: Mumbai
Date: 29th July, 2020

CA. Sachin Acharya
Partner M. No. 122493

UDIN - 20122493AAAAAL4802

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Suvidhaa Infoserve Limited

(Formerly known as Suvidhaa Infoserve Private Limited)

Balance Sheet

as at 31 March 2020

(Currency : Indian rupees)

	Note	31 March 2020	31 March 2019
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	4	**105,801,885**	**105,301,885**
Reserves and surplus	5	**508,919,139**	**474,704,352**
		614,721,024	**580,006,237**
Non Current liabilities			
Long-term provisions	6	**3,219,220**	**3,694,714**
		3,219,220	**3,694,714**
Current liabilities			
Short-term borrowings	7	**41,726,398**	**33,746,887**
Trade payables	8	**298,521,107**	**124,613,860**
Other current liabilities	9	**187,352,939**	**181,570,898**
Short-term provisions	10	**1,800,817**	**1,862,012**
		529,401,261	**341,793,657**
TOTAL		**1,147,341,505**	**925,494,608**
ASSETS			
Non-current assets			
Plant, Property and Equipments	11		
Tangible fixed assets		**480,500,116**	**228,351,338**
Intangible fixed assets		**4,068,353**	**5,966,254**
Tangible Capital work-in-progress		**67,238,169**	**-**
Non current investments	12	**387,896,479**	**387,446,864**
Long-term loans and advances	13	**57,610,748**	**32,990,040**
Other non-current assets	14	**2,157,471**	**7,766,886**
		999,471,336	**662,521,382**
Current assets			
Trade receivables	15	**74,630,183**	**53,553,161**
Cash and bank balances	16	**36,305,064**	**44,446,159**
Short-term loans and advances	17	**36,927,980**	**164,963,810**
Other current assets	18	**6,942**	**10,096**
		147,870,169	**262,973,226**
TOTAL		**1,147,341,505**	**925,494,608**
Significant accounting policies	3		

The accompanying notes 1 to 42 form an integral part of the financial statements

As per our report of even date attached

For S A H B & Associates
Chartered Accountants
Firm's Registration No: 141280W

Sachin Acharya
Partner
Membership No: 122493

Mumbai
Date: 29th July 2020

For and on behalf of the Board of Directors of
Suvidhaa Infoserve Limited
(Formerly known as Suvidhaa Infoserve Private Limited)
CIN: U72900GJ2007PTC109642

Paresh Rajde
Managing Director
DIN: 00016263

Prashant Thakar
Chief Financial Officer & Director
DIN: 03179115

Nilesh Gor
Director
DIN: 07768798

Jitendra Gupta
Company Secretary
M.No: ACS43888

Mumbai
Date: 29th July 2020

Suvidhaa Infoserve Limited

(Formerly known as Suvidhaa Infoserve Private Limited)

Statement of Profit and Loss

for the year ended 31 March 2020

(Currency : Indian rupees)

	Note	31 March 2020	31 March 2019
Income			
Revenue from operations	19	**1,707,203,386**	**825,180,301**
Other income	20	**16,364,954**	**3,399,973**
Total revenue		**1,723,568,340**	**828,580,274**
Expenses			
Operating expenses	21	**1,536,703,165**	**551,476,254**
Employee benefits expense	22	**44,375,125**	**91,335,543**
Finance cost	23	**1,416,958**	**2,542,534**
Depreciation and amortisation	11	**70,296,103**	**28,660,764**
Other expenses	24	**41,262,203**	**96,455,227**
Total expenses		**1,694,053,554**	**770,470,322**
Profit / (Loss) before exceptional and extraordinary items and tax		**29,514,786**	**58,109,952**
Exceptional Items	36	-	(137,650)
Profit / (Loss) before tax		**29,514,786**	**57,972,302**
Tax expense			
-Current tax		4,800,000	-
-Deferred tax		-	-
Total tax expense		**4,800,000**	-
Profit/(Loss) for the year		**24,714,786**	**57,972,302**
Earning per equity share (nominal value of share Re. 1, previous year Re. 1)	26		
-Basic and diluted		**0.23**	**0.30**

As per our report of even date attached

For S A H B & Associates
Chartered Accountants
Firm's Registration No: 141280W

Sachin Acharya
Partner
Membership No: 122493

Mumbai
Date: 29th July 2020

Paresh Rajde
Managing Director
DIN: 00016263

Mumbai
Date: 29th July 2020

For and on behalf of the Board of Directors of
Suvidhaa Infoserve Limited
(Formerly known as Suvidhaa Infoserve Private Limited)
CIN: U72900GJ2007PTC109642

Prashant Thakar
Chief Financial Officer-& Director
DIN: 03179115

Nilesh Gor
Director
DIN: 07768798

Jitendra Gupta
Company Secretary
M.No: ACS43888

Suvidhaa Infoserve Limited

(Formerly known as Suvidhaa Infoserve Private Limited)

Cash Flow statement

for the year ended 31 March 2020

(Currency : Indian Rupees)

	31 March 2020	31 March 2019
Cash flow from operating activities		
Net Profit / (loss) before tax and exceptional item	**24,714,786**	**57,972,302**
Adjustments:		
Depreciation and amortization	**70,296,103**	**28,660,764**
Loss/(Profit) on sale of fixed assets, net	**(5,000)**	**(92,968)**
Provision for doubtful trade and other receivables	**-**	**-**
Sundry balances written (back)/ off, net	**(9,712,170)**	**124,959**
Finance costs	**1,416,958**	**2,542,534**
Interest income on bank deposits	**(577,080)**	**(1,415,657)**
Interest income on income tax refund	**(420,042)**	**(588,938)**
Operating cash flow before working capital changes	**85,713,555**	**87,202,996**
(Increase)/ decrease in trade receivables	**(22,052,684)**	**31,392,058**
(Increase)/ decrease in short-term loans and advances	**128,035,830**	**(86,214,142)**
Decrease/ (increase) in other current assets	**-**	**1,571,835**
(Decrease) in long-term loans and advances	**162,727**	**(39,128)**
Increase in trade payables	**184,151,687**	**50,430,680**
Increase in current liabilities	**5,782,040**	**(40,447,094)**
(Decrease) / increase in provisions	**(93,295)**	**(346,927)**
Cash used in operations	**381,699,860**	**43,550,278**
Taxes paid, net of refunds	**(24,363,393)**	**(12,960,370)**
Net cash used in operating activities (A)	**357,336,467**	**30,589,908**
Cash flows from investing activities		
Purchase of fixed assets	**(387,785,149)**	**(188,024,771)**
Purchase of Equity Shares of NSI Infinium Global Pvt. Ltd.	**(449,615)**	**(387,446,864)**
Proceeds from sale of fixed assets	**5,000**	**92,968**
Interest income on bank deposits	**580,234**	**1,415,660**
Investment in fixed deposits/Maturity proceeds	**5,442,995**	**12,098,198**
Net cash from investing activities (B)	**(382,206,535)**	**(561,864,809)**
Cash flows from financing activities		
Proceeds from issue of equity Shares	**10,000,000**	**572,798,638**
Proceeds from overdraft facility (net)	**7,979,511**	**(22,072,400)**
Finance Cost	**(1,416,958)**	**(2,542,534)**
Net cash from financing activities (C)	**16,562,553**	**548,183,704**
Net (decrease)/ increase in cash and cash equivalents (A + B + C)	**(8,307,515)**	**16,908,803**
Cash and cash equivalents at the end of the year	**32,060,277**	**40,367,792**

SAHB & ASSOCIATES MUMBAI-1 CHARTERED ACCOUNTANT

SUVIDHAA INFOSERVE LIMITED Mumbai

Suvidhaa Infoserve Limited

(Formerly known as Suvidhaa Infoserve Private Limited)

Cash Flow statement *(Continued)*

for the year ended 31 March 2020

(Currency : Indian Rupees)

	31 March 2020	31 March 2019
Components of cash and cash equivalents :		
Cash on hand	**38,659**	**38,483**
Balances with banks:		
On current account	**32,021,618**	**40,329,309**
On deposit account (with original maturity of 3 months or less)	-	-
	32,060,277	**40,367,792**

Note: The above Cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on " Cash Flow Statements".

As per our report of even date attached.

For S A H B & Associates
Chartered Accountants
Firm's Registration No: 141280W

Sachin Acharya
Partner
Membership No: 122493

Mumbai
Date: 29th July 2020

Paresh Rajde
Managing Director
DIN: 00016263

Mumbai
Date: 29th July 2020

For and on behalf of the board of directors of
Suvidhaa Infoserve Limited
(Formerly known as Suvidhaa Infoserve Private Limited)
CIN: U72900GJ2007PTC109642

Nilesh Gor
Director
DIN: 07768798

Prashant Thakar
Chief Financial Officer & Director
DIN: 03179115

Jitendra Gupta
Company Secretary
M.No: ACS43888

(Currency : Indian rupees)

1 Company overview

Suvidhaa Infoserve Limited ('the Company') (Formerly known as Suvidhaa Infoserve Private Limited) was incorporated on 22 June 2007 with an aim to aggregate, commoditize and distribute services in most convenient form to the consumers using Information Technology ('IT'). The Company has also ventured into assists service providers in bridging the gap of time, accessibility and convenience by the use of the IT innovations, providing convenience and value to customers who are looking for travel, utility, remittance and recharge related services and also assist directly or indirectly through marketing, promotion, distribution and technology related support services including but not limited to digital or physical network.

Register office of the company has been shifted to Gujrat from Maharashtra however coporate office of the company remains at Maharashtra

2 Going concern assumption

The company has made significant change in its business model , has optimized the cost at all the level and also diversified and explored the new business opportunity by way of advertising and technology support, as a result company started making profits since last few years. Company has raised substanial investment and has been able to mitigate its liability. Hence the current financials are prepared on going concern basis.

3 Significant accounting policies

3.1 Basis of preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the accrual basis, comply with Accounting Standards prescribed in the Companies (Accounting standards) Rules, 2006 under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act to the extent applicable.

3.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to the accounting estimates is recognized prospectively in current and future periods.

3.3 Current / non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

a. it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is expected to be realised within twelve months after the reporting date; or
d. it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

a. it is expected to be settled in the Company's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is due to be settled within twelve months after the reporting date; or
d. the company does not have an unconditional right to defer settlement of the liability for atleast twelve months after the reporting date. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

SAHB & ASSOCIATES MUMBAI CHARTERED ACCOUNTANT

SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency : Indian rupees)

3 Significant accounting policies *(Continued)*

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of the service and the time between the acquisition of assets and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

3.4 Fixed assets and depreciation

Tangible fixed assets

Fixed assets are stated at cost of acquisition less accumulated depreciation/ amortization and impairment loss, if any. Cost comprises of purchase price and any attributable cost such as inward freight, duties, taxes (to the extent not recoverable from tax authorities) and expenses incidental to acquisition/construction and installation of the assets.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Gains or losses arising from retirement or gains or losses arising from disposal of fixed assets are recognised in the statement of profit and loss.

Cost of assets not ready for their intended use as at balance sheet date are disclosed under capital work-in-progress. Advances paid towards the acquisition of the fixed assets as at balance sheet date are disclosed under long-term loans and advances.

Depreciation is provided on a pro-rata basis on the straight line method as prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:
- Individual assets costing less than INR 5,000 are depreciated in full in the year of acquisition.
- Leasehold improvements are depreciated over lease period or useful life of the assets whichever is lower.

Asset group	No. of years
Computer and equipment	3-6
Office equipment	5
Motor car	8
Furniture and fixtures	10

Intangible fixed assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at cost less any accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

In accordance with the applicable Accounting Standard, the Company follows a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. However, if there is a persuasive evidence that the useful life of an intangible asset is longer than ten years, it is amortised over the best estimate of its useful life. Such intangible assets are tested annually for impairment.

Software is amortized over the period of license or 5 years, whichever is lower.

Amortisation method and useful lives of fixed assets are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss.

Advance paid/expenditure incurred on acquisition/ construction of fixed assets which are not ready for their intended use at each balance sheet are disclosed under loans and advances on capital account or intangible assets under development.

3.5 Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of an impairment based on external / internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price and 'Value in use' of the respective assets. If, at the balance sheet date, there is any indication that the previously assessed impairment loss no longer exists, then such loss is reversed and asset is restated to the effect.

Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

3 Significant accounting policies *(Continued)*

3.6 Operating leases

Leases, where the lessor effectively retains substantially all the risk and benefits of ownership, of the leased assets during the lease term are classified as operating leases. Lease rentals incurred under operating lease arrangements are charged to the statement of profit and loss on a straight line basis over the lease term.

3.7 Revenue recognition

The Company derives its revenues primarily from services which includes domestic remittance, booking of rail, air and bus tickets, mobile recharges, payment of bills, insurance premium, advertisement, promotion, technology support etc.Services are rendered through distributors, retailers and other network which is classified as "Sale of Services" under revenue from opeartion.

Revenue comprises of commission, marketing, promotion and technology support services are recognized once the service is rendered and no significant uncertainty exists regarding the amount of consideration and excludes applicable taxes.

Revenue also comprises of one - time activation fees received from distributors and retailers for activation of their account and recognised on activation.

Interest income is recognized on a time proportion basis.

3.8 Foreign currency transactions

Foreign currency transactions are recorded into Indian Rupees at the exchange rate prevailing on the date of the respective transaction. Exchange rate differences arising on foreign currency transactions, between the actual rate of settlement and the rate on the date of transactions, is charged or credited to the statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies as at the Balance sheet date are translated at the closing exchange rate on that date; the resultant exchange differences are recognized in the statement of profit and loss.

Non-monetary foreign currency items are carried at historical cost denominated in a foreign currency and reported using the exchange rate at the date of transaction.

3.9 Employee benefits

a) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, ex-gratia and compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is charged to the statement of profit and loss in the period in which such services are rendered.

b) Post-employment benefits

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

(ii) Defined benefit plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under such defined benefit plan is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the statement of profit and loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the statement of profit and loss. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in statement of profit and loss on a straight-line basis over the average period until the benefits become vested.
The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

(c) Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

(Currency : Indian rupees)

3 Significant accounting policies *(Continued)*

3.10 Earnings per share ('EPS')

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.11 Income taxes

Income tax expense comprises of current tax expense and deferred tax expense or credit computed in accordance with the relevant provisions of the Income Tax Act 1961.

Current taxes

Provision for current taxes is recognised under the taxes payable method based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Indian Income-tax Act, 1961. Provision for Income Tax has been computed on the higher of the Minimum Alternate Tax (MAT) in accordance with Section 115JB of the Income Tax Act, 1961 and under the normal provisions of the Income-tax Act, 1961. MAT credit is recognized only to the extent there is convincing evidence that the Company will pay normal income tax in excess of MAT during the specified period.

Deferred taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences between the profits offered for income taxes and the profits as per the financial statements of the Company. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward loss under applicable taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

3.12 Provisions and contingencies

The Company creates a provision when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may arise, as a result of a past event, and where it is not probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated. When there is a possible obligation (or a present obligation) in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

3.13 Employee Stock Option Plan ('ESOP')

The Company adopted Guidance note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India, which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases based on estimated fair values. The Company follows the Intrinsic Value method for measuring compensation cost for stock options. Such compensation cost is recorded over the vesting period of the stock options. The market value of the share is determined based on valuation report obtained from an independent registered valuer.

3.14 Cash and cash equivalents

Cash and cash equivalents comprises of cash and balances with banks.

3.15 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

SAHB & ASSOCIATES MUMBAI-1

SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency : Indian rupees)

	31 March 2020	31 March 2019
4 Share capital		
Authorised		
140,000,000 (Previous year : 15,000,000) equity shares of INR 1 each	140,000,000	140,000,000
10,000,000 (Previous year : 10,000,000) preference shares of INR 1 each	10,000,000	10,000,000
	150,000,000	150,000,000
Issued, subscribed and fully paid-up		
105,801,885 (Previous year :105,301,885) equity shares of INR 1 each, fully paid-up	105,801,885	105,301,885
	105,801,885	105,301,885

Note :

a Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

1) Equity shares

	31 March 2020		31 March 2019	
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	105,301,885	105,301,885	10,333,046	10,333,046
Shares issued during the year	500,000	500,000	17,857,493	17,857,493
Preference Shares converted to Equity	-	-	77,111,346	77,111,346
Shares bought back during the year	-	-	-	-
At the end of the year	105,801,885	105,801,885	105,301,885	105,301,885

2) Preference shares

Series "A"	31 March 2020		31 March 2019	
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	-	-	14,475,960	14,475,960
Shares issued during the year	-	-	-	-
Shares converted to Equity	-	-	14,475,960	14,475,960
At the end of the year	-	-	-	-

Series "B"	31 March 2020		31 March 2019	
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	-	-	9,896,814	29,690,442
Shares converted to Equity	-	-	9,896,814	29,690,442
At the end of the year	-	-	-	-

Series "C"	31 March 2020		31 March 2019	
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	-	-	10,981,648	32,944,944
Shares issued during the year	-	-	-	-
Shares converted to Equity	-	-	10,981,648	32,944,944
At the end of the year	-	-	-	-

SAHB & ASSOCIATES MUMBAI-1 CHARTERED ACCOUNTANT

SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency : Indian rupees)

4 Share capital *(Continued)*

b Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regards to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to their share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called-up on shares may lead to forfeiture of the shares. On winding up of the Company, the holder of equity shares will be entitled to receive the residual assets of the Company remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

c Employee share-based payment plans:

Terms attached to stock options granted to employees are described in Note 34 regarding employee share based payments. As on 31st March 2020, 8,500,000 shares is reserved for Employee Stock Options.

e Details of shareholders holding more than 5% shares in the Company

1) Equity shares

Name of Shareholder	Relationship	31 March 2020		31 March 2019	
		No. of shares	% of total shares	No. of shares	% of total shares
Paresh Rajde	Managing Director	82,086,106	77.58%	82,086,106	77.95%
Shapoor Pallonji Mistry	Investor	4,000,000	3.78%	4,000,000	3.80%

(Currency : Indian rupees)

		31 March 2020	31 March 2019
5	**Reserves and surplus**		
	Securities premium reserve		
	At the commencement of the year	1,721,364,741	1,165,009,301
	Premium received on allotment under private placement & ESOP	9,500,000	556,355,440
	At the end of the year	1,730,864,741	1,721,364,741
	(Deficit) in the Statement of profit and loss		
	At the commencement of the year	(1,246,660,389)	(1,304,632,691)
	Profit / (Loss) for the year	24,714,786	57,972,302
	At the end of the year	(1,221,945,602)	(1,246,660,389)
	Total reserves and surplus	508,919,139	474,704,352
6	**Long-term provisions**		
	Provision for employee benefits		
	Gratuity (refer Note 31)	2,760,889	3,086,977
	Compensated absences (refer Note 31)	458,331	607,737
		3,219,220	3,694,714
7	**Short-term borrowings**		
	Unsecured		
	from related parties	13,150,000	10,850,000
	from others	13,379,287	11,779,287
	from share holders	15,197,111	11,117,600
		41,726,398	33,746,887
8	**Trade payables**		
	Trade payables		
	- Micro, Medium and small enterprises (refer Note 32)	-	-
	- Others (refer Note 39)	298,521,107	124,613,860
		298,521,107	124,613,860

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SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency Indian rupees)

		31 March 2020	31 March 2019
9	**Other current liabilities**		
	Employee benefits payable	33,764,954	26,682,951
	Creditors for capital goods	19,031,497	641,603
	Floating Working capital maintained by retailer/ distributor	64,181,244	69,569,775
	Due to service providers	735,990	1,945,330
	Refundable Excess FDI	-	2,540,000
	Full and Final settlement Payable	-	10,000,000
	Advance from customers	29,930	1,883,413
	Other Advances	9,023,350	-
	Distributor security deposit	28,685,290	28,848,790
	Retailer security deposit	14,989,762	19,989,762
	Trade Deposit	12,340,238	12,966,557
	Income received in Advance	23,295	56,145
	Payable to authorities :		
	- Tax deducted at source	4,122,157	4,924,680
	- Provident fund	234,908	465,482
	- Employee State Insurance Corporation	8,547	20,210
	- Profession tax	10,975	25,775
	- GST Payable	170,802	1,010,425
		187,352,939	181,570,898
10	**Short term provisions**		
	Provision for employee benefits		
	Gratuity (refer Note 31)	1,591,596	1,589,090
	Compensated absences (refer Note 31)	209,221	272,922
		1,800,817	1,862,012

(Currency : Indian rupees)

11

	Tangible fixed assets (A)					Intangible fixed assets (B)	
	Motor car	Furniture and fixtures	Office equipment	Computer and equipment	Total tangible assets	Software	Total (A +B)
Gross block							
Balance as at 1 April 2018	3,040,818	39,242,237	4,662,725	29,473,048	76,418,828	85,855,630	162,274,458
Additions	-	13,478,620	208,989,864	1,077,612	223,546,096	-	223,546,096
Disposals	-	-	-	200,000	200,000	-	200,000
Balance as at 31 March 2019	3,040,818	52,720,857	213,652,589	30,350,660	299,764,924	85,855,630	385,620,554
Balance as at 1 April 2019	**3,040,818**	**52,720,857**	**213,652,589**	**30,350,660**	**299,764,924**	**85,855,630**	**385,620,554**
Additions	-	-	**320,513,380**	**33,600**	**320,546,980**	-	**320,546,980**
Disposals				**38,540**	**38,540**	-	**38,540**
Balance as at 31 March 2020	**3,040,818**	**52,720,857**	**534,165,969**	**30,345,720**	**620,273,364**	**85,855,630**	**706,128,994**
Accumulated Depreciation/Amortisation							
Balance as at 1 April 2018	2,226,553	16,381,522	4,412,930	22,860,637	45,881,642	76,853,524	122,735,166
For the year	380,102	6,454,236	16,183,466	2,607,108	25,624,912	3,035,852	28,660,764
On disposal	-	-	-	92,968	92,968	-	92,968
Balance as at 31 March 2019	2,606,655	22,835,758	20,596,396	25,374,777	71,413,586	79,889,376	151,302,962
Balance as at 1 April 2019	**2,606,655**	**22,835,758**	**20,596,396**	**25,374,777**	**71,413,586**	**79,889,376**	**151,302,962**
For the year	**380,102**	**3,544,180**	**62,234,765**	**2,239,155**	**68,398,202**	**1,897,901**	**70,296,103**
On disposal				**38,540**	**38,540**		**38,540**
Balance as at 31 March 2020	**2,986,757**	**26,379,938**	**82,831,161**	**27,575,392**	**139,773,248**	**81,787,277**	**221,560,525**
Net block							
As at 31 March 2019	434,163	29,885,099	193,056,193	4,975,883	228,351,338	5,966,253	234,317,591
As at 31 March 2020	**54,061**	**26,340,919**	**451,334,808**	**2,770,328**	**480,500,116**	**4,068,353**	**484,568,469**
Capital Work In Process							
Balance as at 1 April 2018	-	-	**35,521,325.00**	-	**35,521,325.00**	-	35,521,325
Additions	-	-	-	-	-	-	-
Assets capitalised during the year	-	-	**35,521,325.00**	-	**35,521,325**	-	35,521,325
Balance as at 31 March 2019	-	-	-	-	-	-	-

Suvidhaa Infoserve Limited

(Formerly known as Suvidhaa Infoserve Private Limited)

Notes to the financial statements (Continued)

as at 31 March 2020

(Currency : Indian rupees)

	Tangible fixed assets (A)					Intangible fixed assets (B)	
	Motor car	Furniture and fixtures	Office equipment	Computer and equipment	Total tangible assets	Software	Total (A +B)
Balance as at 1 April 2019	-	-	-	-	-	-	-
Additions	-	67,238,169.00	-	-	67,238,169	-	67,238,169
Assets capitalised during the year	-	-	-	-	-	-	-
Balance as at 31 March 2020	-	67,238,169	-	-	67,238,169	-	67,238,169
Intangible fixed assets under development							
Balance as at 1 April 2018	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Assets capitalised during the year	-	-	-	-	-	-	-
Balance as at 31 March 2019	-	-	-	-	-	-	-
Balance as at 1 April 2019	-	-	-	-	-	-	-
Additions	-	-	-	-	-		-
Assets capitalised during the year	-	-	-	-	-	-	-
Balance as at 31 March 2020	-	-	-	-	-	-	-

SUVIDHAA INFOSERVE LIMITED Mumbai

SAHB & ASSOCIATES MUMBAI-1 CHARTERED ACCOUNTANT

(Currency : Indian rupees)

		31 March 2020	31 March 2019
12	**Non current investments**		
	Non-Trade - Equit Shares (Unlisted)		
	NSI Infinium Global Private Limited	387,896,479	387,446,864
	1,173 (Previous year :1,173) equity shares of INR 10 each, fully paid-up		
		387,896,479	387,446,864
13	**Long-term loans and advances**		
	(Unsecured, considered good)		
	To parties other than related parties		
	Security deposits	4,607,340	4,607,340
	Other loans and advances		
	Prepaid expenses	103,037	265,764
	Advance income-tax (net off provision for taxation)	52,900,371	28,116,936
		57,610,748	32,990,040
14	**Other non-current assets**		
	Bank deposits (due to mature after 12 months from the reporting date) (refer Note 16)	2,157,471	7,766,886
		2,157,471	7,766,886
15	**Trade receivables**		
	Receivables outstanding for a period exceeding six months from the date they became due for payment		
	Unsecured, considered good	34,990,053	32,043,340
	Considered doubtful	11,572,547	11,572,547
		46,562,600	43,615,887
	Less: Provision for doubtful debts	11,572,547	11,572,547
	(A)	34,990,053	32,043,340
	Other receivables		
	Unsecured, considered good	39,640,130	21,509,821
	Considered doubtful	381,598	381,598
		40,021,728	21,891,419
	Less: Provision for doubtful debts	381,598	381,598
	(B)	39,640,130	21,509,821
	(A) + (B)	74,630,183	53,553,161
16	**Cash and bank balances**		
	Cash and cash equivalents		
	Cash on hand	38,659	38,483
	Balances with banks		
	On current account	32,021,618	40,329,309
	Bank deposits due to mature before twelve months from the reporting date	4,244,787	4,078,367
		36,305,064	44,446,159
	Details of bank deposits		
	Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	4,244,787	4,078,367
	Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current assets' (refer Note 14)	2,157,471	7,766,886
		6,402,258	11,845,253

SAHB & ASSOCIATES * CHARTERED ACCOUNTANT * MUMBAI-1

SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency : Indian rupees)

	31 March 2020	31 March 2019
17 Short-term loans and advances		
Unsecured, considered good unless otherwise stated		
To parties other than related parties		
Working capital with service provider	29,734,895	127,205,386
Less: Provision for doubtful working capital	(27,336,669)	(27,336,669)
	2,398,226	99,868,717
Security deposit with service providers	20,640,766	21,340,766
Less: Provision for doubtful security deposit	(19,235,766)	(19,235,766)
	1,405,000	2,105,000
Recoverable from retailers and distributors	1,644	10,825,353
Less: Provision for recoverable balances	-	(8,586,410)
	1,644	2,238,943
GST Receivable	18,011,954	461,472
Security deposits	105,000	105,000
Advances to employees	1,294,931	1,191,581
Prepaid expenses	864,316	2,403,642
Advance to suppliers	13,436,909	57,179,455
Less: Provision for Doubtful advances	(590,000)	(590,000)
	12,846,909	56,589,455
	36,927,980	164,963,810
18 Other current assets		
Others		
Unsecured, considered good unless otherwise stated		
Interest accrued on fixed deposits	-	3,154
Other receivables	6,942	6,942
Less: Provision for recoverable balances	-	-
	6,942	6,942
	6,942	10,096

SAHB & ASSOCIATES * MUMBAI-1 * CHARTERED ACCOUNTANT

SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency: Indian rupees)

		31 March 2020	31 March 2019
19	**Revenue from operations**		
	Sale of services	1,678,812,644	784,764,264
	Technology Service Fees	25,692,693	28,143,500
	Activation and other fees	2,698,049	12,272,537
		1,707,203,386	825,180,301
20	**Other income**		
	Interest on fixed deposits	577,080	1,415,657
	Interest on income tax refund	420,042	588,938
	Sundry balances written back	10,244,438	-
	Excess Provision Written back (refer Note 31)	292,658	-
	Excess Provision Written back (Compensated absences refer Note 32)	150,736	-
	Others	4,680,000	1,395,378
		16,364,954	3,399,973
21	**Operating expenses**		
	Channel Partner Share Expense	1,529,029,360	539,192,895
	Cash collection/ Payment gateway expense	3,718,895	6,188,374
	ATM management fees	3,954,910	6,094,985
		1,536,703,165	551,476,254
22	**Employee benefits expense**		
	Salaries, wages and bonus	42,091,212	86,642,576
	Contributions to provident and other funds (refer Note 31)	1,867,464	3,630,100
	Gratuity (refer Note 31)	-	341,049
	Compensated absences (refer Note 31)	-	117,364
	Staff welfare expenses	416,449	604,454
		44,375,125	91,335,543
23	**Finance cost**		
	Interest expense bank overdraft	-	566,033
	Interest expense on Unsecured Loan	1,416,958	1,976,501
		1,416,958	2,542,534
24	**Other expenses**		
	Power and fuel	2,399,798	2,596,892
	Rent	10,704,948	10,391,730
	Repairs and maintenance	1,666,880	8,867,426
	Insurance	2,115,751	3,110,277
	Travelling and conveyance	1,038,181	4,253,487
	Legal and professional fees	13,219,968	40,753,646
	Full and Final settlement	-	10,000,000
	Advertising and sales promotion	1,965,050	2,620,090
	Bank charges	1,756,579	3,341,311
	Telephone and other communication expenses	960,500	1,994,022
	Printing and stationery	78,918	418,768
	Technology expenses	2,059,026	3,907,180
	Payment to auditors (refer Note 26)	507,983	546,864
	Recruitment charges	25,633	1,544,716
	Sundry balance written-off	975,662	124,959
	Miscellaneous expenses	1,787,326	1,983,859
		41,262,203	96,455,227

SAHB & ASSOCIATES MUMBAI-1 CHARTERED ACCOUNTANT

SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency: Indian rupees)

		31 March 2020	31 March 2019
25	**Contingent liabilities and commitments**		
	Contingent liabilities:		
1	Claims against the company not acknowledged as debt (also refer Note 34)	**553,399,812**	**43,399,812**
2	Bank guarantees outstanding given to service providers as performance guarantee	**4,745,000**	**5,715,000**
3	During the financial year 2015-16, the payment of bonus Act, 1965 has been amended which require companies to pay bonus to its employee as per the revised limit, with retrospective effect from 1 April 2014. The retrospective amendmend has been challenged in the Mumbai High Court, which issued a stay order on its applicability for the retrospective period. The Company has not provided for statutory bonus amounting to Rs. 1,061,403 for the year 2014-15	**1,061,403**	**1,061,403**
4	UIDAI disincentive	**10,000,000**	**10,000,000**
		569,206,215	**60,176,215**
26	**Earnings per share (EPS)**		
	Net Profit / (Loss) after tax attributable to equity shareholders (a)	**24,714,786**	**57,972,302**
	Number of equity shares outstanding at the beginning of the year	**105,301,885**	**10,333,046**
	Equity shares issued during the year	**500,000**	**94,968,839**
	Number of equity shares outstanding at the end of the year	**105,801,885**	**105,301,885**
	Weighted average number of equity shares outstanding during the year (b)	**105,711,721**	**194,164,811**
	Basic and diluted earnings per share (a) / (b)	**0.23**	**0.30**
	The outstanding potential equity shares arising due to the employees stock option had an anti-dilutive effect on EPS. Hence, there have not been considered for the purpose of Diluted EPS.		
27	**Payment to auditors (excluding GST)**		
	Statutory audit fees	**400,000**	**400,000**
	Tax audit fees	**100,000**	**100,000**
	Reimbursement of expenses	**7,983**	**46,864**
		507,983	**546,864**

28 Segment Reporting

The Company is floated to aggregate, commoditize and distribute the services in most convenient form to the consumers who are looking for travel, utility, remittance, recharge related services, marketing, promotion and technology service support. Based on the organisation structure and internal reporting system the Company has only one reportable business segment, which is Services Commerce ("S-Commerce") and only one reportable geographical segment which is India, in accordance with Accounting Standard on Segment Reporting (AS-17). Accordingly, the segment information has not been separately disclosed.

(Currency : Indian rupees)

29 Related party disclosures

a) In accordance with the requirements of Accounting Standard 18 on Related party disclosures as prescribed under the Companies (Accounts) Rules 2014, the details of related party disclosures are given below.

Name of the related party	Relationship
Mr. Paresh Rajde	Managing Director
Mr. Nilesh Gor	Director
Mr. Prashant Thakar	CFO & Director
Mr. Jitendra Gupta	Company Secretary

Entity over which key management personnel exercise significant influence (Affiliate)

- Select Jobs Private limited	CIN No : U74999MH2014PTC258503

b) Details of related party transactions entered into during the year ended 31 March 2019 are summarised as below.

Particulars	Related Party	31 March 2020	31 March 2019
Director remuneration*	Paresh Rajde	12	12
Director remuneration*	Nilesh Gor	886,728	926,621
Director remuneration*	Prashant Thakar	3,517,068	3,523,734
CS remuneration*	Jitendra Gupta	664,133	464,781
Unsercured Loan accepted	Paresh Rajde	10,150,000	10,350,000

* The above figures do not include gratuity and leave which are actuarially determined on an overall basis for the company as a whole and separate amount for directors is not available. Also it does not include charge for employees stock compensation cost.

30 Deferred tax assets, net

The components of deferred tax balances are as follows:

	31 March 2020	31 March 2019
Deferred tax assets		
On timing difference arising on account of:		
Provision for gratuity	1,210,861	858,797
Provision for compensated absences	179,088	169,072
Provision for doubtful working capital, security deposit and advances	13,120,589	15,509,329
Provision for doubtful debts and advances	3,325,643	3,325,643
Carry forward business loss and unabsorbed depreciation	310,877,818	295,486,616
	328,714,000	315,349,457
Deferred tax liability		
Difference between book depreciation and depreciation under Income-tax Act, 1961	4,538,943	3,500,339
	4,538,943	3,500,339
Net deferred tax assets	324,175,058	311,849,118
Net deferred tax assets recognised *	Nil	Nil

*In the absence of virtual certainty, management has not created any deferred tax assets.

(Currency : Indian rupees)

31 Employee benefits : Post-employment benefit plans

Defined contribution plan

The Company makes contributions, determined as a specified percentage of employees' salary, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligation other than to make the specified monthly contributions. The contributions are charged to the Statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund for the year aggregated to INR 1,751,159 (Previous year : INR 3,406,133)

Compensated absences

The Company accrues for the unutilized leave, a long term employee benefit plan based on the entire available leave balance standing to the credit of the employees at year end. The value of such leave balance eligible for carry forward, is determined by actuarial valuation as at the Balance sheet date and is charged to Statement of profit and loss in the period determined. The provision as at 31 March 2020 is INR 667,552 (Previous year : INR 880,659).

Defined benefit plan – gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, a defined benefit retirement plan ("the Plan") covering eligible employees. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive fifteen days salary (last drawn basic salary) for each completed year of service at the time of retirement/exit. Liabilities with regard to the gratuity plan are determined by actuarial valuation using Projected Unit Credit method.

The following table sets forth the status of the gratuity plan of the Company, and the amounts recognized in the Balance sheet and Statement of profit and loss:

	31 March 2020	31 March 2019
Fair value of plan asset		
Present value of unfunded obligations	**4,352,485**	**4,676,067**
Liability recognized in Balance Sheet	**4,352,485**	**4,676,067**

	31 March 2020	31 March 2019
Movement in present values of defined benefit obligation		
Defined benefit obligation at 1 April	**4,676,067**	**5,140,358**
Current service cost	**693,751**	**777,232**
Interest cost	**308,831**	**347,818**
Net actuarial losses/ (gains) recognized in the year	**(1,246,235)**	**(784,001)**
Benefits paid by the plan	**(79,929)**	**(805,340)**
Defined benefit obligation at 31 March	**4,352,485**	**4,676,067**
Movement in fair value of plan assets		
Fair value of plan assets at 1 April		
Contributions paid into the plan	**79,929**	**805,340**
Benefits paid by the plan	**(79,929)**	**(805,340)**
Expected return on plan assets	-	-
Actuarial (losses) / gains	-	-
Fair value of plan assets at 31 March	-	-
Expense recognized in Statement of Profit and Loss		
Current service cost	**693,751**	**777,232**
Interest on deferred benefit obligation	**308,831**	**347,818**
Expected return on plan assets	-	-
Net actuarial losses/ (gains) recognized in the year	**(1,246,235)**	**(784,001)**
Total included in 'employee benefits'	**(243,653)**	**341,049**
Actual return on plan assets		
Expected return on plan assets	-	-
Actuarial (loss) / gain on plan assets	-	-
Actual return on plan assets	-	-

SAHB & ASSOCIATES MUMBAI

SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency : Indian rupees)

31 Employee benefits : Post-employment benefit plans *(Continued)*

Classification into current / non-current

The asset/(liability) in respect of the plan comprises of the following non-current and current portions:

	Non-Current		Current	
	31 March 2020	31 March 2019	**31 March 2020**	31 March 2019
Gratuity	**2,760,889**	3,086,977	**1,591,596**	1,589,090

Principal actuarial assumptions

The following are the principal actuarial assumptions at the reporting date:

	31 March 2020	**31 March 2019**
Discount rate	**6.75%**	**6.75%**
Expected return on plan assets	**0.00%**	**0.00%**
Future salary increases	**7.00%**	**7.00%**

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality are based on published statistics and mortality tables. The calculation of the defined benefit obligation is sensitive to the mortality assumptions.

Five-year information

Amounts for the current and previous four periods are as follows:

	For the year ended 31 March				
Particulars	**2020**	**2019**	**2018**	**2017**	**2016**
Defined benefit obligation	**4,352,485**	**4,676,067**	5,140,358	5,677,980	5,545,767
Fair value of plan assets	-	-	-	-	-
Deficit in the plan	**4,352,485**	**4,676,067**	5,140,358	5,677,980	5,545,767
Experience adjustment arising on plan liabilities	**(1,155,789)**	**(845,640)**	(1,475,709)	(348,449)	(1,114,337)
Experience adjustments arising on plan assets	-	-	-	-	-

The Company expects to pay INR 1,591,596 as benefits under the plan in the next year (Previous year : INR 1,589,090)

Suvidhaa Infoserve Private Limited
(Formerly known as Suvidhaa Infoserve Private Limited)
Notes to the financial statements *(Continued)*
for the year ended 31 March 2020

(Currency: Indian rupees)

32 Dues to micro and small enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED') which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises.

On the basis of the information and records available with the management, there are no parties covered under the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	31 March 2020	31 March 2019
Principal amount and the interest due thereon remaining unpaid to any supplier as at the year end	Nil	Nil
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	Nil	Nil
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible	Nil	Nil

33 Employees' Share- based payments

In conformity with the guidance note on "Accounting for Employee Share-based Payments" issued by The Institute of Chartered Accountants of India in respect of the grants made on or after 1 April 2005, the following disclosures are made:

I **ESOP - 2008**

Vide Board meeting dated 23rd Jan, 2018 the Board has declared 'accelerated vesting' to all ESOP options to existing employees and given them right to exercise their ESOP options. Accordingly, eligible employees *(797,715 Equity Shares of Re.1 each)* have exercise their options and ESOP 2008 plan has been successfully closed and balance opions avaliable in the ESOP Pool was withdrawn by the Board.

II **ESOP - 2018**

a **Nature and extent of Employee Share-based Payment Plans:**

On 17 april 2018, the Shareholders of the Company approved the SIPL - ESOP 2018 ("the Scheme"), which has been proposed by the Board for the benefits of the employees and Directors of the Company. The Scheme is administered and supervised by the members of the Board.

As per the Scheme, issue of stock options to the employees will be at an exercise price, equal to the fair value on the date of grant, as determined by an independent registered valuer

b **Method adopted for valuation**

Stock compensation expenses have been determined under the "Intrinsic Value Method" and amortised over the vesting period.

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SUVIDHAA INFOSERVE LIMITED Mumbai

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c The Company follows Intrinsic method to account for Employee stock options. The guidance note on "Accounting for Employee Share-based Payments" issued by

The Institute of Chartered Accountants of India requires that the impact on the Statement of Profit and Loss to be disclosed had the fair valuation been followed.

For options granted from 1 January 2019:

Period within which options will vest unto the participant		% of options that will
6/30/2020	1st Vesting	10
12/31/2020	2nd Vesting	20
12/31/2021	3rd Vesting	30
12/31/2022	4th Vesting	40

d **Number and Weighted average price of Stock options**

Employee stock option activity under SIPL - ESOP 2018 is as follows:

	31 March 2020		31 March 2019	
	No of Options	Weighted average exercise price	No of Options	Weighted average exercise price
(i) outstanding at the beginning of the period;	844,000	1	8,500,000	1
(ii) granted during the period;	-	1	7,656,000	1
(iii) forfeited during the period;	-			
(iv) exercised during the period;	-		-	
(v) expired during the period;	-		-	
(vi) outstanding at the end of the period; and	844,000	1	844,000	1
(vii) exercisable at the end of the period.	-		-	

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SUVIDHAA INFOSERVE LIMITED Mumbai

(Currency : Indian rupees)

34 Material Events

a In FY'13, management had detected a case of misappropriation of funds by a distributor/s of the Company. Post investigation, the distributor was found to have perpetrated the fraud and has been suspended. The management had initiated legal action against the erring distributor/s and the Arbitration Award is received against the Distributor (Mukesh Kumar Singh) amounting to Rs. 1,94,04,378/ along with 12% p.a- and Rs. 94,96,924/- (Sumit Valecha) along with 9% p.a to be paid to the Company. Arbitration between Dakshin Haryana Bijli Vitran Nigam Board ("Service Provider") and the Company is pending which was filed for claiming additional amounts by Service Provider after revoking NDC aggregating to INR 4,33,99,812/- The company believes that the said claim is not tenable and hence no provision is required in the books.

b During the year, E-mudra Limited has filed a claim against the company for breach of the terms of the contract and loss of Goodwill and reimbursement of expenses totalling to Rs.51,00,00,000/- (plus 18% interest). The Company has strongly defended such baseless & frivolous claim and the matter is pending for hearing with the Arbitrator as per order of Hon'ble High Court Bengaluru, Karnataka.

c During the year company has filed a case against Centeral Bank of India ("CBI") for recovery of Rs. 1,95,09,800/-(Plus Interest) towards old outstanding for services provided In FY 2016 and FY2017

35 The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on such long term contracts has been made in the books of accounts. The Company has not entered into any derivative contracts during the year.

36 Previous year exchange fluctuation loss on FDI of INR 1,37,650/- debited to Profit & Loss account. This is categorised as Exceptional item as its not incurrent in ordinary course of business.

37 During the year company have entered into **Scheme of Arrangement ("Scheme")** with listed entity M/s Infibeam Avenues Limited ("Infibeam") and 2 other unlisted company and got initial approval from SEBI for scheme.
The scheme of arrangement is as follow:
I. The SME E-Commerce Services undertaking of Infibeam shall get demerged from Infibeam and transfer same to the company against which company will issue Equity shares to the Equity shareholders of Infibeam.
II. The E-Commerce business undertaking of NSI Infinium Global limited shall get demerged from NSI and transfer same to the company against which company will issue Equity shares to the Equity Shareholders of NSI.

38 World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on 24-03-2020 which has impacted the business activities of the Company. On account of this, the Company has prepared cash flow projections and also, assessed the recoverability of receivables, contract assets, factored assumptions used in annual impairment and intangible assets having indefinite useful life, using the various internal and external information up to the date of approval of these financial statements. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets and does not anticipate any impairment to these financial and non financial assets. The Company will continue to closely monitor any material changes to future economic conditions.

39 All the balances alongwith sundry debtors, sundry creditors, loans and advances, deposits etc are as per books of accounts and are subject to confirmation.

40 During the year Company has made provision of taxation for Rs.4,800,000/- as per the provision of section 115JB of the Income tax act 1961 (i.e.MAT)

41 Information with regards to other matters specified in Schedule III of the Act is either nil or not applicable to the Company for the year.

42 The previous year's figures have been regrouped/ reclassified wherever necessary to confirm to the current presentation.

As per our report of even date attached.

For S A H B & Associates
Chartered Accountants
Firm's Registration No: 101794W

Sachin Acharya
Partner
Membership No: 122493

Mumbai
Date: 29th July 2020

Paresh Rajde
Managing Director
DIN: 00016263

Mumbai
Date: 29th July 2020

For and on behalf of the Board of Directors of
Suvidhaa Infoserve Limited
(Formerly known as Suvidhaa Infoserve Private Limited)
CIN: U72900GJ2007PTC109542

Prashant Thakar
Chief Financial Officer & Director
DIN: 03179115

Nilesh Gor
Director
DIN: 07768798

Jitendra Gupta
Company Secretary
M.No: ACS43888

RAJPARA ASSOCIATES
Chartered Accountants

D -1107, The First, Near Hotel ITC Narmada, Behind Keshavbaug Party Plot, Vastrapur,
Ahmedabad-380 015. Phone: 079-4849 3366. E mail: admin@carajpara.com
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INDEPENDENT AUDITOR'S REPORT

To the Members of
DRC SYSTEMS INDIA LIMITED
(Formerly Known as DRC SYSTEMS INDIA PRIVATE LIMITED)

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS Financial Statements of **DRC SYSTEMS INDIA LIMITED** *(Formerly Known as DRC SYSTEMS INDIA PRIVATE LIMITED)* which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other comprehensive income), the statement of Cash Flow, the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

the Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS, of the financial position of the Company as at 31 March, 2020, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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

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

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

   c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;

   d. in our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards (Ind AS) specified under section 133 of the Act, read with relevant rule issued thereunder;

   e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of

Section 164 (2) of the Act.

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

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

i. The Company does not have any pending litigations which would impact its financial position.
ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Rajpara Associates
Chartered Accountants
FRN 113428W

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

Chandramaulin J. Rajpara
Partner
M. No. 046922

Place: Ahmedabad
Date: 01/06/2020
UDIN-20046922AAAABW4250

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Chartered Accountants

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ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its fixed assets:

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

(b) The company has carried out physical verification of its tangible fixed assets at regular intervals.

(c) No immovable property is held by the company and accordingly, the provisions of clause 3 (i) (c) of the Order are not applicable to the Company and hence not commented upon.

(ii) The company being in the service industry only and is not dealing in goods, accordingly, the provisions of clauses 3(ii) of the Order in relation to physical verification of inventory are not applicable to the Company.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the provisions of clauses 3(iii) (a), (b) and (c) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

(v) According to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed thereunder.

(vi) In respect of the activities of the Company, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

(vii) According to information and explanations given to us, in respect of statutory dues:

(a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it.

(b) According to the records of the company, there are no disputed statutory dues for income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess.

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions or Government. The Company has not issued any debentures.

(ix) Company has not taken any term loan from bank or financial institutions. Also company has not raised moneys by way of initial public offer or further public offer. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.

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

(xi) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided. Therefore, the provision of clause 3 (xi) of the Order are not applicable to the Company.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

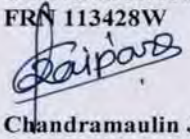
(xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.

(xiv) Company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review and therefore provisions of para 3 (xiv) is not applicable to company.

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

(xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Rajpara Associates
Chartered Accountants
FRN 113428W



Chandramaulin J. Rajpara
Partner
M. No. 046922

Place: Ahmedabad
Date: 01/06/2020
UDIN-20046922AAAABW4250

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Chartered Accountants

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ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in clause (f) of paragraph 2 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **DRC Systems India Limited** *(Formerly Known as DRC Systems India Private Limited)* as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajpara Associates
Chartered Accountants
FRN 113428W

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

Chandramaulin J. Rajpara
Partner
M. No. 046922

Place: Ahmedabad
Date: 01/06/2020
UDIN-20046922AAAABW4250

DRC SYSTEMS INDIA LIMITED

(Formerly known as DRC Systems India Private Limited)

Balance Sheet as at March 31, 2020

Particulars	Notes	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
ASSETS			
I. Non-current assets			
Property, plant and equipment	3	17,82,556	33,13,990
Other intangible assets	4	12,92,499	22,67,797
Financial assets			
(i) Investments	5	100	100
Deferred tax assets (net)	22	20,36,742	20,65,843
Income tax assets (net)	7	2,69,075	11,89,464
Total non-current assets		**53,80,972**	**88,37,194**
II.Current assets			
Financial assets			
(i) Trade receivables	5	3,65,48,351	9,48,53,492
(ii) Cash and cash equivalents	5	52,57,259	78,17,321
(iii) Others financial assets	5	17,65,905	60,48,838
Other current assets	6	28,16,115	60,52,102
Total current assets		**4,63,87,629**	**11,47,71,753**
Total Assets		**5,17,68,602**	**12,36,08,947**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	2,25,00,000	1,35,00,000
Other equity	9	14,73,238	98,41,266
Total equity		**2,39,73,238**	**2,33,41,266**
LIABILITIES			
I. Non-current liabilities			
Financial liabilities		-	-
(i) Borrowings		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities		-	-
Provisions	11	37,43,022	34,87,545
Total non-current liabilities		**37,43,022**	**34,87,545**
II.Current liabilities			
Financial liabilities			
(i) Trade payables	10		
(a) Total outstanding dues of micro enterprises and small enterprises	10	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	10	1,36,19,493	1,02,86,011
(ii) Other financial liabilities	10	55,94,606	4,32,55,078
Other current liabilities	12	39,00,330	4,26,90,505
Provisions	11	9,37,913	5,48,543
Total current liabilities		**2,40,52,342**	**9,67,80,136**
Total equity and liabilities		**5,17,68,602**	**12,36,08,947**
Summary of significant accounting policies	1-2		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For, Rajpara Associates
Chartered Accountants

ICAI Firm's Registration No. 113428W

Chandramaulin Rajpara
Partner
Membership No.046922
Place : Ahmedabad
Date : June 01, 2020

For and on behalf of the board of directors of
DRC Systems India Limited
(Formerly known as DRC Systems India Private Limited)
CIN: U72900GJ2012PLC070106

Malav A Mehta
Director
DIN: 01234736
Place : Ahmedabad
Date : June 01, 2020

Vishal A Mehta
Director
DIN: 03093563
Place : Ahmedabad
Date : June 01, 2020

DRC SYSTEMS INDIA LIMITED

(Formerly known as DRC Systems India Private Limited)

Statement of profit and loss for the year ended March 31, 2020

Particulars	Notes	Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Income			
Revenue from operations	13	10,86,66,059	12,98,39,762
Other income	14	75,92,641	28,45,521
Total income (I)		**11,62,58,700**	**13,26,85,283**
Expenses			
Employee benefits expense	15	7,71,27,859	11,41,00,328
Finance costs	16	10,58,108	23,10,787
Depreciation and amortisation expense	17	25,84,776	44,56,633
Other expenses	18	3,48,52,323	1,11,56,838
Total expenses (II)		**11,56,23,065**	**13,20,24,586**
Profit before tax (III) = (I-II)		**6,35,635**	**6,60,697**
Tax expense			
Current tax	22	4,92,794	9,65,607
Deferred tax	22	29,101	(3,04,684)
Total tax expense (IV)		**5,21,895**	**6,60,923**
Profit for the year (V) = (III-IV)		**1,13,740**	**(226)**
Other comprehensive income			
A. Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (losses) on defined benefit plans		5,18,232	9,20,698
Income tax effect		-	-
Total other comprehensive income for the year, net of tax (VI)		5,18,232	9,20,698
Total comprehensive income for the year, net of tax (V+VI)		**6,31,972**	**9,20,472**
Earning per equity share [nominal value per share Rs.10/- (March 31, 2019: Rs.10/-)]			
Basic	25	0.34	0.68
Diluted	25	0.34	0.68
Summary of significant accounting policies	1-2		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For, Rajpara Associates
Chartered Accountants

ICAI Firm's Registration No. 113428W

Chandramaulin Rajpara
Partner
Membership No.046922
Place : Ahmedabad
Date : June 01, 2020

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

For and on behalf of the board of directors of
DRC Systems India Limited
(Formerly known as DRC Systems India Private Limited)
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Place : Ahmedabad
Date : June 01, 2020

DRC Systems India Limited

DRC SYSTEMS INDIA LIMITED

(Formerly known as DRC Systems India Private Limited)

Statement of changes in Equity for the year ended March 31, 2020

A. Equity share capital

Balance	Amount
	Note 8
As at March 31, 2018	**1,35,00,000**
Issue of Equity Share capital	-
As at March 31, 2019	**1,35,00,000**
Issue of Bonus Equity Shares	90,00,000
As at March 31, 2020	**2,25,00,000**

B. Other equity

Particulars	Reserves and Surplus	Total other equity
	Retained Earnings	
	Note 9	Note 9
Balance as at April 1, 2018	**89,20,794**	**89,20,794**
Profit for the year	(226)	**(226)**
other comprehensive income for the year	9,20,698	**9,20,698**
Total Comprehensive income for the year	9,20,472	**9,20,472**
Balance as at March 31,2019	**98,41,266**	**98,41,266**
Balance as at April 1, 2019	**98,41,266**	**98,41,266**
Profit for the year	1,13,740	**1,13,740**
other comprehensive income for the year	5,18,232	**5,18,232**
Total Comprehensive income for the year	6,31,972	**6,31,972**
Issue of Bonus Shares	(90,00,000)	**(90,00,000)**
Balance as at March 31,2020	**14,73,238**	**14,73,238**

The accompanying notes are an integral part of these financial statements.

As per our report of even date

As per our report of even date
For, Rajpara Associates
Chartered Accountants

ICAI Firm's Registration No. 113428W

Chandramaulin Rajpara
Partner
Membership No.046922
Place : Ahmedabad
Date : June 01, 2020

For and on behalf of the board of directors of
DRC Systems India Limited
(Formerly known as DRC Systems India Private Limited)
CIN: U72900GJ2012PLC070106

Malav A Mehta
Director
DIN: 01234736
Place : Ahmedabad
Date : June 01, 2020

Vishal A Mehta
Director
DIN: 03093563
Place : Ahmedabad
Date : June 01, 2020

DRC SYSTEMS INDIA LIMITED

(Formerly known as DRC Systems India Private Limited)

Statement of cash flows for the year ended March 31, 2020

Particulars	March 31, 2020 Indian Rupees		March 31, 2019 Indian Rupees	
A Operating activities				
Profit before tax		**6,35,635**		**6,60,697**
Adjustments to reconcile profit before tax to net cash flows:				
Depreciation /Amortization	25,84,776		44,56,633	
ESOP Expense	87,88,902		2,96,07,129	
Bad Debts	1,01,971		-	
Balances Written off	41,61,464		-	
No Longer Payable	-		(54,443)	
Interest Income	(2,19,056)		(2,00,006)	
		1,54,18,056		**3,38,09,313**
Operating Profit before Working Capital Changes		**1,60,53,691**		**3,44,70,010**
Working Capital Changes:				
Changes in Trade Payable	33,33,482		43,88,208	
Changes in trade receivables	5,82,03,170		(2,54,23,114)	
Changes in other current & non current assets	33,57,457		(8,63,031)	
Decrease in other current and non current liabilities and provisions	(8,40,76,469)		(3,33,33,633)	
Net Changes in Working Capital		(1,91,82,360)		(5,52,31,570)
Cash Generated from Operations		**(31,28,669)**		**(2,07,61,560)**
Direct Taxes paid		4,27,595		18,88,119
Net Cash from Operating Activities (A)		**(27,01,074)**		**(1,88,73,442)**
B Cash Flow from Investing Activities				
Purchase and construction of fixed assets(tangible and intangible fixed assets and intangible assets under development)	(78,044)		(4,14,600)	
Proceeds from Fixed Assets	-		2,34,000	
Interest received	2,19,056		1,89,864	
Net cash flow from Investing Activities (B)		**1,41,012**		**9,263**
C Cash Flow from Financing Activities	-			
Net Cash flow from Financing Activities ©		-		-
Net Increase/(Decrease) in cash & cash equivalents		**(25,60,063)**		**(1,88,64,179)**
Cash & Cash equivalent at the beginning of the year		78,17,321		2,66,81,501
Cash & Cash equivalent at the end of the year		**52,57,258**		**78,17,321**

Particulars	Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Cash and cash equivalents comprise of: (Note 5)		
Balances with Banks		
Current accounts	51,50,067	73,24,789
Bank deposits maturing within 3 months from reporting date	-	4,00,171
Cash on Hand	1,07,191	92,361
Cash and cash equivalents	**52,57,258**	**78,17,321**

As per our report of even date
For, Rajpara Associates
Chartered Accountants

ICAI Firm's Registration No. 113428W

Chandramaulin Rajpara
Partner
Membership No.046922
Place : Ahmedabad
Date : June 01, 2020

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

For and on behalf of the board of directors of
DRC Systems India Limited
(Formerly known as DRC Systems India Private Limited)
CIN: U72900GJ2012PLC070106

Malav A Mehta
Director
DIN: 01234736
Place : Ahmedabad
Date : June 01, 2020

Vishal A Mehta
Director
DIN: 03093563
Place : Ahmedabad
Date : June 01, 2020

DRC SYSTEMS INDIA LIMITED
(Formerly known as DRC Systems India Private Limited)
Notes to the Financial Statements

Note 3 : Property, plant and equipment

Particulars	Plant & machinery	Furniture & fixture	Computer, server & network	Total
Gross Block				
As at March 31, 2018	**79,85,047**	**26,61,335**	**1,00,25,620**	**2,06,72,002**
Additions	-	-	4,14,600	4,14,600
Deductions	(1,34,000)	(88,000)	(12,000)	(2,34,000)
As at March 31, 2019	**78,51,047**	**25,73,335**	**1,04,28,220**	**2,08,52,602**
Additions	-	-	78,044	78,044
Deductions	-	-	-	-
As at March 31, 2020	**78,51,047**	**25,73,335**	**1,05,06,265**	**2,09,30,647**
Depreciation and Impairment				
As at March 31, 2018	**53,69,841**	**19,04,501**	**68,84,435**	**1,41,58,777**
Depreciation for the year	12,89,738	3,02,790	17,89,448	33,81,976
Deductions	(1,489)	(562)	(90)	(2,141)
As at March 31, 2019	**66,58,090**	**22,06,729**	**86,73,793**	**1,75,38,612**
Depreciation for the year	5,87,752	1,37,092	8,84,634	16,09,478
Deductions	-	-	-	-
As at March 31, 2020	**72,45,842**	**23,43,821**	**95,58,427**	**1,91,48,090**
Net Block				
As at March 31, 2020	**6,05,205**	**2,29,514**	**9,47,837**	**17,82,556**
As at March 31, 2019	**11,92,957**	**3,66,606**	**17,54,427**	**33,13,990**

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

DRC SYSTEMS INDIA LIMITED

(Formerly known as DRC Systems India Private Limited)

Notes to the Financial Statements

Note 4 : Other intangible assets

Particulars	Computer Software	Intangible Asset	Total
Cost			
As at March 31, 2018	**45,00,000**	**14,97,782**	**59,97,782**
Additions	-	-	-
Capitalized	-	-	-
As at March 31, 2019	**45,00,000**	**14,97,782**	**59,97,782**
Additions	-	-	-
Capitalized	-	-	-
As at March 31, 2020	**45,00,000**	**14,97,782**	**59,97,782**
Amortisation and Impairment			
As at March 31, 2018	**15,00,000**	**11,53,187**	**26,53,187**
Amortisation for the Year	9,00,000	1,76,798	10,76,798
Deductions	-	-	-
As at March 31, 2019	**24,00,000**	**13,29,985**	**37,29,985**
Amortisation for the Year	9,00,000	75,298	9,75,298
Deductions	-	-	-
As at March 31, 2020	**33,00,000**	**14,05,283**	**47,05,283**
Net Block			
As at March 31, 2020	**12,00,000**	**92,499**	**12,92,499**
As at March 31, 2019	**21,00,000**	**1,67,797**	**22,67,797**

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

DRC SYSTEMS INDIA LIMITED
(Formerly known as DRC Systems India Private Limited)

Notes to the Financial Statements

Note 5 : Financial assets

5 Investments

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Investment in equity shares		
Unquoted		
GESIA IT Association	100	100
10 (31 March 2019 : 10) equity shares	100	100
Total Investments	**100**	**100**
Aggregate amount of unquoted investments	100	100
Aggregate amount of impairment in value of investments	-	-

5 Trade receivables

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Trade receivables		
Trade receivables considered good - Unsecured	3,65,48,351	9,48,53,492
Total Trade and other receivables	**3,65,48,351**	**9,48,53,492**

(i) Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days
(ii) For amount dues and terms and conditions relating to Related Party Transactions, refer note 24
(iii) For explanation on Company's credit risk management process, refer note 28

5 Cash and cash equivalent

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Balance with Bank		
Current accounts	51,50,067	73,24,789
Bank deposits maturing within 3 months from reporting date	-	4,00,171
Cash on hand	1,07,191	92,361
Total cash and cash equivalents	**52,57,259**	**78,17,321**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Balance with Bank		
Current accounts	51,50,067	73,24,789
Bank deposits maturing within 3 months from reporting date	-	4,00,171
Cash on hand	1,07,191	92,361
	52,57,258	**78,17,320**
	52,57,258	**78,17,320**

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

5 Other financial assets

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
Security deposits	13,55,027	15,60,027
Unbilled revenue	-	44,78,669
Bank deposits maturing within 12 months from reporting date	3,89,643	-
Interest accrued but not due on bank deposits	-	10,142
Interest accrued but not due on Other deposits	21,235	-
	17,65,905	**60,48,838**
Total other financial assets	**17,65,905**	**60,48,838**

5 Financial assets by category

Particulars	Cost	FVOCI	FVTPL	Amortised cost
March 31, 2020				
Investments	100			
Trade receivables				3,65,48,351
Cash & cash equivalents				52,57,259
other financial assets				17,65,905
Total Financial assets	**100**			**4,35,71,515**

Particulars	Cost	FVOCI	FVTPL	Amortised cost
March 31, 2019				
Investments	100			
Trade receivables				9,48,53,492
Cash & cash equivalents				78,17,321
other financial assets				60,48,838
Total Financial assets	**100**			**10,87,19,651**

Note 6 : Other current / non-current assets

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
Advance to Employee	5,000	5,000
Balance with government authorities	25,74,011	-
Advances to suppliers	1,82,906	57,117
Export incentive receivable	-	41,18,351
Prepaid expenses	50,340	2,45,184
Other Current Asset	3,858	16,26,450
	28,16,115	**60,52,102**
Total	**28,16,115**	**60,52,102**

Note 7 : Income tax assets

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Tax paid in advance (net of provison)	2,69,075	11,89,464
Total	**2,69,075**	**11,89,464**

DRC SYSTEMS INDIA LIMITED
(Formerly known as DRC Systems India Private Limited)
Notes to the Financial Statements

Note 8 : Equity share capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Indian Rupees	No. of shares	Indian Rupees
Authorised share capital				
Equity shares of Rs.10 each	30,00,000	3,00,00,000	30,00,000	3,00,00,000
Issued and subscribed share capital				
Equity shares of Rs.10 each	22,50,000	2,25,00,000	13,50,000	1,35,00,000
Subscribed and fully paid up				
Equity shares of Rs.10 each (of which 9,00,000 equity shares were issued during FY-2019-20 as Bonus Shares)	22,50,000	2,25,00,000	13,50,000	1,35,00,000
Total	**22,50,000**	**2,25,00,000**	**13,50,000**	**1,35,00,000**

8.1. Terms/Rights attached to the equity shares
The Company has equity shares having a par value of Rs 10 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share.
On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held

8.2. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Indian Rupees	No. of shares	Indian Rupees
At the beginning of the year	13,50,000	1,35,00,000	13,50,000	1,35,00,000
Add :				
Shares issued as bonus to the exisitng shareholders	9,00,000	90,00,000	-	-
Outstanding at the end of the year	22,50,000	2,25,00,000	13,50,000	1,35,00,000

8.3. Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Shivben Popatbhai Sutariya	**4,50,000**	20.00%	**2,70,000**	20.00%
Infibeam Avenues Limited	**11,47,500**	51.00%	**6,88,500**	51.00%
Yogesh Sutariya	**4,50,000**	20.00%	**2,70,000**	20.00%
Kirit Gajera	**1,12,500**	5.00%	**67,500**	5.00%

DRC SYSTEMS INDIA LIMITED
(Formerly known as DRC Systems India Private Limited)
Notes to the Financial Statements

Note 9 : Other Equity

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
(Deficit) in the statement of profit and loss		
Balance as per last financial statements	98,41,266	89,20,794
Add: profit for the year	1,13,740	(226)
Add / (Less): OCI for the year	5,18,232	9,20,698
	1,04,73,238	**98,41,266**
Less : Issue of Bonus Shares	(90,00,000)	-
Balance at the end of the year	**14,73,238**	**98,41,266**
Total Other equity	**14,73,238**	**98,41,266**

Note: 10 Trade payable

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
(a) Total outstanding dues of micro enterprises and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,36,19,493	1,02,86,011
	1,36,19,493	1,02,86,011
Total	**1,36,19,493**	**1,02,86,011**

(i) Trade payables are non-interest bearing and are normally settled on 30-90 days terms.
(ii) For disclosure required under Section 22 of the Micro, Small and Medium Enterprise Development Act,2006, refer note 30
(iii) For explanation on Company's liability risk management process, refer note 28

10 Other financial liabilities

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
Employee benefits payable	47,32,130	59,55,925
Creditor for expenses	35,468	3,64,72,145
Other financial liabilities	8,27,008	8,27,008
	55,94,606	4,32,55,078
Total	**55,94,606**	**4,32,55,078**

10 Financial liabilities by category

Particulars	FVTPL	FVOCI	Amortised Cost
March 31, 2020			
Trade payable			1,36,19,493
Other financial liabilities			55,94,606
Total Financial liabilities	-	-	1,92,14,099

Particulars	FVTPL	FVOCI	Amortised Cost
March 31, 2019			
Trade payable			1,02,86,011
Other financial liabilities			4,32,55,078
Total Financial liabilities	-	-	5,35,41,088

For Financial instruments risk management objectives and policies, refer Note 28
Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment are in Note 28

Note 11 : Provisions

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Long-term		
Provision for employee benefits (refer Note 23)		
Provision for gratuity	37,43,022	34,87,545
	37,43,022	**34,87,545**
Short-term		
Provision for employee benefits (refer Note 23)		
Provision for gratuity	9,37,913	5,48,543
	9,37,913	**5,48,543**
Total	**46,80,935**	**40,36,088**

Note 12 : Other current / Non-current liabilities

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
Statutory liabilities- Others	35,04,541	1,19,16,986
Provision for expenses	3,95,789	4,77,304
Other liabilities	-	3,02,96,215
	39,00,330	**4,26,90,505**
Total	**39,00,330**	**4,26,90,505**

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

Note 13 : Revenue from operations

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Sale of services	10,86,66,059	12,98,39,762
Total	**10,86,66,059**	**12,98,39,762**

Note 14 : Other income

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Net foreign exchange Gain	68,71,151	19,48,442
Interest Income	2,19,056	2,00,006
Miscellaneous Income	5,02,434	6,42,630
No Longer Payable	-	54,443
Total	**75,92,641**	**28,45,521**

Note 15 : Employee benefits expense

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Salaries and wages	6,69,86,752	8,18,33,395
Contribution to provident and other funds	12,39,439	21,71,669
Employee stock option scheme	87,88,902	2,96,07,129
Staff welfare expenses	1,12,766	4,88,135
Total	**7,71,27,859**	**11,41,00,328**

Note 16 : Finance costs

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Interest expense	10,39,903	22,73,049
Interest expense - on statutory dues	18,205	24,341
Other finance cost	-	13,397
Total	**10,58,108**	**23,10,787**

Note 17 : Depreciation and amortization expense

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Depreciation on Tangible assets (Refer Note 3)	16,09,478	33,79,835
Amortization on Intangible assets (Refer Note 4)	9,75,298	10,76,798
Total	**25,84,776**	**44,56,633**

Note 18 : Other expenses

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Bank charges	9,408	44,148
Techincal & Consultancy expenses	44,733	3,007
Software expeses	18,22,717	10,72,927
Communication expenses	4,68,267	9,75,076
Commission expenses	2,97,152	3,15,098
Legal and consultancy expenses	14,94,672	5,52,094
Office expenses	67,818	51,552
Payments to auditors	1,35,000	1,75,000
Rent	45,14,400	51,58,990
Rate and taxes	26,91,750	19,950
Sales Promotion Expenses	1,75,11,738	31,500
Bad Debts	1,01,971	-
Balances Written off	41,61,464	-
Electricity expenses	6,22,615	6,21,747
Printing & Stationery Expenses	32,700	1,10,846
Traveling expenses	2,67,497	9,52,268
Repair & Maintainace Expenses	3,593	-
Computer Expenses	1,38,143	3,11,579
Security expenses	2,71,682	3,56,826
Subscription expenses	1,94,078	3,49,500
Miscellaneous expenses	926	54,731
Total	**3,48,52,323**	**1,11,56,838**

(i) Payments to auditors

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Statutory audit	1,35,000.00	1,75,000.00
	1,35,000	**1,75,000**

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Note 19 : Contingent liabilities

Particulars	Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Contingent liabilities not provided for		
a. Claims against Company not acknowledged as debts	-	-
b. Guarantees given by bank on behalf of the Company	-	-

Note 20 : Capital commitment and other commitments

Particulars	Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	-	-

Note 21 : Foreign Exchange Derivatives and Exposures not hedged

A. Foreign Exchange Derivatives: The Company does not have any foreign exchange derivatives

B. Exposure Not Hedged:

Nature of exposure	Currency	Year ended March 31, 2020		Year ended March 31, 2019	
		Foreign currency	Local currency (INR)	Foreign currency	Local currency (INR)
Trade receivables	USD	4,47,144	3,38,33,151	12,77,063	8,79,92,961

Note 22 : Income tax

The major component of income tax expense for the years ended March 31, 2020 and March 31, 2019 are :

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Statement of Profit and Loss		
Current tax		
Current income tax	4,92,794	9,65,607
Deferred tax		
Deferred tax expense/ (credit)	29,101	(3,04,684)
Income tax expense reported in the statement of profit and loss	5,21,895	6,60,923

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2020 and March 31, 2019.

A) Current tax

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Accounting profit before tax from continuing operations	6,35,635	6,60,697
Tax Rate	22.88%	26%
Tax @ 22.88% (March 31, 2019: 26%) - **(A)**	1,45,433	1,71,781
Adjustment		
Non-deductable expenses (B)	3,47,361	7,93,826
Employee benefit payable	(21,614)	(99,642)
Excess of amortization of fixed assets under income-tax law over amortization provided in accounts	50,715	(2,05,042)
	5,21,895	6,60,923

B) Deferred tax

Particulars	Balance Sheet		Statement of Profit and Loss	
	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees
Provision for gratuity	10,70,998	10,49,383	21,614	99,642
Excess of depreciation/ amortisation on fixed assets in accounts over depreciation/amortisation provided under income-tax law.	9,65,745	10,16,460	(50,715)	2,05,042
Deferred tax (expense) / income			**(29,101)**	**3,04,684**
Net deferred tax assets/(liabilities)	**20,36,743**	**20,65,843**		
Reflected in the balance sheet as follows				
Deferred tax assets	20,36,742	20,65,843		
Deferred tax liabilities	-	-		
Deferred tax assets (net)	20,36,742	20,65,843		

Particulars	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees
Reconciliation of deferred tax assets / (liabilities), net		
Opening balance as of April 1	20,65,843	17,61,159
Tax income/(expense) during the year recognised in profit or loss	(29,101)	3,04,684
Tax income/(expense) during the year recognised in OCI	-	-
Closing balance as at March 31	**20,36,742**	**20,65,843**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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Note 23 : Disclosure pursuant to Employee benefits

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance, which is a defined contribution plan.The Company has no obligations other than to make the specified contributions. The contribution is charged tothe Statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund and other funds for the year are as follows:

Amount of Rs.12,39,439. (March 31, 2019: Rs.21,71,669) is recognised as expenses and included in Note No. 15 "Employee benefit expense"

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Provident Fund	12,39,439	21,71,669
ESIC	-	-
	12,39,439	**21,71,669**
	-	-

The Company has following post employment benefits which are in the nature of defined benefit plans:
(a) Gratuity

The Company operates post employment defined benefit plan i.e gratuity plan(the plan). The plan is unfunded and entitles an employee, who has rendered atleast five years of continuous service, to receive half month's salary for each period of completed service at the time of retirement/resignation. The long term service incentive is accrued for all eligible employee of the Company and is payable on completion of 5 year of service.

March 31, 2020 : Changes in defined benefit obligation and plan assets — Indian Rupees

		Gratuity cost charged to statement of profit and loss					Remeasurement gains/(losses) in other comprehensive income						
	April 1, 2019	Transfer in/(out) obligation	Service cost	Net interest expense	**Sub-total included in statement of profit and loss**	**Benefit paid**	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	**Sub-total included in OCI**	**Contributions by employer**	**March 31, 2020**
Gratuity													
Defined benefit obligation	40,36,088		9,07,275	2,55,804	11,63,079	-	-	1,056	(2,72,040)	**(2,47,248)**	**(5,18,232)**	-	46,80,935
Fair value of plan assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Benefit liability	40,36,088		9,07,275	2,55,804	11,63,079	-	-	1,056	(2,72,040)	**(2,47,248)**	**(5,18,232)**	-	46,80,935
Total benefit liability	**40,36,088**		**9,07,275**	**2,55,804**	**11,63,079**	**-**	**-**	**1,056**	**(2,72,040)**	**(2,47,248)**	**(5,18,232)**	**-**	**46,80,935**

March 31, 2019 : Changes in defined benefit obligation and plan assets — Indian Rupees

		Gratuity cost charged to statement of profit and loss					Remeasurement gains/(losses) in other comprehensive income						
	April 1, 2018	Transfer in/(out) obligation	Service cost	Net interest expense	**Sub-total included in statement of profit and loss**	**Benefit paid**	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	**Sub-total included in OCI**	**Contributions by employer**	**March 31, 2019**
Gratuity													
Defined benefit obligation	36,88,313	-	10,15,246	2,53,227	12,68,473		-		1,28,198	(10,48,896)	(9,20,698)	-	40,36,088
Fair value of plan assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Benefit liability	36,88,313		10,15,246	2,53,227	12,68,473	-	-	-	1,28,198	(10,48,896)	(9,20,698)	-	**40,36,088**
Total benefit liability	**36,88,313**		**10,15,246**	**2,53,227**	**12,68,473**		-		**1,28,198**	**(10,48,896)**	**(9,20,698)**	-	**40,36,088**

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The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Discount rate	5.75%	6.80%
Future salary increase	8.00%	10.00%
Attrition rate	25% at younger ages reducing to 5% at older ages	25% at younger ages reducing to 5% at older ages
Morality rate	Indian Assured Lives Mortality (2012-14) Table	IALM(2006-08) published table of mortality rates
Retirement age	60 years	60 years

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

Particulars	Sensitivity level	(increase) / decrease in defined benefit obligation (Impact)	
		Year ended March 31, 2020	Year ended March 31, 2019
		Indian Rupees	Indian Rupees
Gratuity			
Discount rate	0.5% increase	45,42,880	39,07,390
	0.5% decrease	48,49,111	41,73,628
Salary increase	0.5% increase	48,25,215	41,68,860
	0.5% decrease	45,45,048	39,10,941
Withdrawal rates	10% increase	45,90,092	39,15,013
	10.% decrease	47,86,813	41,79,411

The followings are the expected future benefit payments for the defined benefit plan

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	Indian Rupees	Indian Rupees
Gratuity		
Within the next 12 months (next annual reporting period)	6,38,660	5,48,543
Between 2 and 5 years	20,53,646	19,40,372
Beyond 5 years	14,91,092	15,42,336
	41,83,398	**40,31,251**
Total expected payments	**41,83,398**	**40,31,251**

Weighted average duration of defined plan obligation (based on discounted cash flows)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	Years	Years
Gratuity	3.21	2.65

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Note 24 : Related Party disclosures.

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Company are as follows :

Name of Related Parties and Nature of Relationship :

Sr.No	Relationship	Name of company/person
1	Holding Company	Infibeam Avenues Limited (from 13-02-2019)
		NSI Infinium Global Ltd (Formerly known as NSI Infinium Global Pvt Ltd) (up to 12-02-2019)
2	Ultimate Holding Company	Infibeam Avenues Limited (upto 12-02-2019)
3	Fellow Subsidiary	Infibeam Logistics Private Limited
		NSI Infinium Global Ltd (Formerly known as NSI Infinium Global Pvt Ltd) (from 13-02-2019 to 28-02-2019)
		Odigma Consultancy Solutions Private Limited
4	Associate Company	NSI Infinium Global Ltd (Formerly known as NSI Infinium Global Pvt Ltd) (from 01-03-2019)
5	Key Management Personnel	Malav A. Mehta
		Vishal A. Mehta
6	Company under the control of Key Managerial Personnel	Infinium Automall Private Limited
		Infinium Motors Private Limited

Related party transactions

Particulars	Year ending	Ultimate Holding company	Holding company	Fellow Subsidiary	Associate company	Total
Purchase of Other Goods / Computer Expenses						
NSI Infinium Global Limited	31-03-2020	-	-	-	-	-
	31-03-2019	-	1,197	-	-	1,197
Security Deposit Taken						
NSI Infinium Global Limited	31-03-2020	-	-	-	-	-
	31-03-2019	-	87,46,781	-	-	87,46,781
Service Taken						
Infibeam Avenues Limited	31-03-2020	-	2,20,14,400	-	-	2,20,14,400
	31-03-2019	45,14,400	-	-	-	45,14,400
Sale of Fixed Assets						
Odigma Consultancy Solutions Private Limited	31-03-2020	-	-	-	-	-
	31-03-2019	-	-	2,34,000	-	2,34,000
Reimbursement of Expenses From - Other Expenses						
NSI Infinium Global Limited	31-03-2020	-	-	-	1,13,28,689	1,13,28,689
	31-03-2019	-	-	47,495	-	47,495
Infibeam Avenues Limited	31-03-2020	-	3,78,434	-	-	3,78,434
	31-03-2019	-	-	-	-	-
Reimbursement of ESOP Expense						
Infibeam Avenues Limited	31-03-2020	-	87,88,902	-	-	87,88,902
	31-03-2019	-	-	-	-	-
NSI Infinium Global Limited	31-03-2020	-	-	-	-	-
	31-03-2019	-	2,22,21,416	-	-	2,22,21,416
Interest Expenses						
NSI Infinium Global Limited	31-03-2020	-	-	-	7,91,243	7,91,243
	31-03-2019	-	20,32,115	-	-	20,32,115
Infibeam Avenues Limited	31-03-2020	-	2,48,660	-	-	2,48,660
	31-03-2019	-	-	-	-	-
Loan Taken						-
Infibeam Avenues Limited	31-03-2020	-	1,89,50,000	-	-	1,89,50,000
	31-03-2019		-	-	-	-
NSI Infinium Global Limited	31-03-2020	-	-	-	27,00,000	27,00,000
	31-03-2019	-	-	-	-	-

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Repayment of Loan Taken						
Infibeam Avenues Limited	31-03-2020	-	1,89,50,000	-	-	1,89,50,000
	31-03-2019	-	-	-	-	-
NSI Infinium Global Limited	31-03-2020	-	-	-	3,29,96,215	3,29,96,215
	31-03-2019	-	-	-	-	-
Repayment of Security Deposit taken						
Infibeam Avenues Limited	31-03-2020	-	-	-	-	-
	31-03-2019	3,81,00,000	-	-	-	3,81,00,000
Closing Balance						
Trade Payable						
Infibeam Avenues Limited	31-03-2020	-	1,33,99,222	-	-	1,33,99,222
	31-03-2019	48,75,552	-	-	-	48,75,552
Infibeam Logistics Private Limited	31-03-2020	-	-	-	-	-
	31-03-2019	-	-	48,60,000	-	48,60,000
Receivable for Fixed Assets						
Odigma Consultancy Solutions Private Limited	31-03-2020	-	-	-	-	-
	31-03-2019	-	-	2,70,480	-	2,70,480

Terms and conditions of transactions with related parties

1) Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.
There have been no guarantees provided or received for any related party receivables or payables.

Commitments with related parties
The Company has not provided any commitment to the related party as at March 31, 2020 (March 31, 2019: Rs.Nil)

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Note 25 : Earning per share

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Earning per share (Basic and Diluted)		
Profit attributable to ordinary equity holders	6,31,972	9,20,472
Total no. of equity shares at the end of the year	22,50,000	13,50,000
Weighted average number of equity shares		
For basic EPS	18,51,639	13,50,000
For diluted EPS	18,51,639	13,50,000
Nominal value of equity shares	10.00	10.00
Basic earning per share	0.34	0.68
Diluted earning per share	0.34	0.68
Weighted average number of equity shares		
Weighted average number of equity shares for basic EPS	18,51,639	13,50,000
Effect of dilution: Employee stock options	-	-
Weighted average number of equity shares adjusted for the effect of dilution	18,51,639	13,50,000

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Note 26 : Segment reporting

The Company's Chief Operating Decision Maker (CODM) examines the Company's performance from business and geographic perspective. In accordance with Ind AS-108 - Operating Segments, evaluation by the CODM and based on the nature of activities performed by the Company, which primarily relate to Software development, maintenance and other ancillary services, the Company does not operate in more than one business segment.

A. Information about geographical areas

The Company operates in two principal geographical areas of the world, in India, its home country, and the other countries. As the Company does not operate in more than one business segment, disclosures for primary segment as required under Ind AS 108 have not been given.

B. Unallocated items:

Domestic geographical segment includes certain assets which are comman to both the geographical segment (i.e. Domestic and Export). Non-current assets exclude financial instrunments, deferred tax assets and tax assets.

C. Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Particulars	Year ending	Domestic	Overseas	Total
Revenue from operations and other operating revenue	31-03-2020	1,53,99,818	9,32,66,241	10,86,66,059
	31-03-2019	1,37,05,387	11,61,34,375	12,98,39,762
Carrying amount of segment assets	31-03-2020	-	-	5,17,68,602
	31-03-2019	-	-	12,36,08,947

Note 27 : Operating Lease

The Company has taken a commercial premises under operating leases. The leases period is of 1 year. These leasing arrangements are cancellable, and are renewable on a periodic basis by mutual consent on mutually accepted terms including escalation of lease rent. Total expense incurred under the cancellable operating lease agreement recognized as an expense in the Statement of Profit and Loss during the year is 4.51 million (previous year 5.16 million)

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Note 28 : Financial instruments – Fair values and risk management

A. Accounting classification and fair values

As at 31 March 2020

Particulars	Carrying amount				Fair value			
	Amotised Cost	Fair value through		Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
		Other comprehensive income	Profit and loss					
Financial assets								
Non Current Investments	100	-	-	100	-	-	-	-
	100	-	-	**100**	-	-	-	-
Financial liabilities								
	-	-	-	-	-	-	-	-

As at 31 March 2019

Particulars	Carrying amount				Fair value			
	Amotised Cost	Fair value through		Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
		Other comprehensive income	Profit and loss					
Financial assets								
Non Current Investments	100	-	-	100		-		-
	100	-	-	**100**	-	-	-	-
Financial liabilities								
	-	-	-	-	-	-	-	-

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:
- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Board of Directors. The activities of this department include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relatioo to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.
The carrying amount of following financial assets represents the maximum credit exposure:

Cash and cash equivalents

The company maintains its Cash and cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

Trade receivables

Trade receivables of the company are typically unsecured. Credit risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which company grants credit terms in the normal course of business. The company performs ongoing credit evaluations of its customers' financial condition and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. The company has no concentration of credit risk as the customer base is geographically distributed in India and outside India.

At March 31, 2020, the maximum exposure to credit risk for trade receivables by geographic region was as follows:

Particulars	Carrying amount as at	
	31 March 2020	31 March 2019
Domestic	27,15,200	3,77,786
Other regions	3,38,33,151	9,44,75,706
	3,65,48,351	9,48,53,492

Impairment

At March 31, 2020, the ageing of trade and other receivables that were not impaired was as follows.

Particulars	Carrying amount					
	31-03-2020			31-03-2019		
	Gross	Less: Provision	Net	Gross	Less: Provision	Net
Neither past due nor impaired						
less than six months	3,38,61,169	-	3,38,61,169	5,31,88,339	-	5,31,88,339
more than six months	26,87,181	-	26,87,181	4,16,65,153	-	4,16,65,153
	3,65,48,351	-	3,65,48,351	9,48,53,492	-	9,48,53,492

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. These financial assets were not impaired as there had not been a significant change in credit quality and the amounts are still considered recoverable based on the nature of the activity of the customer portfolio to which they belong and the type of customers. There are no other classes of financial assets that are past due but not impaired except for Trade receivables as at March 31, 2020 and March 31, 2019.

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Note 28 : Financial instruments – Fair values and risk management (contd.)

iii. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars					Less than 1 Year	More than 1 Year
Year ended March 31, 2020						
Trade payables	-				1,36,19,493	-
Other financial liabilities	-				47,67,598	8,27,008
	-	-	-	-	**1,83,87,091**	**8,27,008**
Year ended March 31, 2019						
Trade payables					52,57,528	50,28,483
Other financial liabilities					-	8,27,008
	-	-	-	-	**52,57,528**	**58,55,491**

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings, deposits.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, primarily in USD. The Company has foreign currency trade payables and receivables and is, therefore, exposed to foreign exchange risk. The Company does not use any derivative instruments to hedge its risks associated with foreign currency fluctuations.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	Change in USD rate	Effect on profit before tax
March 31, 2020	+5%	16,91,658
	-5%	(16,91,658)
March 31, 2019	+5%	47,23,785
	-5%	(47,23,785)

Note 29 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

Particulars	Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Interest-bearing loans and borrowings	-	-
Less: cash and cash equivalent (including other bank balance) (Note 5)	52,57,258	78,17,320
Net debt	**(52,57,258)**	**(78,17,320)**
Equity share capital (Note 8)	2,25,00,000	1,35,00,000
Other equity (Note 9)	14,73,238	98,41,266
Total capital	**2,39,73,238**	**2,33,41,266**
Capital and net debt	**1,87,15,980**	**1,55,23,946**
Gearing ratio	-	-

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2020 and March 31, 2019.

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Note 30 : Dues to micro and small suppliers

The Ministry of Micro, Small and Medium Enterprices has issued an office memorendum dated August 26, 2008 which recommends that the Micro and Small Enterprices should mention in their correspondence with its customers the Entrepreneurs Memorendum Number as allocated afrer filling of the Memorendum in accordance with the ' Micro, Small and Medium Enterprices Devlopment Act, 2006' (the MSMED Act') accordingly, the disclosure in respect of the amounts payable to such enterprices as at March 31, 2020 has been made in the financial statements based on information recieved and avilable with the Company. Further in view of the Management, the impact of interest, if any, that may be payble in accordance with the provisions of the Act is not expacted to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act;	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding period, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	-	-

On basis of information and records available with the Company, the above disclosures are made in respect of amount due to the micro, small and medium enterprises, which have been registered with the relevant competent authorities. The above information takes into account only those suppliers who have submitted their registration details or has responded to the inquiries made by the Company for this purpose.

31 Pursuant to Employees Stock Option Scheme (ESOP) estabiieshed by the holding company i.e. Infibeam Avenues Limited (formrly known as Infibeam Incorporation Limited), stock options were granted to the employees of the company. The ESOP cost is being recovered over the period of vesting by the holding company. Consequently, cost of Rs. 87,88,902 (previous year Rs. 2,96,07,129) has been recovered in current year. The cost recovered for the year is net of reversals on account of vested and unvested lapses relating to employees who have resigned during the year.

32 Disclosure pursuant to Ind AS 115 "Revenue from contract with customers":

a. Disaggregation of revenue
The table below presents disaggregated revenue from contract with customers for the year ended March 31, 2020 by offerings.

i) Revenue by offerings

Particulars	For the year ended March 31, 2020
Checkout Web Services	10,86,66,059
Total	**10,86,66,059**

Checkout Web Services
It comprises enabling eCommerce websites to sell products and services online, and accept payments in real time.

ii) Refer note 26 for disaggregation of revenue by geographical segments

iii) The Company believes that this disaggregation best depicts how the nature, amount, timing of its revenues and cash flows are affected by industry, market and other economic factors

b) Transaction price allocated to remaining performance obligation
The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2020 is Rs. Nil which is expected to be recognize as revenue within the next one year. Remaining performance obligation estimates are subject to change and are affected by several factors, including changes in the scope of contracts, periodic revalidations, and adjustments for currency.

c) Changes in contract assets are as follows:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the beginning of the year	44,78,669	-
Revenue recognised during the year	-	44,78,669
Invoices raised during the year	44,78,669	-
Revenue reversed	-	-
Balance at the end of the year	**-**	**44,78,669**

33 World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on 24-03-2020 which has impacted the business activities of the Company. On account of this, the Company has prepared cash flow projections and also, assessed the recoverability of receivables, contract assets, factored assumptions used in annual impairment testing of goodwill and intangible assets having indefinite useful life, using the various internal and external information up to the date of approval of these financial statements. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets and does not anticipate any impairment to these financial and nonfinancial assets. The Company will continue to closely monitor any material changes to future economic conditions.

34 Previous year figures have been regrouped or recast wherever necessary to make them comparable with those of curren year.

As per our report of even date
For, Rajpara Associates
Chartered Accountants

ICAI Firm's Registration No. 113428W

Chandramaulin Rajpara
Partner
Membership No.046922
Place : Ahmedabad
Date : June 01, 2020

RAJPARA ASSOCIATES Ahmedabad Chartered Accountant

For and on behalf of the board of directors of
DRC Systems India Limited
(Formerly known as DRC Systems India Private Limited)
CIN: U72900GJ2012PLC070106

Malay A Mehta
Director
DIN: 01234736
Place : Ahmedabad
Date : June 01, 2020

Vishal A Mehta
Director
DIN: 03093563
Place : Ahmedabad
Date : June 01, 2020

DRC Systems India Limited

DRC Systems India Limited

(formerly known as DRC Systems India Private Limited)

Notes to the Financial Statements for the year ended 31 March 2020

(Currency: Indian Rupees)

1. Company Overview and Significant Accounting Policies

a. Company overview

DRC Systems India Limited *(formerly known as DRC Systems India Private Limited)* ('the Company') was incorporated on April 27, 2012 under the Companies Act, 1956. The Company is a service company and its principal activities comprise of software development, information technology consulting services and recruitment related services.

b. Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 - First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

c. Critical accounting estimates

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

1. Estimates and assumption

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

2. Defined benefit plans

The cost of the defined benefit plans and the present value of the obligation are determined using actuarial

valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. Discount rate has been determined by reference to market yields on the government bonds as at the balance sheet date. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 23.

3. Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

4. Intangible asset including intangible asset under development

Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use. Research and maintenance costs are expensed as incurred. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Refer Note 2.5 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 4.

5. Property, plant and equipment

Refer Note 2.4 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 3.

6. Revenue recognition

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those services.

2. Summary of Significant Accounting Policies

The following are the significant accounting policies applied by the company in preparing its financial statements:

2.1 Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2 Foreign currencies

The company's financial statements are presented in INR, which is also the company's functional currency.

Transactions and balances
Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or statement of profit or loss are also recognised in OCI or profit or loss, respectively).

2.3 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly

transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
  Or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, as described below, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

2.4 Property, plant and equipment

The Company has elected to continue with the carrying value for all of its property, plant and equipment's assets as recognised in its previous GAAP financial as deemed cost at the transition date, i.e., 1 April 2015.

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All repair and maintenance costs are recognised in statement of profit or loss as incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as follows:

- Plant and equipment - 5 to 10 years
- Furniture & Fixtures - 10 years
- Computer & Peripherals - 3 to 6 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

2.5 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Research costs are expensed as incurred. Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation
Period of Amortisation of Intangibles is calculated as follows:

- Internally generated /Acquired Computer Software – 3 to 5 years

Intangible assets under development

Expenditure incurred on acquisition /construction of intangible assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development. During the period of development, the asset is tested for impairment annually.

2.6 Leases

Company as a lessee
A lease is classified at the inception date as a finance lease or an operating lease. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Initial direct costs incurred specifically for an operating leases are deferred and charged to the statement of profit and loss over the lease term.

2.7 Impairment of non-financial assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generated unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.8 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

2.9 Revenue Recognition

Rendering of services

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Revenue from Web Services is recognised upfront at the point in time when the service is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises, these service is recognised proportionally over the period.

Revenue is measured based on the consideration specified in a contract with the customer and excludes amounts collected on behalf of customers. The Company presents revenue net of discounts and collection charges. Revenue also excludes taxes collected from customers.

Revenue from related parties are recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Excess billing over revenue ("contract liability") is recognised when there is billing in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by offering and geography.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to

payment for performance to date as per contract.

Refer note 32(d) for impact on adoption of Ind AS 115.

Interest income
For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

Export incentives
Export incentives are accounted on accrual basis based on services rendered.

2.10 Financial instruments – initial recognition and subsequent measurement
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

(i) Initial recognition and measurement.

All financial assets, except investment in subsidiaries and joint ventures, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Equity instruments measured at fair value through statement of profit and loss (FVTPL)

- Debt instruments at amortised cost:

A debt instrument is measured at amortised cost if both the following conditions are met:

- the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

- Debt instruments at fair value through other comprehensive income (FVTOCI)

A debt instrument is measured at fair value through other comprehensive income if both of the following criteria are met:

- the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- the asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses & reversals and foreign exchange gain or loss are recognised in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of profit and loss.

- Equity instruments:

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within

equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- Investment in subsidiaries and associates:

Investment in subsidiaries and associates is carried at cost in the standalone financial statements.

(iii) Derecognition of financial assets

A financial asset (or. where applicable. a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b) Financial Liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

(ii) Subsequent measurement of financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

- Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

(iii) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

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When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.11 Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.12 Taxes

Tax expense comprises of current income tax and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company does not recognizes tax credits in the nature of MAT credit as an asset since there is no convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the future year in which the Company recognizes tax credits as an asset, the said asset will be created by way of tax credit to the Statement of profit and loss.

2.13 Retirement and other employee benefits

a) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

b) Post-Employment Benefits

(i) Defined benefit plan

Gratuity benefit scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet reduced by the fair value of any plan assets. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

The Company has not invested in any fund for meeting liability.

2.14 Employee stock option schemes

The Employees Stock Option Scheme ('the Scheme') provides for grant of equity shares of Infibeam Avenues Limited (*formerly known as Infibeam Incorporation Limited*) (the holding company) to employees of the Company. The scheme provides that employees are granted an option to subscribe to equity share of the holding company that vest in a graded manner. The options may be exercised within specified period. The holding company follows the fair value method to account for its stock based employee compensation plans. The expense recognised in the Statement of profit and loss for a period represents the cost charged by the holding company net of cost recovered from fellow subsidiaries on proportionate basis.

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2.15 Earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.16 Segment reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment policies:
The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

2.17 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingencies
Provision in respect of contingencies relating to claims, litigation, assessment, fines, penalties etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:
A contingent liability exists when there is a possible but not probable obligation, or a present obligation that

may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

2.18 Changes in accounting policies and disclosures

New and amended standards

The Company applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below. Several other amendments apply for the first time for the year ending March 31, 2020, but do not have an impact on the financial statements of the Company.

(i) Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet. Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor.

These amendments have no impact on the standalone financial statements of the Company.

(ii) Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 and does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

1. Whether an entity considers uncertain tax treatments separately
2. The assumptions an entity makes about the examination of tax treatments by taxation authorities
3. How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
4. How an entity considers changes in facts and circumstances

The Company determines whether to consider each uncertain tax treatment separately or together with one

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or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the Company has considered, for example; (a) how it prepares its income tax filings and supports tax treatments; or (b) how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination.

The Company determined, based on its tax compliance, that it is probable that its tax treatments will be accepted by the taxation authorities. The Appendix did not have an impact on the standalone financial statements of the Company.

(iii) Amendments to Ind AS 109: Prepayment Features with Negative Compensation

Under Ind AS 109, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS 109 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

These amendments have no impact on the standalone financial statements of the Company.

(iv) Amendments to Ind AS 19: Plan Amendment, Curtailment or Settlement

The amendments to Ind AS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

(a) Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event.

(b) Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments had no impact on the standalone financial statements of the Company as it did not have any plan amendments, curtailments, or settlements during the period.

(v) Amendments to Ind AS 28: Long-term interests in associates and joint ventures

The amendments clarify that an entity applies Ind AS 109 to long-term interests in an associate or joint

venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (longterm interests). This clarification is relevant because it implies that the expected credit loss model in Ind AS 109 applies to such long-term interests.

The amendments also clarified that, in applying Ind AS 109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying Ind AS 28 Investments in Associates and Joint Ventures.

These amendments had no impact on the standalone financial statements as the Company is in compliance with the said amendment.

2.19 Annual Improvements to Ind AS 2018

(i) Ind AS 103 Business Combinations

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation. An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 April 2019.

These amendments had no impact on the standalone financial statements of the Company as there is no transaction where joint control is obtained.

(ii) Ind AS 111 Joint Arrangements

An entity that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in Ind AS 103. The amendments clarify that the previously held interests in that joint operation are not remeasured. An entity applies those amendments to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after April 1, 2019.

These amendments had no impact on the standalone financial statements of the company as there is no transaction where a joint control is obtained.

(iii) Ind AS 12 Income Taxes

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where it originally recognised those past transactions or events.

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An entity applies the amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, they had no impact on the standalone financial statements of the Company.

(iv) Ind AS 23 Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete. The entity applies the amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, they had no impact on the standalone financial statements of the Company

2.20 Standards issued but not yet effective

There are no standards that are issued but not yet effective on March 31, 2020.

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ZINZUWADIA & CO.
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

NSI INFINIUM GLOBAL LIMITED (Formerly known as NSI Infinium Global Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of NSI INFINIUM GLOBAL LIMITED (Formerly known as NSI Infinium Global Private Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:

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

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

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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

   i. Company does not have any pending litigations which would impact its financial position.

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

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For, Zinzuwadia & Co.
Chartered Accountants
Firm Registration No: 116210W

Uday S Ranpara
Partner
Membership No:122141
UDIN- 20122141AAAAAB1442

Date:01-06-2020
Place: Ahmedabad

ANNEXURE – "A" TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **NSI INFINIUM GLOBAL LIMITED. (Formerly known as NSI Infinium Global Private Limited)** ("The Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

ZINZUWADIA & CO. AHMEDABAD M No 122141 CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls over Financial Reporting

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

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Zinzuwadia & Co.
Chartered Accountants
Firm Registration No: 116210W

Uday S Ranpara
Partner
Membership No:122141

Date:01-06-2020
Place: Ahmedabad

ANNEXURE "B" TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of NSI INFINIUM GLOBAL LIMITED (Formerly known as NSI Infinium Global Private Limited) for the year ended 31st March, 2020.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. In respect of the Company's fixed assets :

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

   b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

2. Physical verification of inventory has been conducted at reasonable intervals by the management of the company. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

3. According the information and explanation given to us, the company has granted loans to subsidiary company covered in the register maintained under section 189 of the Companies Act, 2013 in respect of which :

   a) The amount of the loan has been provided in the books of account which is prejudicial to the interest of the company.

   b) The loan granted to company listed in the register maintained under section 189 of the Act. Are repayable on demand. We are informed that the company has not demanded the loan during the year however has made adequate provision for the principal amount during current and earlier years with respect to loan given to the subsidiary company covered in register maintained under section 189 of the Act.

   c) As the loan granted to the company covered under register maintained under section 189 of the Act is repayable on demand and the company has not demanded the same during the year, there is no amount overdue for more than ninety days.

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

5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

6. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

7. According to the information and explanations given to us, in respect of statutory dues :

   a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

   b) Dues of income tax or Goods & Service tax or duty of customs have been deposited on time there is no dispute is pending on the part of company.

8. The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us, the Company has not paid / provided managerial remuneration and hence provisions of section 197 read with Schedule V to the Act is not applicable.

12. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company

13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the IND AS financial statements as required by the applicable IND AS.

14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, Zinzuwadia & Co.
Chartered Accountants
Firm Registration No: 116210W

Uday S Ranpara
Partner
Membership No:122141

Date:01-06-2020
Place: Ahmedabad

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Balance Sheet as at March 31, 2020

Particulars	Notes	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
ASSETS			
I. Non-current assets			
Property, plant and equipment	5	73,33,671	1,22,68,329
Other intangible assets	6	33,80,54,040	49,14,82,987
Financial assets	7		
(a) Investments		6,69,60,000	9,48,60,000
(b) Other financial assets		4,38,174	4,38,174
Income tax assets (net)	8	3,49,74,356	2,30,58,095
Other non-current assets	9	8,00,00,000	6,20,00,000
Total non-current assets		**52,77,60,241**	**68,41,07,584**
II.Current assets			
Inventories	10	2,05,78,789	2,92,16,223
Financial assets	7		
(a) Trade receivables		23,48,67,370	19,84,42,491
(b) Cash and cash equivalents		82,78,410	3,70,86,675
(c) Others financial assets		26,42,94,448	6,16,55,787
Other current assets	8	6,34,71,965	27,66,61,209
Total current assets		**59,14,90,982**	**60,30,62,385**
Total Assets		**1,11,92,51,223**	**1,28,71,69,970**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	1,82,930	1,82,930
Other equity	12	96,41,39,019	98,32,17,895
Total equity		**96,43,21,949**	**98,34,00,825**
LIABILITIES			
I. Non-current liabilities			
Financial liabilities			
Provisions	14	11,34,181	8,21,441
Deferred tax liabilities (net)	24	39,75,111	39,75,111
Total non-current liabilities		**51,09,292**	**47,96,552**
II.Current liabilities			
Financial liabilities	13		
(a) Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		5,12,07,796	20,47,81,571
(b) Other financial liabilities		4,36,71,548	3,21,20,813
Provisions	14	2,47,499	2,57,767
Other current liabilities	15	5,46,93,139	6,18,12,441
Total current liabilities		**14,98,19,982**	**29,89,72,592**
Total equity and liabilities		**1,11,92,51,223**	**1,28,71,69,970**
Summary of significant accounting policies	1-4		

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

As per our report of even date.

For, Zinzuwadia & Co
Chartered Accountants
ICAI Firm Registration No.: 116210W

Uday S Ranpara
Partner
Membership No.: 122141
Gandhinagar
Date : June 01,2020

ZINZUWADIA & CO. AHMEDABAD M.No. 122141 FRN. 116210W CHARTERED ACCOUNTANTS

For and on behalf of the board of directors of
NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
CIN : U64203GJ2002PLC040741

Pravin Anna Shirsat
Director
DIN: 07797139
Gandhinagar
Date : June 01,2020

Pankil J. Chokshi
Director
DIN: 08348419
Gandhinagar
Date : June 01,2020

NSI INFINIUM GLOBAL LIMITED

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Statement of profit and loss for the year ended March 31, 2020

Particulars	Notes	Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Income			
Revenue from operations	16	1,55,13,30,867	2,61,94,12,566
Other income	17	3,94,38,089	1,92,04,345
Total income		**1,59,07,68,956**	**2,63,86,16,911**
Expenses			
Purchases of Stock-in-Trade / Cost of services		1,34,32,77,630	2,13,42,68,832
Changes in inventories of stock-in -trade	18	86,37,434	2,01,23,210
Employee benefits expense	19	3,03,31,763	10,71,94,324
Finance costs	20	12,97,335	90,18,520
Depreciation and amortisation expense	21	15,82,65,007	15,29,11,816
Other expenses	22	6,80,58,580	20,58,50,898
Total expenses		**1,60,98,67,749**	**2,62,93,67,599**
Profit/(Loss) before tax		**(1,90,98,792)**	**92,49,312**
Tax expense			
Current tax	24	-	3,18,51,112
Deferred tax	24	-	-
Total tax expense		-	**3,18,51,112**
Profit/(loss) for the year		**(1,90,98,792)**	**(2,26,01,800)**
Other comprehensive income			
A. Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (losses) on defined benefit plans	24	19,916	66,89,708
Income tax effect		-	22,33,292
Total other comprehensive income for the year, net of tax		**19,916**	**44,56,416**
Total comprehensive income for the year, net of tax		**(1,90,78,876)**	**(1,81,45,384)**
Earning per equity share [nominal value per share Rs.10/- (March 31, 2019: Rs.10/-)]			
Basic and diluted	30	(1,044.05)	(1,537.12)
Summary of significant accounting policies	1-4		

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

As per our report of even date.

For, Zinzuwadia & Co
Chartered Accountants
ICAI Firm Registration No.: 116210W

Uday S Ranpara
Partner
Membership No.: 122141
Gandhinagar
Date : June 01,2020

For and on behalf of the board of directors of
NSI Infinium Global Limited
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CIN : U64203GJ2002PLC040741

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Director
DIN: 08348419
Gandhinagar
Date : June 01,2020

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Statement of changes in Equity for the year ended March 31, 2020

A. Equity share capital

Balance	Indian Rupees
	Note 11
As at March 31, 2018	**1,43,750**
Issue of Equity Share capital	39,180
As at March 31, 2019	**1,82,930**
Issue of Equity Share capital	-
As at March 31, 2020	**1,82,930**

Indian Rupees

Particulars	Other Equity		Total
	Securities premium	Retained Earnings	
	Note 12	Note 12	Note 12
Balance as at April 1, 2018	-	**(29,42,29,207)**	**(29,42,29,207)**
Profit for the year	-	(2,26,01,800)	(2,26,01,800)
Other comprehensive income for the year	-	44,56,416	44,56,416
Total Comprehensive income for the year	-	**(1,81,45,384)**	**(1,81,45,384)**
On Issue of shares	1,29,55,92,486		1,29,55,92,486
Balance as at March 31, 2019	**1,29,55,92,486**	**(31,23,74,591)**	**98,32,17,895**
Balance as at April 1, 2019	**1,29,55,92,486**	**(31,23,74,591)**	**98,32,17,895**
Profit for the year	-	(1,90,98,792)	(1,90,98,792)
Other comprehensive income for the year	-	19,916	19,916
Total Comprehensive income for the year	-	**(1,90,78,876)**	**(1,90,78,876)**
Balance as at March 31, 2020	**1,29,55,92,486**	**(33,14,53,467)**	**96,41,39,019**

As per our report of even date.

For, Zinzuwadia & Co
Chartered Accountants
ICAI Firm Registration No.: 116210W

Uday S Ranpara
Partner
Membership No.: 122141
Gandhinagar
Date : June 01,2020

For and on behalf of the board of directors of
NSI Infinium Global Limited
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CIN : U64203GJ2002PLC040741

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Director
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Gandhinagar
Date : June 01,2020

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Cash flow statement for the year ended March 31, 2020

Particulars	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees
Cash flow from operating activities		
Profit/(loss) before tax	**(1,90,98,792)**	**92,49,312**
Adjustments for :		
Depreciation and amortisation expense	15,82,65,007	15,29,11,816
Employee Stock Option (ESOP) expenses	69,808	39,15,122
Finance costs	12,97,335	90,18,520
Allowance for bad and doubtful debts	-	1,67,47,679
Allowance for doubtful loans and advances	-	32,21,427
Unrealised foreign currency loss	(93,16,167)	(14,28,190)
Bad debts written off	-	3,35,62,508
Balances written off	1,29,20,345	2,75,53,473
Interest income	(11,77,293)	(85,07,973)
Income on expiry of gift certificate	(30,051)	(56,086)
Profit on sale of Investments	-	(6,00,000)
Provision for diminution in Value of Investment	2,79,00,000	-
No longer payable	(16,26,674)	-
Provision written back	(2,71,99,034)	(86,12,096)
Operating profit before working capital changes	**14,20,04,483**	**23,69,75,511**
Working capital changes:		
Decrease / (increase) in trade receivables	(2,71,08,712)	19,67,28,716
Decrease /(increase) in financial and other assets	72,93,586	(14,79,62,382)
Decrease / (increase) in inventories	86,37,434	2,01,23,210
Increase / (decrease) in financial and other liability (current and non current)	3,15,90,710	(13,63,22,070)
Increase / (decrease) in provisions	3,22,388	(23,25,635)
(Decrease) / increase in trade payables	(15,19,47,101)	5,51,86,863
Operating profit after working capital changes	**1,07,92,789**	**22,24,04,214**
Income tax paid (Net of income tax refund)	(1,19,16,261)	5,91,14,689
Net cash flow generated from / (used in) operating activities (A)	**(11,23,473)**	**28,15,18,903**
Cash flows from investing activities		
Payments for acquisition of Property, plant and equipment including intangible assets	(1,80,41,013)	(34,55,35,081)
Proceeds from sale of property, plant and equipment	1,39,611	-
Proceeds / (payments) from maturity of fixed deposits with banks (net)	(95,77,461)	1,34,23,993
Payments for purchase of investment	-	(9,48,60,000)
Proceeds from sale of investment	-	3,06,00,000
Interest received	10,91,407	86,96,011
Advance given for acquisition of non-current investment		-
Net cash flow generated from investing activities (B)	**(2,63,87,456)**	**(38,76,75,077)**
Cash flows from financing activities		
Proceeds from issue of share capital	-	39,180
Proceeds from issue of security premium on shares	-	1,29,55,92,486
Repayment of borrowings	-	(1,39,80,61,178)
Interest paid	(12,97,335)	(90,18,520)
Net cash used in investing activities (C)	**(12,97,335)**	**(11,14,48,032)**
Net increase in cash and cash equivalents (A+B+C)	**(2,88,08,264)**	**(21,76,04,206)**
Cash and cash equivalents at the beginning of year	3,70,86,675	25,46,90,881
Cash and cash equivalents at the end of year	82,78,410	3,70,86,675

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Cash flow statement for the year ended March 31, 2020

Notes:

1. The above cash flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS)- 7 "Statement of Cash Flows" issued by The Institute of Chartered Accountants of India.

Particulars	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees
2. **Cash and cash equivalents comprise of: (note 7(iv))**		
Cash on hand	1,53,541	1,53,719
Balances with banks	81,24,869	3,69,32,956
Cash and cash equivalents in cash flow statement	**82,78,410**	**3,70,86,675**

As per our report of even date.

For, Zinzuwadia & Co
Chartered Accountants
ICAI Firm Registration No.: 116210W

Uday S Ranpara
Partner
Membership No.: 122141
Gandhinagar
Date : June 01,2020

ZINZUWADIA & CO * CHARTERED ACCOUNTANTS * AHMEDABAD M. No. 122141 FRN No. 116210W

For and on behalf of the board of directors of
NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
CIN : U64203GJ2002PLC040741

Pravin Anna Shirsat
Director
DIN: 07797139
Gandhinagar
Date : June 01,2020

Pankil J. Chokshi
Director
DIN: 08348419
Gandhinagar
Date : June 01,2020

NSI INFINIUM GLOBAL LIMITED

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Notes to the financial statement for the year ended March 31, 2020

1. Corporate information

NSI Infinium Global Limited (formerly known as NSI Infinium Global Private Limited) ('the Company') was incorporated under the Companies Act, 1956. The Company is primarily engaged in business of e-commerce and other product sales, web development and related support services. The registered office of the company is located at 27th Floor, GIFT Two Building, Block No. 56, Road 5C, Zone 5, GIFT City, Gandhinagar, Gujarat, India, 382355.

The financial statements were authorised for issue in accordance with a resolution of the directors on June 01, 2020.

2. Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on a historical cost basis. The financial statements are presented in Indian Rupees. These financial statements are the separate financial statements of the Company.

The Company has a wholly owned subsidiary namely Sine Qua Non Solutions Private Limited located at 3rd Floor, Corner woods, Opp. Vaibhav theatre, above Karnataka Bank, Sanjaynagar, Bangalore -560094. The Company is exempted in accordance with paragraph 4 (a) of Ind AS 110 'Consolidated Financial Statements', to present consolidated financial statements as Infibeam Incorporation Limited its holding company prepares consolidated financial statements available for public use that comply with Ind AS and these can be obtained at 27th Floor, GIFT Two Building, Block No. 56, Road 5C, Zone 5, GIFT City, Gandhinagar, Gujarat, India, 382355.

3. Critical accounting estimates

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

3.1. Estimates and assumption

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

3.2. Defined benefit plans

The cost of the defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. Discount rate has been determined by reference to market yields on the government bonds as at the balance sheet date. The mortality rate is based on publicly available mortality

tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 28.

3.3. Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. During the year, considering the above factors, no deferred tax assets is recognised.

3.4. Intangible assets including under development

Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use. Research and maintenance costs are expensed as incurred. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Refer Note 4.5 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 6.

3.5. Property, plant and equipment

Refer Note 4.4 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 5. The useful life and residual value is reassessed annually.

3.6. Revenue recognition

Revenue from sale of products is recognised when the risks and rewards of ownership are transferred to customers. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue from the services rendered is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

4. Summary of Significant Accounting Policies

The following are the significant accounting policies applied by the company in preparing its financial statements:

4.1. Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

4.2. Foreign currencies

The company's financial statements are presented in INR, which is also the company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange as at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

4.3. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability

  Or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, as described below, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

4.4. Property, plant and equipment

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its previous GAAP financial statement as deemed cost at the transition date, i.e., 1 April 2015.

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All repair and maintenance costs are recognised in profit or loss as incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.
An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

Depreciation

Depreciation is calculated on written down value based on the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act 2013 except in case of office equipment which is depreciated over useful life of 3-15 years. For the assets put to use during the financial period, the depreciation is charged on pro rata basis from the date of put to use.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if required.

4.5. Intangible Assets

The Company has elected to continue with the carrying value for all of its intangible assets as recognised in its previous GAAP financial as deemed cost at the transition date, i.e., 1 April 2015.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Research costs are expensed as incurred. Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which are capitalized include the salary and ESOP cost of employees who are directly working on development of the asset for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. The management estimates of useful life of internally generated intangibles and acquired intangibles are 5 years over which the asset is amortised.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets under development

Expenditure incurred on acquisition /construction of intangible assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development. During the period of development, the asset is tested for impairment annually.

4.6. Leases

Company as a lessee

The Company's lease asset classes primarily comprise of lease for building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether

a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years) If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in other current and non-current financial liabilities.

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term. "Lease liability" and "Right of Use" asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

4.7. Impairment of non-financial assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount

(i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

4.8. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

4.9. Revenue Recognition

Sale of products

Revenue from sale of products is recognised when the risks and rewards of ownership are transferred to customers, which generally coincides with delivery to the customers. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Rendering of services

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Revenue from Web Services is recognised upfront at the point in time when the service is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises, these service is recognised proportionally over the period.

Revenue is measured based on the consideration specified in a contract with the customer and excludes amounts collected on behalf of customers. The Company presents revenue net of discounts and collection charges. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Excess billing over revenue ("contract liability") is recognised when there is billing in excess of revenues.
In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction

price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by offering and geography.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date as per contract.

Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

Export incentives

Export incentives are accounted on accrual basis based on service rendered.

4.10. Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) **Financial assets**

(i) **Initial recognition and measurement.**

All financial assets, except investment in subsidiaries and joint ventures, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

(ii) **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

- **Debt instruments at amortised cost** :

A debt instrument is measured at amortised cost if both the following conditions are met:

- the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

- **Debt instruments at fair value through other comprehensive income (FVTOCI)**
  A debt instrument is measured at fair value through other comprehensive income if both of the following criteria are met:
  - the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
  - the asset's contractual cash flows represent SPPI.

  Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses & reversals and foreign exchange gain or loss are recognised in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Debt instruments at fair value through profit or loss (FVTPL)**
  FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

  In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

  Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of profit and loss.

- **Equity instruments:**
  All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

  If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

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Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- **Investment in subsidiary:**
  Investment in subsidiary is carried at cost in the standalone financial statements.

(iii) De-recognition of financial assets

A financial asset (where applicable a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b) Financial Liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

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(ii) Subsequent measurement of financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

- Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

(iii) De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.11. Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

4.12. Taxes

Tax expense comprises of current income tax and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company does not recognizes tax credits in the nature of MAT credit as an asset since there is no convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the future year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss.

4.13. Retirement and other employee benefits

a) **Short Term Employee Benefits**
All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

b) **Post-Employment Benefits**

(i) **Defined contribution plan**

Employees provident fund scheme and Employees State Insurance Scheme (ESIS) is a defined contribution plan. The Company's contribution paid/payable under the scheme is recognised as expense in the statement of profit and loss during the period in which the employee renders the related service. The Company makes specified monthly contributions towards employee provident fund and ESIS.

(ii) **Defined benefit plan**

Gratuity benefit scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet reduced by the fair value of any plan assets. The discount

rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

4.14. Inventories

Inventories comprise stock-in-trade, are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs (net of refundable taxes and levies) incurred in bringing the inventories to their present location and condition. In determining the cost, specific identification method is used.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item-by-item basis.

4.15. Employee stock option schemes

The Employees Stock Option Scheme ('the Scheme') provides for grant of equity shares of Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) (the erstwhile holding company) to employees of the Company. The scheme provides that employees are granted an option to subscribe to equity share of the erstwhile holding company that vest in a graded manner. The options may be exercised within specified period. The erstwhile holding company follows the fair value method to account for its stock based employee compensation plans. The expense recognised in the Statement of profit and loss for a period represents the cost charged by the erstwhile holding company net of cost recovered from fellow subsidiaries on proportionate basis.

4.16. Earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares

are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.17. Segment reporting

Based on management approach as defined in Indian Accounting Standard 108 – Operating Segment, Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker for evaluation of Company's performance.

4.18. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

4.19. Changes in accounting policies and disclosures

New and amended standards

The Company applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below. Several other amendments apply for the first time for the year ending March 31, 2020, but do not have an impact on the standalone financial statements of the Company.

(i) Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to

recognise most leases on the balance sheet. Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor. The Company adopted Ind AS 116 using the modified retrospective method of adoption, with the date of initial application being April 01, 2019. The Company elected to use the transition practical expedient to not reassess whether a contract is, or contains, a lease at April 01, 2019. Instead, the Company applied the standard only to contracts that were previously identified as leases applying Ind AS 17 and Appendix C of Ind AS 17 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low value assets. The Company recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. In accordance with the modified retrospective method of adoption, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured right of use asset an amount equal to lease liability. Refer note 31 for detailed impact on adoption of Ind AS 116 "Leases" on the financial statements of the Company.

(ii) Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 and does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

1. Whether an entity considers uncertain tax treatments separately
2. The assumptions an entity makes about the examination of tax treatments by taxation authorities
3. How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
4. How an entity considers changes in facts and circumstances

The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the Company has considered, for example; (a) how it prepares its income tax filings and supports tax treatments; or (b) how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination.

The Company determined, based on its tax compliance, that it is probable that its tax treatments will be accepted by the taxation authorities. The Appendix did not have an impact on the standalone financial statements of the Company.

(iii) Amendments to Ind AS 109: Prepayment Features with Negative Compensation

Under Ind AS 109, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS 109 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.
These amendments have no impact on the standalone financial statements of the Company.

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(iv) Amendments to Ind AS 19: Plan Amendment, Curtailment or Settlement

The amendments to Ind AS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

(a) Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event.

(b) Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments had no impact on the standalone financial statements of the Company as it did not have any plan amendments, curtailments, or settlements during the period.

(v) Amendments to Ind AS 28: Long-term interests in associates and joint ventures

The amendments clarify that an entity applies Ind AS 109 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (longterm interests). This clarification is relevant because it implies that the expected credit loss model in Ind AS 109 applies to such long-term interests.

The amendments also clarified that, in applying Ind AS 109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying Ind AS 28 Investments in Associates and Joint Ventures.

These amendments had no impact on the standalone financial statements as the Company is in compliance with the said amendment

4.20. Annual Improvements to Ind AS 2018

(i) Ind AS 103 Business Combinations

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation. An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 April 2019.

These amendments had no impact on the standalone financial statements of the Company as there is no transaction where joint control is obtained.

(ii) Ind AS 111 Joint Arrangements

An entity that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in Ind AS 103. The amendments clarify that the previously held interests in that joint operation are not remeasured. An entity applies

those amendments to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after April 1, 2019.

These amendments had no impact on the standalone financial statements of the company as there is no transaction where a joint control is obtained.

(iii) Ind AS 12 Income Taxes

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where it originally recognised those past transactions or events.

An entity applies the amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, they had no impact on the standalone financial statements of the Company.

(iv) Ind AS 23 Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete. The entity applies the amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, they had no impact on the standalone financial statements of the Company

4.21. Standards issued but not yet effective

There are no standards that are issued but not yet effective on March 31, 2020.

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Notes to the financial statements

5. Property, plant and equipment

Indian Rupees

Particulars	Office Equipment	Furniture & fixture	Computer and peripheral	Vehicles	Total
Cost					
At Mar 31, 2018	**69,63,971**	**2,12,08,657**	**6,03,06,793**	**3,74,881**	**8,88,54,302**
Additions	89,443	35,000	2,88,973	-	4,13,416
At Mar. 31, 2019	**70,53,415**	**2,12,43,657**	**6,05,95,766**	**3,74,881**	**8,92,67,719**
Additions	-	41,013	-	-	41,013
Deductions	36,144	33,414	70,053	-	1,39,611
At March 31, 2020	**70,17,271**	**2,12,51,256**	**6,05,25,713**	**3,74,881**	**8,91,69,121**
Depreciation:					
At Mar 31, 2018	**39,85,051**	**1,60,50,751**	**5,07,96,946**	**3,42,171**	**7,11,74,919**
Depreciation	7,61,141	13,83,149	36,69,124	11,057	58,24,471
At Mar. 31, 2019	**47,46,192**	**1,74,33,900**	**5,44,66,070**	**3,53,228**	**7,69,99,390**
Depreciation	5,22,879	10,35,543	32,74,774	2,864	48,36,060
At March 31, 2020	**52,69,071**	**1,84,69,443**	**5,77,40,844**	**3,56,092**	**8,18,35,450**
Net Block					
At March 31, 2020	**17,48,200**	**27,81,813**	**27,84,869**	**18,789**	**73,33,671**
At Mar. 31, 2019	**23,07,223**	**38,09,757**	**61,29,696**	**21,653**	**1,22,68,329**

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6. Other intangible assets and intangible assets under development **Indian Rupees**

Particulars	Computer Software	Intangible assets under development	Total
Cost			
At Mar 31, 2018	**67,78,81,422**	**21,56,84,545**	**89,35,65,967**
Additions	39,04,66,394	6,63,80,249	45,68,46,643
Capitalised during the year		28,20,64,794	28,20,64,794
At Mar. 31, 2019	**1,06,83,47,816**	**-**	**1,06,83,47,816**
Additions	-		-
Capitalised during the year	-		-
At March 31, 2020	**1,06,83,47,816**	**-**	**1,06,83,47,816**
Amortisaton:			
At Mar 31, 2018	**42,97,77,484**	**-**	**42,97,77,484**
Amortisation	14,70,87,345		14,70,87,345
At Mar. 31, 2019	**57,68,64,829**	**-**	**57,68,64,829**
Amortisation	15,34,28,947		15,34,28,947
At March 31, 2020	**73,02,93,776**	**-**	**73,02,93,776**
Net Block			
At March 31, 2020	**33,80,54,040**	**-**	**33,80,54,040**
At March 31, 2019	**49,14,82,987**	**-**	**49,14,82,987**

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7. Financial assets

7 Investments

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Non-current investment		
Unquoted		
Investment in equity shares of subsidiary (carried at cost)		
Sine Qua Non Solutions Private Limited		
19,279 (March 31, 2019: 19,279) equity shares	1,92,790	1,92,790
	1,92,790	**1,92,790**
Less: Provision for diminution in value of investments	(1,92,790)	(1,92,790)
	-	-
Quoted		
At fair value through statement of profit and loss account		
Investment in equity shares of Ashapuri Gold Ornaments Limited	9,48,60,000	9,48,60,000
18,60,000 (March 31, 2019 18,60,000) equity shares		
Less: Provision for diminution in Value of Investment	(2,79,00,000)	-
	6,69,60,000	**9,48,60,000**
Aggregate amount of quoted investments	9,48,60,000	9,48,60,000
Aggregate amount of unquoted investments	1,92,790	1,92,790
Aggregate amount of impairment in value of investments	2,80,92,790	1,92,790
Market value of Quoted Investments	6,69,60,000	9,48,60,000

7 Other financial assets

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Non-current		
Security deposits		
Unsecured, considered good	4,38,174	4,38,174
Unsecured, considered doubtful	2,09,473	2,09,473
Provision for doubtful deposits	(2,09,473)	(2,09,473)
	4,38,174	**4,38,174**
Current		
Security deposits		
Unsecured, considered good	34,86,114	50,24,928
Unsecured, considered doubtful	23,45,700	23,45,700
Less: Provision for doubtful deposits	(23,45,700)	(23,45,700)
Unbilled revenue	23,15,17,438	3,04,983
Bank deposits with maturing within 12 months from reporting date (including accrued interest)	1,34,33,042	37,69,695
Receivable towards reimbursement of expenses*	1,55,40,307	5,19,19,742
Other assets	3,17,548	6,36,439
	26,42,94,448	**6,16,55,787**
	26,47,32,622	**6,20,93,961**

*Refer note 29 for reimbursement receivable from related parties.

7 Trade receivables

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Trade receivables		
Unsecured, considered good *	23,48,67,370	19,84,42,491
Unsecured, which are credit impaired	50,34,679	65,09,208
Less : Impairment allowance for trade receivables	(50,34,679)	(65,09,208)
	23,48,67,370	**19,84,42,491**

*includes dues from companies where directors are interested (refer note 29)
Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days
For explanation on Company's credit risk management process, refer note 34

7 Cash and cash equivalents

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Balances with banks		
- Current accounts	81,24,869	3,69,32,956
Cash on hand	1,53,541	1,53,719
	82,78,410	**3,70,86,675**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Balances with banks		
Current accounts	81,24,869	3,69,32,956
Cash on hand	1,53,541	1,53,719
	82,78,410	**3,70,86,675**

7 Loans

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Unsecured considered doubtful		
Loans to related party*	96,92,779	96,92,779
Less : Allowance for doubtful loan	(96,92,779)	(96,92,779)
	-	-

*Loan given to related party is unsecured and interest free and the same has been given for the purpose of business operations. (Refer note 29)

7 Financial assets by category:

Particulars	Cost	FVTPL	FVOCI	Amortised Cost
March 31, 2020				
Investments				
- Equity shares	6,69,60,000	-	-	-
Trade receivables	-	-	-	23,48,67,370
Loans	-	-	-	-
Cash & cash equivalents	-	-	-	82,78,410
Other financial assets	-	-	-	26,47,32,622
Total	**6,69,60,000**	**-**		**50,78,78,402**

Particulars	Cost	FVTPL	FVOCI	Amortised Cost
March 31, 2019				
Investments				
- Equity shares	9,48,60,000	-	-	-
Trade receivables	-	-	-	19,84,42,491
Loans	-	-	-	-
Cash & cash equivalents	-	-	-	3,70,86,675
Other bank balances	-	-	-	-
Other financial assets	-	-	-	6,20,93,961
Total	**9,48,60,000**	**-**		**29,76,23,127**

For financial instruments risk management objectives and policies, refer note 34.
Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures refer note 34

8. Income tax assets (net)

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Tax paid in advance (net of provision, refer note 24)	3,49,74,356	2,30,58,095
	3,49,74,356	**2,30,58,095**

9. Other assets

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Non-current		
Capital advances	8,00,00,000	6,20,00,000
	8,00,00,000	**6,20,00,000**
Current		
Advance to suppliers		
Considered good	1,03,87,192	3,26,34,666
Considered doubtful	1,94,30,972	2,10,90,935
Less : Allowance for doubtful advances	(1,94,30,972)	(2,10,90,935)
Balance with government authorities		
'Considered good	26,11,506	52,42,502
Export incentive receivable	-	1,25,29,492
Prepaid expenses	4,91,32,059	19,56,66,585
Advances- others	13,41,208	3,05,87,965
	6,34,71,965	**27,66,61,209**
	14,34,71,965	**33,86,61,209**

10. Inventories (at lower of cost and net realisable value)

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Stock-in-trade*	2,05,78,789	2,92,16,223
	2,05,78,789	**2,92,16,223**

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11. Equity share capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Indian Rupees	No. of shares	Indian Rupees
Authorised share capital				
Equity shares of Rs.10 each	10,00,000	1,00,00,000	10,00,000	1,00,00,000
Issued, subscribed and paid upshare capital				
Equity shares of Rs.10 each	18,293	1,82,930	18,293	1,82,930
	18,293	**1,82,930**	**18,293**	**1,82,930**

11.1. Terms/Rights attached to the equity shares

The Company has equity shares having a par value of Rs.10 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share. On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held.

11.2. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Indian Rupees	No. of shares	Indian Rupees
Shares outstanding at the beginning of the year	18,293	1,82,930	14,375	1,43,750
Add : Issue of Shares	-	-	3,918	39,180
Shares outstanding at the end of the year	18,293	1,82,930	18,293	1,82,930

11.3. Number of Shares held by each shareholder holding more than 5% Shares in the company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) and its nominees	15,289	83.58%	17,120	93.59%
Avenues Infinite Private Limited	1,831	10.01%	-	0.00%
Suvidhaa Infoserve Limited (formerly known as Suvidha Infoserve Private Limited)	1,173	6.41%	1,173	6.41%

11.4. Number of Shares held by holding company

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of shares	Indian Rupees	Number of shares	Indian Rupees
Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) and its nominees (upto Feb 28,2019)	-	-	17,120	1,71,200
Suvidhaa Infoserve Limited (formerly known as Suvidha Infoserve Private Limited) (w.e.f Mar 1 ,2019)	1,173	11730	1,173	11,730

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12. Other Equity

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Securities Premium		
Balance as per last financial statements	**1,29,55,92,486**	-
Add : On Issue of shares	-	1,29,55,92,486
Balance at the end of year	**1,29,55,92,486**	**1,29,55,92,486**
Surplus in statement of profit and loss		
Balance as per last financial statements	**(31,23,74,591)**	(29,42,29,207)
Add: profit for the year	(1,90,98,792)	(2,26,01,800)
Add / (Less): OCI for the year	19,916	44,56,416
	(33,14,53,467)	**(31,23,74,591)**
Less: Appropriation	-	-
Balance at the end of the year	**(33,14,53,467)**	**(31,23,74,591)**
	96,41,39,019	**98,32,17,895**

13. Financial liabilities

13 Trade payable

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,12,07,796	20,47,81,571
	5,12,07,796	**20,47,81,571**
	5,12,07,796	**20,47,81,571**

*Refer note 31 for dues to Micro, Small and Medium Enterprises.
*Refer note 29 for trade payable to related parties.
For explanation on Company's liability risk management process, refer note 34
Trade payables are non-interest bearing and are normally settled on 30-90 days terms.

13 Other financial liabilities:

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
Other Payables	44,99,383	2,53,59,810
Provision for salary	18,30,218	30,91,129
Provision for expenses	3,73,41,947	36,69,874
	4,36,71,548	**3,21,20,813**
	4,36,71,548	**3,21,20,813**

Terms and conditions of the above financial liabilities:
- Employee benefits payable are normally settled on monthly basis.
- Provision for expenses are settled as and when invoices are received by the Company.

Financial liabilities by category:

Particulars	Cost	FVTPL	FVOCI	Amortised Cost
March 31, 2020				
Borrowings	-	-	-	-
Trade payable	-	-	-	5,12,07,796
Other financial liabilities	-	-	-	4,36,71,548
	-	-	-	**9,48,79,344**
Particulars	**Cost**	**FVTPL**	**FVOCI**	**Amortised Cost**
March 31, 2019				
Borrowings	-	-	-	-
Trade payable	-	-	-	20,47,81,571
Other financial liabilities	-	-	-	3,21,20,813
	-	-	-	**23,69,02,384**

For Financial instruments risk management objectives and policies, refer note- 34.
Fair value disclosures for financial assets and liabilities and fari value hierarchy disclosures refer note 34.

14. Provisions

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Non-current portion		
Provision for employee benefits (refer note 28)		
Provision for gratuity	11,34,181	8,21,441
	11,34,181	**8,21,441**
Current portion		
Provision for employee benefits (refer note 28)		
Provision for gratuity	2,47,496	2,57,765
	2,47,496	**2,57,765**
	13,81,677	**10,79,206**

15. Other liabilities

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Current		
Advances received from customers	3,57,29,621	3,53,91,435
Payable to statutory authorities		
Others	1,89,63,518	2,64,21,006
	5,46,93,139	**6,18,12,441**
	5,46,93,139	**6,18,12,441**

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16. Revenue from operations

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Sale of products	76,04,64,078	2,14,26,57,499
Sale of services	79,08,66,789	46,52,28,571
Other Operating income		
Export incentives	-	1,15,26,496
	1,55,13,30,867	**2,61,94,12,566**

17. Other income

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Interest income on bank deposits	3,24,698	9,15,440
Interest income on others	8,52,595	53,19,484
Interest income on loan given to subsidiary*	-	22,73,049
Income on expiry of gift certificate	30,051	56,086
Net foreign exchange gain	93,16,167	14,28,190
Provision no longer required written back	2,71,99,034	86,12,096
No longer payable	16,26,674	-
Profit on Sale of Investments	-	6,00,000
Other Income	88,870	-
	3,94,38,089	**1,92,04,345**

18. Changes in inventories of stock-in -trade

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Opening stock of traded goods	2,92,16,223	4,93,39,433
Closing stock of traded goods	(2,05,78,789)	(2,92,16,223)
Increase / (decrease) in inventory	**86,37,434**	**2,01,23,210**

19. Employee benefit expeneses

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Salaries and wages and bonus^	2,92,61,400	9,97,70,861
Contribution to Provident and Other Funds	2,28,562	10,78,983
Employee stock option (ESOP) expenses	69,808	39,15,122
Staff welfare expenses	7,71,993	24,29,358
	3,03,31,763	**10,71,94,324**

^Salaries,wages and bonus (net of capitalisation)

Salaries,wages and bonus	2,92,61,400	15,88,13,200
less : Cost capitalised	-	(5,90,42,339)
	2,92,61,400	**9,97,70,861**

Employee stock option expenses

ESOP charge from erstwhile holding company (refer note 39)	69,808	4,13,44,468
less : Cost capitalised	-	(73,37,909)
Less: Cost recovered from related parties	-	(3,00,91,437)
	69,808	**39,15,122**

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20. Finance costs

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Interest expense - others	3,06,289	9,63,388
Interest expense - statutory dues	9,91,046	80,55,132
	12,97,335	**90,18,520**

21. Depreciation and amortization expense

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Depreciation on Tangible assets (refer note 5)	48,36,060	58,24,471
Amortization on Intangible assets (refer note 6)	15,34,28,947	14,70,87,345
	15,82,65,007	**15,29,11,816**

22. Other expenses

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Bank charges	1,40,010	2,14,432
Telephone and other communication expenses	20,01,460	31,52,236
Power and fuel	15,60,699	89,34,290
Gateway service charges	68,119	44,71,884
House keeping	45,370	10,72,837
Legal and professional fees	37,84,640	47,50,760
Office expenses	13,61,962	4,49,922
Printing and Stationary	78,568	4,47,734
Rent (refer note 32)	1,06,29,434	2,47,19,570
Rates and taxes	5,13,028	88,25,147
Insurance	53,589	2,87,234
Packing material	-	19,42,194
Repairs and maintenance		
Other	3,94,417	10,49,789
Security service charges	1,86,167	27,88,759
Software development expenses	1,92,083	8,44,641
Travelling and conveyance	10,06,508	17,85,620
Payment to auditors (refer note 23)	6,70,000	11,92,500
Vehicle hire charges	-	9,54,060
Web hosting and server support expenses	1,30,518	4,28,487
Allowance for doubtful trade receivables	-	1,67,47,679
Allowance for doubtful loans and advances	-	32,21,427
Postage and courier	27,51,818	2,81,68,303
Service Charges	8,49,303	-
Commission expenses	28,018	1,89,682
Advertising expenses	7,36,684	17,70,919
Bad debts written off	-	3,35,62,508
Balances written off	1,29,20,345	2,75,53,473
Online digital marketing expense	-	2,60,71,942
Loss On Sale of Export Incentive License	-	2,04,300
Provision for diminution in Value of Investment	2,79,00,000	-
Miscellaneous expenses	55,841	48,569
	6,80,58,580	**20,58,50,898**

Note 23 : Payment to auditors

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
As auditor		
Statutory audit	6,70,000	7,00,000
For internal audit and other services	1,70,000	4,92,500
	8,40,000	**11,92,500**

24. Income tax

The major component of income tax expense for the years ended March 31, 2020 and March 31, 2019 are:

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Statement of Profit and Loss		
Current tax		
Current income tax	-	3,18,51,112
Deferred tax		
Deferred tax expense/ (credit)	-	-
Income tax expense reported in the statement of profit and loss:	**-**	**3,18,51,112**

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2020 and March 31, 2019:

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Profit/(Loss) before income taxes	**(1,90,98,792)**	**92,49,312**
Tax expense/ (tax credit) @ 27.820 % (March 31, 2019: 33.384%)	-	30,87,790
Adjustment:		
Tax credit for brought forward losses	-	(30,87,790)
Income tax expenses:	**-**	**-**

Deferred tax

Particulars	Balance Sheet		Statement of Profit and Loss*	
	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees	2019-20 Indian Rupees	2018-19 Indian Rupees
Excess of depreciation/ amortisation on fixed assets provided in accounts over depreciation/ amortisation under Income tax Act, 1961	(3,35,74,469)	(4,53,70,840)	-	-
Provision for employee benefits	3,84,383	3,60,282	-	-
Provision for doubtful trade receivables	14,00,648	21,73,034	-	-
Provision for doubtful loans and advances	26,96,531	32,35,837	-	-
Provision for investments	38,558	38,558	-	-
Provision for doubtful advances to suppliers	54,05,696	70,40,998	-	-
Provision for security deposits	6,52,574	-		
Brought forward losses	2,26,84,849	2,64,25,649	-	-
Unabsorbed depreciation	5,55,41,046	6,55,55,575	-	-
Deferred tax (expense) / income			**-**	**-**
Net deferred tax assets/(liabilities)	**5,52,29,816**	**5,94,59,093**		
Reflected in the balance sheet as follows:				
Deferred tax assets*	-	-		
Deferred tax liabilities	39,75,111	39,75,111		
Deferred tax assets / (liabilities)	**(39,75,111)**	**(39,75,111)**		

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Reconciliation of deferred tax assets / (liabilities), net :		
Opening balance as of April 1	(39,75,111)	(17,41,819)
Tax income/(expense) during the year recognised in profit or loss	-	-
Tax income/(expense) during the year recognised in OCI	-	(22,33,292)
Closing balance as at March 31	**(39,75,111)**	**(39,75,111)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

25. Contingent liabilities

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Contingent liability not acknowledge as debt	-	11,31,999

26. Capital commitment and other commitments

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	-	8,50,00,000
	-	**8,50,00,000**

Note 27 : Foreign Exchange Derivatives and Exposures not hedged

A. Foreign Exchange Derivatives: The Company does not have any foreign exchange derivatives

B. Exposure Not Hedged

Nature of exposure	Currency	Year ended March 31, 2020		Year ended March 31, 2019	
		Foreign currency	Local currency (INR)	Foreign currency	Local currency (INR)
Trade payables	USD	-	-	3,771	2,60,875
		-	**-**	**3,771**	**2,60,875**
Trade receivables	EURO	3,88,214	3,21,32,473	12,44,969	9,67,46,541
Trade receivables	USD	11,64,229	8,80,91,387	5,41,665	3,74,72,385
Accrued Revenue	USD	3,75,000	2,83,74,375		
		19,27,443	**14,85,98,235**	**17,86,634**	**13,42,18,926**

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28. Disclosure pursuant to Employee benefits

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contribution is charged to the Statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund and other funds for the year are as follows:

Particulars	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees
Provident Fund	1,65,862	6,88,012
ESIC	62,700	3,90,971
	2,28,562	**10,78,983**

The Company has following post employment benefits which are in the nature of defined benefit plans:
(i) Gratuity

The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

March 31, 2020 : Changes in defined benefit obligation and plan assets — **Indian Rupees**

Particulars	April 1, 2019	Gratuity cost charged to statement of profit and loss					Remeasurement gains/(losses) in other comprehensive income						March 31, 2020
		Transfer in/(out) obligation	Service cost	Interest expense/ Interest income (net)	Benefit paid	Sub-total included in statement of profit and loss	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	
Gratuity													
Defined benefit obligation	**10,93,846**	-	2,57,765	64,994	-	14,16,605	-	37	(30,003)	10,756	(19,210)	-	**13,97,395**
Fair value of plan assets	**14,640**	-	-	372	-	15,012	706	-	-	-	706	-	**15,718**
Defined benefit liability (net)	**10,79,206**	**-**	**2,57,765**	**64,622**	**-**	**14,01,593**	**-706**	**37**	**(30,003)**	**10,756**	**(19,916)**	**-**	**13,81,677**

March 31, 2019 : Changes in defined benefit obligation and plan assets — **Indian Rupees**

Particulars	April 1, 2018	Gratuity cost charged to statement of profit and loss					Remeasurement gains/(losses) in other comprehensive income						March 31, 2019
		Transfer in/(out) obligation	Service cost	Interest expense/ Interest income (net)	Benefit paid	Sub-total included in statement of profit and loss	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	
Gratuity													
Defined benefit obligation	**85,28,324**	-	3,19,836	5,31,245	(13,49,134)	80,30,271	-	-	14,698	(69,51,123)	(69,36,425)	-	**10,93,846**
Fair value of plan assets	**5,92,187**	-	-	18,304	(13,49,134)	(7,38,643)	(2,46,717)	-	-	-	(2,46,717)	10,00,000	**14,640**
Defined benefit liability (net)	**79,36,137**	**-**	**3,19,836**	**5,12,941**	**-**	**87,68,914**	**2,46,717**	**-**	**14,698**	**(69,51,123)**	**(66,89,708)**	**(10,00,000)**	**10,79,206**

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Discount rate	5.75%	6.80%
Future salary increase	8.00%	10.00%
Attrition rate	40% at younger ages reducing to 5% at older ages	40% at younger ages reducing to 5% at older ages
Mortality rate	Indian Assured Lives Mortality (2012-14) Table	IALM(2006-08) published table of mortality rates
Retirement age	58 years	58 to 60 years

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

Particulars	Sensitivity level	(increase) / decrease in defined benefit obligation (impact)	
		Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Gratuity			
Discount rate	0.5% increase	13,80,961	10,79,148
	0.5% decrease	14,14,341	11,09,009
Salary increase	0.5% increase	14,13,728	11,08,435
	0.5% decrease	13,81,255	10,79,563
Withdrawal rates	10% increase	13,75,851	10,56,170
	10% decrease	14,22,599	11,35,997

The followings are the expected future benefit payments for the defined benefit plan :

Particulars	Year ended March 31, 2020 Indian Rupees	Year ended March 31, 2019 Indian Rupees
Gratuity		
Within the next 12 months (next annual reporting period)	4,22,232	2,76,901
Between 2 and 5 years	7,85,585	7,67,499
Beyond 5 years	2,32,992	2,31,583

Weighted average duration of defined plan obligation (based on discounted cash flows)

Particulars	Year ended March 31, 2020 Years	Year ended March 31, 2019 Years
Gratuity	2.91	2.99

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29. Related Party disclosures.

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Company are as follows :

Name of Related Parties and Nature of Relationship :

Relationship	Name of company/person
Holding company	Suvidha Infoserve Limited (w.e.f. 01-03-19) Infibeam Avenues Limied (Upto 28-02-19)
Subsidiary Company	Sine Qua Non Solutions Private Limited DRC Systems India Limited (formerly known as DRC Systems India Private Limited) (Upto 28-02-19)
Fellow subsidary	Infibeam Digital Entertainment Private Limited (Upto 28-02-19) Satelliteweave Ventures Limited (formerly known as Infinium India Limited) (Upto 23-01-19) Infibeam Logistics Private Limited (Upto 28-02-19) Odigma Consultancy Solutions Private Limited (Upto 28-02-19) Infibeam Global EMEA FZ - LLC (Upto 28-02-19) Avenues Infinite Private Limited (Upto 28-02-19)
Key Managerial Personnel (KMP) Non-executive directors	Pravin Anna Shirsat (w.e.f. 30.03.2019) Manoj Badu Menon (w.e.f. 30.03.2019) Ajit Champaklal Mehta (up to 31.01.2019) Malav Ajitbhai Mehta (up to 31.01.2019) Vishal Ajitbhai Mehta (up to 31.01.2019) Tushar Mahendra Patel (up to 06.12.2018) Roopkishan Sohanlal Dave (up to 31.01.2019)
Entities where by KMP or their relatives have significant influence	Infinium Motors Private Limited O3 Developers Private Limited (formerly known as Infinium Natural Resouraces Investment Private Limited) (Upto 28-02-19)

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Related party transactions

Indian Rupees

Particulars	Year ended	Holding company	Subsidiary	Fellow subsidiary	KMP	Associate company	Entities owned by KMP and relatives of KMP	Total
(I) (a) Sharing of expenses to: (Receivable)								
Infibeam Digital Entertainment Private Limited								
Other expenses:	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	78,05,619	-		-	78,05,619
Odigma Consultancy Solutions Private Limited								
ESOP expenses and other expenses:	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	30,18,349	-		-	30,18,349
Infibeam Logistics Private Limited								
Other expenses:	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	20,682	-		-	20,682
Satelliteweave Ventures Limited (formerly known as Infinium India Limited)								
ESOP expenses:	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	9,585	-		-	9,585
Infibeam Avenues Limied								
Other expenses:	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	58,647	-	-	-		-	58,647
Sine Qua Non Solutions Private Limited								
Other expenses:	31-Mar-20	-	17,61,448	-	-	-	-	17,61,448
	31-Mar-19	-	1,44,000	-	-		-	1,44,000
DRC Systems India Limited (formerly known as DRC Systems India Private Limited)								
Other expenses:	31-Mar-20	-	-	-	-	1,13,28,689	-	1,13,28,689
	31-Mar-19	-	47,495	-	-		-	47,495
ESOP expenses:	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	2,71,38,083	-	-		-	2,71,38,083

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Indian Rupees

Particulars	Year ended	Holding company	Subsidiary	Fellow subsidiary	KMP	Associate company	Entities owned by KMP and relatives of KMP	Total
(I) (b) Sharing of expenses from: (Payable)								
Suvidha Infoserve Limited								
Other expenses	31-03-2020	11,05,153	-	-	-	-	-	11,05,153
	31-03-2019	-	-	-	-	-	-	-
Infibeam Avenues Limied								
- ESOP cost paid (net of reversal cost of unvested options)	31-Mar-20	-	-	-	-	69,808	-	69,808
	31-Mar-19	3,88,33,696	-	-	-	25,10,771	-	4,13,44,467
-Other expenses	31-Mar-20	-	-	-	-	9,32,782	-	9,32,782
	31-Mar-19	9,33,201	-	-	-	1,31,993	-	10,65,194
Infibeam Logistics Private Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	5,81,235	-	-	-	5,81,235
(II) Sale of services / goods								
Suvidha Infoserve Limited	31-03-2020	2,58,90,903	-	-	-	-	-	2,58,90,903
	31-03-2019	-	-	-	-	-	-	-
Satelliteweave Ventures Limited (formerly known as Infinium India Limited)	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	15,25,78,064	-	-	-	15,25,78,064
Infinium Motors Private Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	-	-	-	17,45,634	17,45,634
Infibeam Avenues Limied	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	1,82,85,713	-	-	-	-	-	1,82,85,713
Vishal A Mehta	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	-	14,769	-	-	14,769

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Indian Rupees

Particulars	Year ended	Holding company	Subsidiary	Fellow subsidiary	KMP	Associate company	Entities owned by KMP and relatives of KMP	Total
Odigma Consultancy Solutions Private Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	12,08,00,000	-	-	-	12,08,00,000
Sine Qua Non Solutions Private Limited	31-Mar-20	-	83,31,658	-	-	-	-	83,31,658
	31-Mar-19	-	2,84,16,032	-	-	-	-	2,84,16,032
DRC Systems India Limited (formerly known as DRC Systems India Private Limited)	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	1,197	-	-	-	-	1,197
(III) Receipt of services / goods								
Suvidha Infoserve Limited	31-Mar-20	40,19,68,169	-	-	-	-	-	40,19,68,169
	31-Mar-19	-	-	-	-	-	-	-
Infibeam Avenues Limied	31-Mar-20	-	-	-	-	18,00,000	-	18,00,000
	31-Mar-19	22,20,85,118	-	-	-	6,38,783	-	22,27,23,901
Satelliteweave Ventures Limited (formerly known as Infinium India Limited)	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	18,21,34,045	-	-	-	18,21,34,045
Infibeam Logistics Private Limited	31-Mar-20	-	-	-	-	23,63,628	-	23,63,628
	31-Mar-19	-	-	1,72,20,420	-	-	-	1,72,20,420
Infibeam Logistics Private Limited (Rent)	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	99,000	-	-	-	99,000
(IV) Interest Income								
DRC Systems India Limited (formerly known as DRC Systems India Private Limited)	31-Mar-20	-	-	-	-	7,91,243	-	7,91,243
	31-Mar-19	-	20,32,115	-	-	-	-	20,32,115

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Indian Rupees

Particulars	Year ended	Holding company	Subsidiary	Fellow subsidiary	KMP	Associate company	Entities owned by KMP and relatives of KMP	Total
(V) Rental Expenses								
Suvidha Infoserve Limited	31-Mar-20	26,61,198	-	-	-	-	-	26,61,198
	31-Mar-19	-	-	-	-	-	-	-
Infibeam Avenues Limied	31-Mar-20	-	-	-	-	36,37,441	-	36,37,441
	31-Mar-19	33,34,321	-	-	-	3,03,120	-	36,37,441
O3 Developers Private Limited (formerly known as Infinium Natural Resouraces Investment Private Limited)	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	-	-	-	36,81,600	36,81,600
(VI) Loan and advances taken								
Infibeam Avenues Limied	31-Mar-20	-	-	-	-	7,50,000	-	7,50,000
	31-Mar-19	82,22,21,669	-	-	-	3,55,21,075	-	85,77,42,744
(VII) Repayment of loan and advances taken								
Infibeam Avenues Limied	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	1,00,64,21,563	-	-	-	1,20,15,68,299	-	2,20,79,89,862
(VIII) Advances given								
Infinium Motors Private Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	-	-		4,59,048	4,59,048
(IX) Repayment of loan and advance given								
Infibeam Digital Entertainment Private Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	21,48,710	-	-	-	21,48,710
DRC Systems India Limited (formerly known as DRC Systems India Private Limited)	31-Mar-20	-	-	-	-	3,29,96,215	-	3,29,96,215
	31-Mar-19	-	87,46,781	-	-	-	-	87,46,781
Odigma Consultancy Solutions Private Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	21,56,588	-		-	21,56,588

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Indian Rupees

Particulars	Year ended	Holding company	Subsidiary	Fellow subsidiary	KMP	Associate company	Entities owned by KMP and relatives of KMP	Total
(X) Loan Given								
DRC Systems India Limited (formerly known as DRC Systems India Private Limited)	31-Mar-20	-	-	-	-	27,00,000	-	27,00,000
	31-Mar-19	-	-	-	-	-	-	-
(XI) Purchase of Fixed Assets (Software)								
Infibeam Global EMEA FZ - LLC	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	10,73,05,200	-	-	-	10,73,05,200
(XII) Advance from customer								
Sine Qua Non Solutions Private Limited	31-Mar-20	-	3,85,855	-	-	-	-	3,85,855
	31-Mar-19	-	-	-	-	-	-	-
(XIII) Advance to supplier repaid								
Sine Qua Non Solutions Private Limited	31-Mar-20	-	56,49,037	-	-	-	-	56,49,037
	31-Mar-19	-	-	-	-	-	-	-
Balance outstanding as at :								
(I) Trade receivable								
Infibeam Digital Entertainment Private Limited	31-Mar-20	-	-	-	-	4,16,88,412	-	4,16,88,412
	31-Mar-19	-	-	-	-	4,16,88,412	-	4,16,88,412
Suvidha Infoserve Limited	31-Mar-20	38,600	-	-	-	-	-	38,600
	31-Mar-19	-	-	-	-	-	-	-
(II) Loans and advances given								
Sine Qua Non Solutions Private Limited	31-Mar-20	-	96,92,779	-	-	-	-	96,92,779
	31-Mar-19	-	96,92,779	-	-	-	-	96,92,779
(III) Advances to suppliers								
Sine Qoa Non Solutions Private Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	56,49,037	-	-	-	-	56,49,037
Infibeam Logistics Pvt Ltd	31-Mar-20					22,31,034		22,31,034
	31-Mar-19	-	-	-	-		-	-
Suvidha Infoserve Limited	31-Mar-20	25,693	-	-	-	-	-	25,693
	31-Mar-19	-	-	-	-	-	-	

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Indian Rupees

Particulars	Year ended	Holding company	Subsidiary	Fellow subsidiary	KMP	Associate company	Entities owned by KMP and relatives of KMP	Total
(IV) Advances from customer								
Sine Qoa Non Solutions Private Limited	31-Mar-20	-	3,85,855	-	-	-	-	3,85,855
	31-Mar-19	-	-	-	-	-	-	-
Suvidha Infoserve Limited	31-Mar-20	6,61,802	-	-	-	-	-	6,61,802
	31-Mar-19	-	-	-	-	-	-	-
(V) Receivable for reimbursement								
Infibeam Digital Entertainment Private Limited	31-Mar-20					1,55,38,305	-	1,55,38,305
	31-Mar-19	-	-	-	-	1,55,38,305	-	1,55,38,305
Infibeam Avenues Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	-	-	1,30,52,102	-	1,30,52,102
(VI) Payable for reimbursement								
Infibeam Avenues Limied	31-Mar-20					9,32,782	-	9,32,782
	31-Mar-19	-	-	-	-	-	-	-
Suvidha Infoserve Limited	31-Mar-20	-	-	-	-	-	-	-
	31-Mar-19	-	-	-	-	-	-	-
(VII) Provision for expenses								
Infibeam Logistics Pvt Ltd	31-Mar-20	-	-	-	-	3,62,557	-	3,62,557
	31-Mar-19	-	-	-	-	-	-	-
(VIII) Trade Payable								
Suvidha Infoserve Limited	31-Mar-20	1,28,15,691	-	-	-	-	-	1,28,15,691
	31-Mar-19	-	-	-	-	-	-	-

Terms and conditions of transactions with related parties:
1) Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in
2)For the year ended 31 March 2020, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2019: INR Nill). This assessment is undertaken each financial

Commitments with related parties:
The Company has not provided any commitment to the related party as at March 31, 2020 (March 31, 2019: Rs.Nil).

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30. Earning per share

Particulars	2019-20 Indian Rupees	2018-19 Indian Rupees
Earing per share (Basic and Diluted)		
Profit attributable to ordinary equity holders	(1,90,98,792)	(2,26,01,800)
Total number of equity shares at the end of the year	18,293	18,293
Weighted average number of equity shares		
For basic EPS	18,293	14,704
For diluted EPS	18,293	14,704
Nominal value of equity shares	10.00	10.00
Basic and diluted earning per share	(1,044.05)	(1,537.12)

31. Dues to Micro, Small and Medium Enterprises:

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the MSMED Act') accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2020 has been made in the financial statements based on information received and available with the Company.

Particulars	As at March 31, 2020 Indian Rupees	As at March 31, 2019 Indian Rupees
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyod the appointed day during the year) but without adding the interest specified under the MSMED Act;	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding period, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	-	-

On basis of information and records available with the Company, the above disclosures are made in respect of amount due to the micro, small and medium enterprises, which have been registered with the relevant competent authorities. The above information takes into account only those suppliers who have submitted their registration details or has responded to the inquiries made by the Company for this purpose.

32. Lease

The Company has taken number of warehouses and offices under operating leases. The warehouse and office leases typically run for a period of 1 to 6 years. These leasing arrangements are cancellable, and are renewable on a periodic basis by mutual consent on mutually accepted terms including escalation of lease rent. Total expense incurred under the cancellable operating lease agreement recognized as an expense in the Statement of Profit and Loss during the year is Rs 1,06,29,434 (March 31, 2019: Rs. 24,719,570)

33. Segment reporting

Operating segment:

Based on the "management approach" as defined in Ind AS 108 - Operating Segments and evaluation by the Chief Operating Decision Marker, primary reportable segments of the Company consists of: Ecommerce - sale of products and Ecommerce- Sale of software and ecommerce related ancillary services.

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Segment assets include all operating assets used by a segment and principally consists of operating cash, trade receivables, inventories and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities. Segment assets and liabilities do not include those relating to income taxes. There are certain assets which are used interchangeably between the segments by the Company's businesses, the same have not been fully identified to any of the reportable segments, and accordingly such assets are disclosed as 'unallocated'.

Segment expense comprises the expense resulting from the operating activities of a segment that is directly attributable to the segment or that can be allocated on a reasonable basis to the segment and expense relating to transactions with other segments. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practicable to provide segment disclosures relating to such expenses, and accordingly such expenses are separately disclosed as 'unallocated' and directly charged against total income.

Primary Segment:

Particulars	March 31, 2020	Indian Rupees March 31, 2019
Revenue		
Total Revenue		
Ecommerce - Sale of products	76,04,64,078	2,14,26,57,499
Ecommerce- Sale of software and ecommerce related ancillary services	79,08,66,789	47,67,55,067
Inter segment sales		
Ecommerce - sale of products	-	-
Ecommerce- Sale of software and ecommerce related ancillary services	-	-
External revenue		
Ecommerce - sale of products	76,04,64,078	2,14,26,57,499
Ecommerce- Sale of software and ecommerce related ancillary services	79,08,66,789	47,67,55,067
Total revenue	**1,55,13,30,867**	**2,61,94,12,566**
Segment result		
Ecommerce - sale of products	(8,41,23,599)	(18,99,20,822)
Ecommerce- Sale of software and ecommerce related ancillary services	8,97,28,899	43,60,77,569
Unallocated corporate expenses (net unallocated income)	2,45,84,050	22,88,04,356
Operating profit	(1,89,78,750)	1,73,52,391
Interest expense	12,97,335	90,18,520
Interest income	11,77,293	9,15,440
Profit / (loss) before tax	**(1,90,98,792)**	**92,49,311**
Income taxes	-	3,18,51,112
Profit / (loss) after tax	**(1,90,98,792)**	**(2,26,01,801)**

ZINZUWADIA & CO. CHARTERED ACCOUNTANTS

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Notes to the financial statements

Other Information:

Particulars	March 31, 2020	March 31, 2019
		Indian Rupees
Segment assets		
Ecommerce - sale of products	6,79,99,130	6,92,92,160
Ecommerce- Sale of software and ecommerce related ancillary services	42,94,48,443	21,03,74,909
Unallocated corporate assets	62,18,03,650	1,00,75,02,901
Total assets	**1,11,92,51,223**	**1,28,71,69,970**
Segment liabilities		
Ecommerce - sale of products	7,30,41,680	24,03,30,143
Ecommerce- Sale of software and ecommerce related ancillary services	1,68,74,043	1,64,36,434
Unallocated corporate liabilities	6,50,13,552	4,70,02,568
Total liabilities	**15,49,29,275**	**30,37,69,145**
Capital expenditure		
Ecommerce - sale of products	18,642	1,01,216
Ecommerce- Sale of software and ecommerce related ancillary services	19,388	17,107
Unallocated	2,983	17,50,76,943
Depreciation		
Ecommerce - sale of products	7,19,40,202	3,74,45,381
Ecommerce- Sale of software and ecommerce related ancillary services	7,48,14,831	63,26,928
Unallocated	1,15,09,974	10,91,39,507
Non cash expenses other than depreciation		
Ecommerce - sale of products	31,731	2,08,22,189
Ecommerce- Sale of software and ecommerce related ancillary services	33,000	3,17,87,005
Unallocated	4,08,25,421	3,23,91,014

Secondary segment:
Geographical segments for the Company are secondary segments. For management purposes, the Company is organised into two major operating geographies, India and Outside India. Since, more than 90% of the Company's business is from India, there is no secondary reportable segment. Thus the segment revenue, segment assets and total cost incurred to acquired segments assets are all as reflected in the financial statements for the year ended 31 March 2020

NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
Notes to the financial statements

34 : Financial instruments – Fair values and risk management
A. Accounting classification and fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values.
The management assessed that trade receivables, cash and cash equivalents, other bank balance, other financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
The following table provides the fair value measurement hierarchy of the Company's assets and liabilities other than assets and liabilities which approximate their carrying amounts largely due to the short-term maturities.

Quantitative disclosures fair value measurement hierarchy for assets and liabilities:

As at March 31, 2020

Particulars	Carrying amount				Fair value			
	Amortised Cost	Fair value through		Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
		Other comprehensive income	Profit and loss					
Financial assets								
Other financial assets	4,38,174	-	-	4,38,174	-	-	4,38,174	4,38,174
				-	-	-	-	-
	4,38,174	-	-	4,38,174	-	-	4,38,174	4,38,174
Financial liabilities								
Borrowings								
Non current borrowings	-	-	-	-	-	-	-	-
Current borrowings		-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

As at March 31, 2019

Particulars	Carrying amount				Fair value			
	Amortised Cost	Fair value through		Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
		Other comprehensive income	Profit and loss					
Financial assets								
Other financial assets	4,38,174	-	-	4,38,174	-	-	4,38,174	4,38,174
				-	-	-	-	-
	4,38,174	-	-	4,38,174	-	-	4,38,174	4,38,174
Financial liabilities								
Borrowings								
Non current borrowings	-	-	-	-	-	-	-	-
Current borrowings		-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

Fair value hierarchy
Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Level 2 - Valuation technique and significant observable inputs for assets and liabilities:
The fair value of other financial asset is derived based on market observable interest rate.
There are no transfer between level 1 and level 2 during the year.

B. Financial risk management
The Company has exposure to the following risks arising from financial instruments:
• Credit risk ;
• Liquidity risk ; and
• Market risk

i. Risk management framework
The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages market risk through a treasury operations, which evaluates and exercises independent control over the entire process of market risk management. The treasury team recommends risk management objectives and policies. The activities of this operations include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

ii. Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities. The carrying amount of following financial assets represents the maximum credit exposure.

ZINZUWADIA & CO. CHARTERED ACCOUNTANTS

Cash and cash equivalents
The company maintains its Cash and cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

Trade receivables
Trade receivables of the company are typically unsecured. Credit risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which company grants credit terms in the normal course of business. The company performs ongoing credit evaluations of its customers' financial condition and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. The company has no concentration of credit risk as the customer base is geographically distributed.

The maximum exposure to credit risk for trade receivables by geographic region was as follows:

Particulars	Carrying amount as at	
	31 March 2020	31 March 2019
Domestic	11,46,43,511	6,42,23,565
Other regions	12,02,23,859	13,42,18,926
	23,48,67,370	19,84,42,491

Impairment
The ageing of trade and other receivables that were not impaired was as follows.

Particulars	Carrying amount			
	March 31, 2020		March 31, 2019	
	Upto 0-180 days	More than 180 days	Upto 0-180 days	More than 180 days
Gross	13,81,37,521	9,67,29,849	11,54,65,893	9,19,23,430
Less: Provision	-	50,34,679	-	89,46,832
Net	13,81,37,521	9,16,95,170	11,54,65,893	8,29,76,598

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. These financial assets were not impaired as there had not been a significant change in credit quality and the amounts were still considered recoverable based on the nature of the activity of the customer portfolio to which they belong and the type of customers. There are no other classes of financial assets that are past due but not impaired except for Trade receivables as at March 31, 2020 and March 31, 2019

34. Financial instruments – Fair values and risk management (contd.)

iii. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system.

The table below summarises the maturity profile of the Company's significant financial liabilities:

Particulars	On demand	Less than one year	More than one year
Year ended March 31, 2020			
Interest bearing borrowings	-	-	-
Short term borrowing - Under LC Agreement	-	-	-
Trade payables	-	5,12,07,796	-
Other financial liabilities	-	4,36,71,548	-
	-	**9,48,79,344**	-
Year ended March 31, 2019			
Interest bearing borrowings	-		-
Short term borrowing - Under LC Agreement	-	-	-
Trade payables	-	20,47,81,571	-
Other financial liabilities	-	3,21,20,813	-
	-	**23,69,02,384**	-

iv. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings, deposits.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, USD and Euro. The Company has foreign currency trade payables and receivables and is, therefore, exposed to foreign exchange risk. The Company does not use any derivative instruments to hedge its risks associated with foreign currency fluctuations.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and Euro rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Year ended	Change in USD rate	Effect on profit before tax
March 31, 2020	**+5%**	**58,23,288**
	-5%	**(58,23,288)**
March 31, 2019	**+5%**	**18,86,663**
	-5%	**(18,86,663)**

Year ended	Change in Euro rate	Effect on profit before tax
March 31, 2020	**+5%**	**16,06,624**
	-5%	**(16,06,624)**
March 31, 2019	**+5%**	**48,37,327**
	-5%	**(48,37,327)**

ZINZUWADIA & CO. AHMEDABAD M No. 122147 CHARTERED ACCOUNTANTS

35. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

Particulars	March 31, 2020 Indian Rupees	March 31, 2019 Indian Rupees
Loans and borrowings	-	-
Less: cash and cash equivalent (including other bank balance)	82,78,410	3,70,86,675
Net debt	**82,78,410**	**3,70,86,675**
Equity share capital	1,82,930	1,82,930
Other equity	96,41,39,019	98,32,17,895
Total capital	96,43,21,949	**98,34,00,825**
Capital and net debt	97,26,00,359	**1,02,04,87,500**
Capital gearing ratio:	-	-

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2020 and March 31, 2019

36. At March 31, 2020 the Company's paid up capital is Rs 182,930 and the accumulated losses aggregated Rs 331,453,467. The management is hopeful about the positive operational performance, improved business plan and continued support from Suvidhaa Infoserve Limited will enable the Company to settle its obligations as they fall due. Accordingly, the financial statements have been prepared assuming that the Company will continue as a going concern. Accordingly no adjustments has been carried out on the assets and liabilities as at the balance sheet date.

37. Employees Stock Options Scheme
Pursuant to the Employees Stock Options Scheme (ESOP) established by the erstwhile holding company (i.e. Infibeam Avenues Limited), stock options were granted to the employees of the Company. The ESOP cost is being recovered over the period of vesting by the erstwhile holding company. Accordingly, cost of Rs. 69,808 (March 31, 2019: Rs. 41,344,468) is recovered by the erstwhile holding company during the year. In turns, the Company has recovered ESOP cost Rs. NIL (March 31, 2019: Rs. 30,091,437) from fellow subsidiaries.The cost recovered for the year is net of reversals on account of unvested options lapse relating to an employee who resigned during the year.

38. Addition to the intangible assets under development includes capitalisation of ESOP cost and salary cost amounting to Nil (March 31, 2019: Rs.7,337,909) and Nil (March 31, 2019: Rs.59,042,339) respectively.

39 Disclosure pursuant to Ind AS 115 "Revenue from contract with customers":

a. Disaggregation of revenue
The table below presents disaggregated revenue from contract with customer for the year ended March 31, 2020 by offerings.

i) Revenue by offerings

Indian Rupees

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Digital payment and checkout web services	62,04,50,039	37,60,55,067
E-Commerce related web services	17,04,16,750	10,07,00,000
E-Commerce - sale of products	76,04,64,078	2,14,26,57,499
Total	**1,55,13,30,867**	**2,61,94,12,566**

Digital payment and checkout web services
It comprises revenue from providing checkout web sevices platform solutions. This enables eCommerce websites to sell products and services online, and accept payments in real time.

E-Commerce related web services
These primarily include a comprehensive suite of E-Commerce related web services comprising of technical analysis and testing of software web services, digital advertising, and infrastructure related services.

E-Commerce - sale of products
These primarily include sale of various categories of products through online multi-brand retail trading activity by web portal using B2B and B2C verticals.

ii) Refer note 33 for disaggregation of revenue by geographical segments

iii) The Company believes that this disaggregation best depicts how the nature, amount, timing of its revenues and cash flows are affected by industry, market and other economic factors.

b) Changes in contract assets are as follows:

Indian Rupees

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the beginning of the year	3,04,983	4,18,43,731
Revenue recognised during the year	23,15,17,438	3,05,284
Invoices raised during the year	3,04,983	13,82,498
Reversal of balance at the beginning of	-	4,04,61,533
Balance at the end of the year	**23,15,17,438**	**3,04,983**

40 Balances of debtors, creditors, Loans and advances are subject to reconciliation and confirmations.

41 During the year, erstwhile holding company Infibeam Avenues Limited ('the Company') have entered into Scheme of Arrangement as follows:

(a) Demerger of the SME E-Commerce Services Undertaking of the Company and transfer the same to Suvidhaa Infoserve Limited ('Suvidhaa') which includes issuance of equity shares by Suvidhaa to the equity share holders of the Company;

(b) Demerger of the E-Commerce Business Undertaking of NSI Infinium Global Limited ('NSI') and transfer the same to Suvidhaa which includes issuance of equity shares by Suvidhaa to the equity share holders of NSI.

The accounting impact of the same would be given in the books of account on approval of the Scheme by the Regulatory Authority on appointed date.

42 World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on 24-03-2020 which has impacted the business activities of the Company. On account of this, the Company has prepared cash flow projections and also, assessed the recoverability of receivables, contract assets, factored assumptions used in annual impairment testing of goodwill and intangible assets having indefinite useful life, using the various internal and external information up to the date of approval of these financial statements. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets and does not anticipate any impairment to these financial and nonfinancial assets. The Company will continue to closely monitor any material changes to future economic conditions.

43 Previous year figures have been regrouped or recast wherever necessary to make them comparable with those of current year.

As per our report of even date attached

For, Zinzuwadia & Co
Chartered Accountants
ICAI Firm Registration No.: 116210W

Uday S Ranpara
Partner
Membership No.: 122141
Gandhinagar
Date : June 01,2020

ZINZUWADIA & CO. AHMEDABAD M. No. 122141 FRN No. 116210W CHARTERED ACCOUNTANTS

For and on behalf of the board of directors of
NSI Infinium Global Limited
(formerly known as NSI Infinium Global Private Limited)
CIN: U64203GJ2002PLC040741

Pravin Anna Shirsat
Director
DIN: 07797139
Gandhinagar
Date : June 01,2020

Pankil J. Chokshi
Director
DIN: 08348419
Gandhinagar
Date : June 01,2020

NSI INFINIUM GLOBAL LIMITED

KUNVARJI
SINCE 1960
Driven By Knowledge

Date: September 24, 2020

To
The Board of Directors
Suvidhaa Infoserve Limited
Unit No 02, 28th Floor, GIFT-II Building,
Block No. 56, Road-5C,
Zone-5, GIFT City,
Gandhinagar - 382355
Gujarat, India

Dear Sir,

Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to the Suvidhaa Infoserve Limited in the Abridged Prospectus in compliance with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the purpose of Composite Scheme of Arrangement between Infibeam Avenues Limited ("IAL" or "Demerged Company 1"), Suvidhaa Infoserve Limited ("SIL" or "Resulting Company 1"), DRC Systems India Limited ("DRC" or "Resulting Company 2") and NSI Infinium Global Limited ("NSI" or "Demerged Company 2") and their respective shareholders and creditors under section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme").

We, M/s Kunvarji Finstock Private Limited **("KFPL" or "Kunvarji" or "We" or "us"),** a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012564 have been appointed by Board of Directors **(the "Board")** of Suvidhaa Infoserve Limited for the purpose of certifying the adequacy and accuracy of disclosure of information provided in its Abridged Prospectus in connection with the Composite Scheme of Arrangement between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited.

1. Scope and Purpose of the Certificate:

SEBI vide Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 **("SEBI Circular")** inter alia prescribed that the listed entity (in the present case **"IAL"**) shall include the applicable information pertaining to the unlisted entity involved in the scheme (in the present certificate, **"SIL"**) in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("ICDR Regulations")**, in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the

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Kunvarji Finstock Pvt. Ltd.
Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Makarba, Ahmedabad - 380 051.
Phone:+91 79 6666 9000 | Fax : + 91 79 2970 2196 | Email: info@kunvarji.com
Corporate Office : 05, The Summit Business Bay , Andheri East , Mumbai 400093.
T : + 91 22 26813200.
CIN - U65910GJ1986PTC008979
www.kunvarji.com

000032/2020

scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

2. Certification:

We state and confirm as follows:

1) We have examined various documents and other materials made available to us by the management of IAL and SIL in connection with finalization of Abridged Prospectus dated 24-09-2020 pertaining to SIL which will be circulated to the members of all the companies i.e. IAL, SIL, DRC and NSI at the time of seeking their consent to the Composite Scheme of Arrangement between IAL, SIL, DRC and NSI as a part of explanatory statement to the notice.

2) On the basis of such examination and the discussion with the management of IAL and SIL, we confirm that:

A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to SIL.

B. The Abridged Prospectus contains applicable information pertaining to SIL as required in terms of SEBI Circular which, in our view is fair, adequate and accurate to enable the members to make an informed decision on the Composite Scheme of Arrangement.

3. Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of SIL.
- Carrying out a market survey / financial feasibility for the Business of SIL.
- Financial and Legal due diligence of SIL.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information,

we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of IAL and SIL.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of IAL and SIL during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

The fee for our services is not contingent upon the result of the Composite Scheme of Arrangement.

The management of SIL, IAL or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Composite Scheme of Arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc.)

In no event, KFPL, its Directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Yours faithfully,

For, Kunvarji Finstock Private Limited

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Kunvarji Finstock Pvt. Ltd. Ahmedabad

Mr. Atul Chokshi
Director (DIN: 00929553)

Date: 24-09-2020
Place: Ahmedabad

APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS [AS SPECIFIED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 [SEBI ICDR REGULATIONS]

This document contains applicable information pertaining to the unlisted entity, Suvidhaa Infoserve Limited, involved in the proposed Composite Scheme of Arrangement under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors (**'Scheme'**) in terms of requirement specified in Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**'SEBI Circular'**).

THIS ABRIDGED PROSPECTUS CONTAINS 16 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

SUVIDHAA INFOSERVE LIMITED

CIN: U72900GJ2007PLC109642

Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5 GIFT City, Gandhinagar, Taluka & District - Gandhinagar – 382 355, Gujarat

Contact Person: Mr. Jitendra Gupta – Company Secretary

Telephone: 022 - 6776 5300, 91+ 9223225225 **Fax:** 022 – 6776 5200

E-mail: legal@suvidhaa.com; **website:** www.suvidhaa.com

Promoters of Suvidhaa Infoserve Limited:**

Mr. Paresh Rajde

***Upon the Scheme of Arrangement (as defined hereinafter) becoming effective, the promoters of Suvidhaa Infoserve Limited shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations")*

CONSIDERATION UNDER THE SCHEME OF ARRANGEMENT, LISTING AND PROCEDURE

Pursuant to the Composite Scheme of Arrangement between Infibeam Avenues Limited ("Demerged Company 1"), Suvidhaa Infoserve Limited ("Resulting Company 1"), DRC Systems India Limited ("Resulting Company 2") and NSI Infinium Global Limited ("Demerged Company 2") and their respective shareholders and creditors in connection with the demerger of SME E-Commerce Services Undertaking of Demerged Company 1 in Resulting Company 1, each shareholder of Infibeam Avenues Limited shall be issued 197 (One Ninety Seven) fully paid up equity shares of face value of Re. 1 (Indian Rupee One) each of Suvidhaa Infoserve Limited as fully paid up for every 1,500 (One Thousand Five Hundred) equity shares of Re. 1/- (Indian Rupee One) each held by such shareholder in Infibeam Avenues Limited and in connection with demerger of E-Commerce Business Undertaking of Demerged Company 2 in Resulting company 1, each

shareholder of NSI Infinium Global limited shall be issued 1,10,229 (One Lac Ten Thousand Two Hundred Twenty-Nine) equity shares of Re. 1/- (Indian Rupee One) each of Suvidhaa Infoserve Limited as fully paid up for every 20 (Twenty) equity shares of Rs. 10/- (Indian Rupees Ten) each held by such shareholder in NSI Infinium Global Limited. Further, pursuant to the Scheme of Arrangement, and subject to applicable laws and receipt of requisite approvals, including exemption from Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (the "SCRR") to be obtained from the Securities and Exchange Board of India ("SEBI"), the equity shares would be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

PROCEDURE:
The procedure with respect to the issue/offer would not be applicable as there is no issue of equity shares to the public at large, except to the shareholders of Demerged Company 1 and Demerged Company 2, pursuant to the Scheme without cash consideration. Accordingly, the requirement with respect to the GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

ELIGIBILITY FOR THE ISSUE

In compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;

The equity shares sought to be listed are proposed to be allotted by the Resulting Company 1 to the shareholders of Demerged Company 1 and Demerged Company 2 pursuant to the Scheme to be sanctioned by NCLT under sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an Offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the time frame cannot be established with certainty.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this abridged prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Resulting Company 1, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ('SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme. Specific attention of the investors is invited to Internal Risk Factors beginning on page 13 of this Abridged Prospectus

PRICE INFORMATION OF LEAD MANAGER

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Demerged Company 1 and Demerged Company 2 pursuant to the Scheme.

DETAILS OF THE STATUTORY AUDITOR

Name: S A H B Associates
Chartered Accountant
Firm Registration No. – 141280W
Address: 306, 3rd Floor, M.K.Bhavan, 300 Shahid Bhagat Singh Road, Fort, Mumbai – 400 001
Phone: (022) 22644311
E-mail: info@sachinacharyaca.in

PROMOTERS OF SUVIDHAA INFOSERVE LIMITED

Paresh is the Founder/promoter of Suvidhaa Infoserve, India's largest & fastest growing S-Commerce® company engaged in digital distribution of customer-centric services and payments. He is comprehensive, strategic, one step ahead, and a powerful entrepreneur. Paresh founded Suvidhaa in 2007 and raised an angel investment from Mr. Shapoor Pallonji Mistry, Chairperson of one of India's largest construction conglomerate. Paresh lead from the front in successfully building the company as Managing Director as on date and before that as Chairman & CEO and secured 3 Series of funding from globally acclaimed investors. Suvidhaa today, has a footprint of over 90,000 small retail touch points across 2500+ towns in India and services over 40 mn unique customers. Suvidhaa was *recognized as the "Most Trusted Retail Services Brand" as per The Brand Trust Report – India Study 2013,*

Before seeding Suvidhaa, Paresh founded Forbes Infotainment Limited and as CEO of Forbes Infotainment, he launched "DhanDhanaDhan" Online lottery, a brand that achieved Rs.3000 mn turnover in its inaugural years. He successfully exited from the business and sold the venture to Shapoorji Pallonji Group.

Paresh, a qualified Chartered Accountant, has received several Indian & International Awards & accolades. The "Best Business Achiever (SME) Award 2009" by Institute of Chartered Accountants of India (ICAI), the Girnar Award (2007), the SKOCH Awards for Digital Inclusion in 2010 & Financial Inclusion in 2011, to name a few. Acknowledging Paresh's vision of an inclusive growth & livelihood promotion of rural & urban poor, the International Finance Corporation (IFC, World Bank Group) honoured Paresh with its "Inclusive Business Leader" Award in 2011 and in October 2012 featured him as "Inclusive Business Pioneer" in its Report "Being the Change: Inspiring the Next Generation of Inclusive Business Entrepreneurs impacting the Base of the Pyramid".

Paresh was a member of several Committees of various Industry Bodies & Institutions like FICCI, IAMAI, BCFI & ICAI and he has addressed several prestigious Government & Industry Forums worldwide and the IFC's Inclusive Business Leaders Forum at Washington, USA (2011) & Tokyo (2012), the GSMA NFC Mobile Money Summit at Milan (2012) & the Money 2020 Conference in Las Vegas to name a few.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

Suvidhaa Infoserve Limited is registered to provide facility to make payments for a host of services like utility bill payment, renewal insurance premium collection, telecom, mobile, DTH recharges besides travel ticketing (rail, air and bus), domestic remittance services, merchant acquiring services etc.

Further, the Memorandum of Association of Suvidhaa Infoserve Limited authorizes it to undertake the following activities:

"1. To carry on the business of aggregator, distributor, facilitator, enabler to the service providers, manufacturers of various products/services including but not limited to financial institutions within India and across the world directly or indirectly through marketing,

promotion, distribution including but not limited to digital or physical network and providing the various services including value added services and/or products, information thereon by using various technologies, facilitating and/or providing payment solutions and / or payment processing for its users which could be business, government, consumers or any other entity.

2. To carry on the business of providing technology solutions, infrastructure, platforms, applications and services including but not limited to design, develop, operate and maintain for businesses, government agencies, customers or any other entity."

Company was incorporated with a vision to build a robust and easily accessible platform that will offer every household, access to a world of services within their own neighborhood. True to its vision, our company offers the facility to make payments for a host of services like utility bill payments services, Renewal Insurance Premium Collection Services, Telecom/DTH/Mobile recharges besides Travel ticketing (Rail/ Air/ Bus), Domestic Remittance Services and more recently, Merchant Acquiring Services. Over 300 Service Providers ride Suvidhaa's robust S-commerce platform to reach their last mile.

These Services are offered through a vast network of small retail touchpoints (retailers/agents) on normal mom & pop general stores across India, our company today has more than 90,000 franchisee retail touchpoints, across the country. These Touchpoints are equipped with PC/laptop/Tab/Mobile, data connectivity and printer & in many locations with biometrics fingerprints scan devices.

BOARD OF DIRECTORS

Set forth below are the details regarding the Board of Directors of Suvidhaa Infoserve Limited as on date:

Sr. No.	Name	Designation (Independent / Whole Time / Executive / Nominee)	Experience including current / past position held in other Companies
1.	Mr. Paresh Rajde	Managing Director	Paresh is the Founder/promoter of Suvidhaa Infoserve, and raised an angel investment from Mr. Shapoor Pallonji Mistry, Chairperson of one of India's largest construction conglomerate. Paresh lead the company from the front in successfully building the company as Managing Director as on date and before that as Chairman & CEO and secured 3 Series of funding from globally acclaimed investors. Prior to starting Suvidhaa, Paresh founded Forbes Infotainment Limited and as CEO of Forbes Infotainment, he launched "DhanDhanaDhan" Online lottery, a brand that achieved Rs.3000 mn turnover in its inaugural years. He successfully exited from the business and sold the venture to Shapoorji Pallonji Group. Paresh, a qualified Chartered Accountant, has received several Indian & International Awards & accolades. The "Best Business Achiever (SME)

Sr. No.	Name	Designation (Independent / Whole Time / Executive / Nominee)	Experience including current / past position held in other Companies
			Award 2009" by Institute of Chartered Accountants of India (ICAI), the Girnar Award (2007), the SKOCH Awards for Digital Inclusion in 2010 & Financial Inclusion in 2011, to name a few. Acknowledging Paresh's vision of an inclusive growth & livelihood promotion of rural & urban poor, the International Finance Corporation (IFC, World Bank Group) honoured Paresh with its "Inclusive Business Leader" Award in 2011 and in October 2012 featured him as "Inclusive Business Pioneer" in its Report "Being the Change: Inspiring the Next Generation of Inclusive Business Entrepreneurs impacting the Base of the Pyramid". Paresh was a member of several Committees of various Industry Bodies & Institutions like FICCI, IAMAI, BCFI & ICAI; has addressed several prestigious Government & Industry Forums worldwide and the IFC's Inclusive Business Leaders Forum at Washington, USA (2011) & Tokyo (2012), the GSMA NFC Mobile Money Summit at Milan (2012) & the Money 2020 Conference in Las Vegas to name a few. In addition to Suvidhaa, he holds directorship / partnership in: 1. Innowin Finserve Private Limited
2.	Mr. Prashant Thakar	Director & CFO	Mr. Prashant Thakar is working with company as Director & Chief Financial Officer and is associated with the company from last 10 years on different positions for the growth of company. He leads 04 departments in the organization i.e. Human Resource, Finance & Accounts, Administration and Legal and plays very crucial role in the growth story of Suvidhaa. Mr. Prashant has excellent academic records and holds degree of Bachelor of Commerce from Mumbai University and topped in the college, Diploma in Accounting Technician from Institute of Chartered Accountants of India ("ICAI"), MBA in Finance from Indian Institute of Management – Culcutta (IIMC) with "A" grade and led a group of 81 students. He has more than 18 years of experience in the areas of Finance, Accounting, Budgeting, Taxation, and Fund raising with strategic planning along with good experience in Legal & Secretarial.

Sr. No.	Name	Designation (Independent / Whole Time / Executive / Nominee)	Experience including current / past position held in other Companies
			He has worked with varied sectors of industry in his career such as Asian Paints, Cobra Group, Peoples Group which includes but not limited to shaadi.com, fropper.com, makaan.com, astrolife.com, and he used to always report to the senior management team and led the companies, to reach their ultimate goals. Mr. Prashant Thakar is a well- known name in the finance industry with in-depth knowledge of accounting & finance and has always deliberated and represented his views on Finance Bills and on other Finance related activities vide various mediums like articles in magazine/s or newspaper article; many a times he represented the company on TV interviews and has addressed various conferences. In addition to Suvidhaa, he holds directorship / partnership in: 1. Innowin Finserve Private Limited.
3.	Mr. Nilesh Gor	Director	Mr. Nilesh Gor has been appointed as Director of Suvidhaa and before that he was working as Senior Manager of Accounts & Finance Department and he is associated with our company from last 10 years and has worked in the Company on different positions. He has more than 20 years of experience in the areas of Finance, Accounting, Banking, Business network handling, and being the business communication/network point for the business partners and is currently leading the Business relationship management of the company. He holds a degree of Bachelor of Commerce in accounting & Finance from University of Mumbai. He has also done a Post Graduate Diploma in Management (“PGDM”) from Welingkar Institute in Finance Management.
4.	Mr. Vinayak Jadhav	Additional Director (Independent Director)	Mr. Vinayak Jadhav, aged 61 years is the Independent Director of Suvidhaa and provides his valuable advice to the Board on different aspects. He has more than 40 years of experience in Finance Domain with vide exposure / competences in

Sr. No.	Name	Designation (Independent / Whole Time / Executive / Nominee)	Experience including current / past position held in other Companies
			Business Growth Strategy/advisory, Fund raising (debt/equity) at large scale/Greenfield Projects, Stress Asset Management, Costing and Finance Accounting, Business Monitoring Process, Forex and treasury Operations, Financial Controls and Monitoring System, Team Building, Risk Management, Debt Restructuring etc. Mr. Vinayak Jadhav is Associate Cost Accountant from ICWAI, Associate Company Secretary from ICSI, Master Degree in Finance Management from Jamnalal Bajaj Institute of Management Studies ("JBIMS") and a master Diploma in corporate training from Indian Academy of Training & Development. He had worked with different group of companies in his experience such as ION exchange, Bajaj Electrical Limited, TATA International Limited, Advani Oerlikon Limited, Aplab Oerilikon Limited. His career chart has grown to the position of Deputy Group Chief Financial Officer (CFO) and Board member of group companies in Hindustan Construction Company Limited (""HCC Group") He is Faculty to the JBIMS Business School, a Professional Business Coach, awarded as Top 100 CFO from the Institute of CFO, Mumbai for the year 2013 to 2015
5	Mr. Sanjay Goel	Additional Director (Independent Director)	Mr. Sanjay Goel has work experience of over 33 years in various capacities and industries in cities across India. As CEO of Goel trading company worked as Distribution head for Fertilizers of TATA steel and SAIL for Bengal and Bihar, worked as export manager for Martin Burn Limited, worked with corporates as Land Consolidator, Director of JV Pack Co. Pvt Limited ancillary unit of IFFCO phulpur (UP) for manufacture and supply of empty fertilizer bags and managed over 300 employees. AT GTC corporation, besides running transport operations he has managed logistics for big events entailing a team of over 70 people and 30 vehicles. He has managed entire garment supply chain, run large warehouse operations, done demand forecasting and demand planning for inventory optimization, as supply chain manager to Up market Brands a Division of Forbes Group has managed

Sr. No.	Name	Designation (Independent / Whole Time / Executive / Nominee)	Experience including current / past position held in other Companies
			back end operations for prestigious brands like DAKS London, SavileRowCo and Trussardi involving managing supplies to UMBD network of 22 stores across India, Operated Large warehouses for BP Energy Pvt Limited, a British Petroleum Company. Started Pet Travel Division and hopes to make very big in next 18 months, Partner in Arihant Venkateshwara Housing, Promoters of Green City an mega township, Involved in LIG Housing at Mumbai as partner in EPC Builders, Advisor to Lohruka Group of Hotels on expansion, Established Speaker having spoken at various seminars/forum across India & abroad Director at Disha Loharuka Private Limited, a mega township of three million square feet. He holds degree of Bachelor of Commerce with Honours, Diploma in Computer Software, C.F.A. (Chartered Financial Analyst), Master of Business Administration ("MBA"), and Doctor of Medicine (Alternative Medicine). He is associated with Indian Merchant's Chamber, Confederation of Indian Industry ("CII"), Maharashtra Chamber of Commerce, International Pet and Animal Transportation Association ("IPATA"): country reviewer for Bangladesh, Vice Chairman of Navi Mumbai Chambers of Business and Industries, Supply Chain Asia – Exco member and Country representative India, Institute of Directors, Council of Supply Chain Management Professionals. He is very well socialized too and associated with many social groups such Past President of Lions club of Khargar, Life time Member of Cricket Association of Bengal, Honorable secretary of St. Xavier's College Culcutta alumni Association, Working Committee Member of Agroha Vikas Trust (Vashi/khargar), Life time Member of International Naturopathy Organisation, Founder president of Agarwal Samaj Khargar, President of Akhil Bhartiya Agrawal Sammelan (Navi Mumbai Sammit)

OBJECTS OF THE ISSUE

Details of means of finance: Not applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues, if any, of Suvidhaa Infoserve Limited in the preceding 10 years: Not applicable

Name of Monitoring Agency, if any: Since there is no issue of equity shares to the public at large except to the existing shareholders of the Demerged Company 1 and Demerged Company 2, pursuant to the Scheme, the appointment of a monitoring agency is not required.

Terms of issuance of convertible security, if any: Not applicable

Shareholding Pattern

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post Scheme of Arrangement becoming effective	% of holding post Scheme of Arrangement becoming effective
1.	Promoter and promoter group*	8,04,19,440	76.01%	8,04,19,440	39.58%
2.	Public	2,53,82,445	23.99%	12,24,01,077	60.24%
3.	Non promoter – Non public**	-	-	3,67,249	0.18%
	Total	10,58,01,885	100%	20,31,87,766	100%

**Upon the Scheme of Arrangement becoming effective, the promoters and promoter group of Suvidhaa Infoserve Limited shall be identified in accordance with SEBI ICDR Regulations.*

*** Shares in Non promoter – Non public shareholding are the shares to be held by employee trust of Demerged Company 1*

Number/ amount of equity shares proposed to be sold by selling shareholders - if any: Not Applicable

AUDITED FINANCIALS

Standalone Financial Information

(All amounts are in Crores except where otherwise stated and as per IGAAP)

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
Total revenue from operations (net)	170.72	82.52	18.84	62.05	84.99
Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)	10.12	8.93	2.11	(6.30)	(16.69)

Net Profit / (Loss) before tax and extraordinary items / exceptional item	2.95	5.81	(1.31)	(11.26)	(20.36)
Net Profit / (Loss) after tax and extraordinary / exceptional items	2.47	5.80	4.13	(11.26)	(20.36)
Equity Share Capital (Face value of Re. 1/- each)	10.58	10.53	1.17*	1.03	1.03
Series A Compulsorily convertible preference shares (Face value of Re. 1/- each)	-	-	1.45	1.45	1.45
Series B and C Compulsorily convertible preference shares (Face value of Rs. 3/-each)	-	-	6.26	6.26	6.26
Reserves and Surplus / Other Equity	50.89	47.47	(13.96)	(18.09)	(6.82)
Net worth	61.47	58.00	(5.21)	(9.34)	1.92
Basic earnings per share (in Rs.)	Rs. 0.23	Rs. 0.65	Rs. 3.99	Rs. (10.91)	Rs. (19.75)
Diluted earnings per share (in Rs.)	Rs. 0.23	Rs. 0.65	Rs. 3.99	Rs. (10.91)	Rs. (19.75)
Return on net worth (%)	4.02%	10.00%	(79.06%)	(120.56%)	(1061.70%)
Net asset value per share	Rs. 5.81	Rs. 5.51	Rs. (1.14)	Rs. (2.04)	Rs. 0.42

* Includes share application money of Rs. 0.14 crore

Consolidated Financial Information

(All amounts are in Crores except where otherwise stated and as per IGAAP)

Particulars	**As on March 31, 2020**	**As on March 31, 2019**	**As on March 31, 2018**	**As on March 31, 2017**	**As on March 31, 2016**
Total revenue from operations (net)	283.32	-	-	-	-
Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)	24.05	-	-	-	-
Net Profit / (Loss) before tax and extraordinary items / exceptional item	1.02	-	-	-	-
Net Profit / (Loss) after tax and extraordinary items / exceptional item	0.54	-	-	-	-
Equity Share Capital (Face value of Re. 1/- each)	10.58	-	-	-	-

Compulsorily convertible preference shares (Face value of Re. 1/- each)	-	-	-	-	-
Reserves and Surplus / Other Equity	89.50	-	-	-	-
Net worth	100.08	-	-	-	-
Basic earnings per share (in Rs.)	Rs. 0.24	-	-	-	-
Return on net worth (%)	0.54%	-	-	-	-
Net asset value per share (in Rs.)	Rs. 9.46	-	-	-	-

EXTERNAL RISK FACTORS

1. **Regulators, Economic, Social and Political Uncertainties:**

   Suvidhaa is incorporated in India. It's Equity shares are to be listed on the BSE and/or the NSE subject to the receipt of the final listing and trading approvals from the respective stock exchanges. Consequently, our business, operations, financial performance and the market price of company's equity shares will be affected by the interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

   Important factors that could cause actual results to differ materially from our company's expectations include, but are not limited to the following:

   i. Adverse economic conditions or reduced information technology spending;
   ii. New Government initiatives to cover the unbanked peoples of country;
   iii. RBI's Initiatives to strengthen the Rural banking

2. **Any Adverse revision to India's debt rating by a domestic or international rating agency could adversely affect company's business:**

   India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

3. **The occurrences of natural or man-made disasters could adversely affect company's results of operations, cash flows and financial conditions, Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and company's business:**

   Our operations may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, tsunamis and cyclones and other events such as protests, riots, wars, pandemic and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which may affect our business. Damage or destruction that interrupts our operations could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. While our insurance policies for assets cover such natural disasters, such policies may not be adequate to cover the loss arising from

these events, which could adversely affect our results of operations and financial condition and the price of our Equity Shares.

Additionally, India has from time to time experienced instances of civil unrest and terrorist attacks, regional or international hostilities or other acts of violence of war as well as other adverse social, economic and political events. These events could lead to political or economic instability in India and may adversely affect the Indian economy, as well as our Company. If such tensions occur in places where we operate or in other parts of the country, leading to overall political and economic instability, it could adversely affect our business, results of operations, financial condition and the trading price of our Equity Shares.

4. The market value of the Equity Shares may fluctuate due to the volatility of Indian Securities markets:

Indian securities markets may be more volatile than and not comparable to, the securities markets in certain countries with more developed economies and capital markets than India. Indian stock exchanges have, in the past, experienced substantial fluctuations in the prices of listed securities. Indian stock exchanges (including the BSE and the NSE) have experienced problems which, if such or similar problems were to continue or recur, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares. These problems have included temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, from time to time, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have a negative effect on market sentiment.

5. Impact of Global Pandemic COVID-19:

The Corona Virus Diseases (COVID -19) which had been initially recognized in Yuhan of China and affected adversely to the economic situation of China due to lockdown in concerned locations. Slowly the virus spread globally and on March 11, 2020 World Health Organisation ("WHO") had declared it as Global Pandemic Situation.

The Indian Government has taken pro-initiative and imposed complete Nation Lockdown on March 24, 2020 to control the spread of virus and after that series of lockdown has been imposed. During this lockdown all kinds of transport, offices has been closed down and the companies were unable to operate their businesses in normal course of operations as the employees were not able to reach offices/business locations. Suvidhaa is impacted very badly due to this lockdown phase/disruption as its entire business and operations are through small mom & pop kirana stores/Retail outlets which were completely shut all over the country.

Developing countries like India had faced a draconian slowdown in Economy, Securities markets were at their lowest and Indian stock exchanges (BSE/NSE) were decreased by 30%-35% during lockdown phase and Equity price of many companies has been decreased by 50%-60%. So, this kind of situation can adversely impact the price of Suvidhaa's equity shares too in future, if such situation arises.

Worldwide the process for creation of Vaccine has started on high priority to control the spread of COVID -19 but yet none of the country has succeeded in the same and till the time a proper vaccine or medicine is invented the economic growth of any country/company will be in dilemma due to this pandemic situation.

INTERNAL RISK FACTORS

The below mentioned risks are top risks applicable to Suvidhaa Infoserve Limited:

1. The Scheme of Arrangement is subject to (i) approval of shareholders and creditors of Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited; (ii) sanction by the National Company Law Tribunal in accordance with Section 230 to 232 of the Companies Act, 2013; (iii) exemption under Rule 19(2)(b) of SCRR from SEBI; and (iv) receipt of in-principle and final approvals from the Stock Exchanges for listing and trading of equity shares. In case any of these required approvals or sanctions are not received, the proposed Composite Scheme of Arrangement will not be completed, which will adversely impact Suvidhaa Infoserve Limited's ability to conduct its business activities as contemplated in the said Composite Scheme of Arrangement.

2. The efforts of Suvidhaa Infoserve Limited at integrating acquired businesses, pursuant to the Composite Scheme of Arrangement becoming effective, based on prevailing market conditions, may not yield timely or effective results or at all, which may affect its financial condition and results of operations. Suvidhaa Infoserve Limited's failure to derive anticipated synergies could expose it to potential risks of integrating acquired businesses. Suvidhaa Infoserve Limited's inability to generate sufficient revenue to offset the costs of acquisition could significantly disrupt its ability to manage acquired business and adversely affect its financial condition and results of operations.

3. The Equity Shares of Suvidhaa Infoserve Limited have never been publicly traded and after the Composite Scheme of Arrangement becoming effective, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to sell the Equity Shares issued pursuant to the Composite Scheme of Arrangement at or above the deemed acquisition cost or at all.

4. Growth of business is dependent on business opportunities which have its own potential risks.

5. The loss of one or more members of our Senior Management Team ("SMT") or an inability to attract and retain highly skilled employees for which competition is intense;

6. Company's inability to effectively procure and obtain certain approvals, licenses, registration and permits for conducting our business;

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

1. Total number of outstanding litigations against Suvidhaa Infoserve Limited and the amount involved

Nature of Cases	No. of Cases Outstanding	Amount involved
Criminal Litigations	1	
Civil Proceedings	11	INR 51,13,06,444/-
Taxation Matters	0	0
Total	**12**	**INR 51,13,06,444/-**

2. Brief details of top 5 material outstanding litigations against Suvidhaa Infoserve Limited and the amount involved

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1	Arbitration	E mudra limited	The Claimant has submitted its claim statement before Arbitrator and in response company has submitted its defense and counterclaim and parties have exchanged the documents for discovery and inspection and now parties have to file their respective affidavits of evidence of their witness/s, in lieu of examination-in-chief, on or before 10th October, 2020.	INR 51,00,00,000/- (Rupees Fifty One crores only)
2	Gurgaon Civil Court	Laxmi Gupta	The claimant has submitted it's petition and the company has received summon for 1st date on 14th May, 2020 before court. The status of the matter is Status-quo due to pandemic COVID-19 situation.	INR 2,50,458/- approx (Rupees Two Lakhs Fifty Thousand Four hundred and Fifty Eight only)
3	Surat Consumer Forum	Parlin Dayaram Shah	The claimant has submitted it's petition and the company has represented the matter before Forum and the last date of the matter was 14th April, 2020. The status of the matter is Status-quo due to pandemic COVID-19 situation.	INR 1,50,000/- approx (Rupees One Lakh Fifty Thousand only)
4	Amravati Consumer Forum	Sarda Packaging	The Amravati Consumer Forum has passed order against company and the company is in process to file the appeal before State Consumer Forum against the order of Amravati District Consumer Forum	INR 2,10,000/- approx (Rupees Two Lakhs ten thousand only)
5	Deoaria (U.P.)	Keshav Mishra	The complainant has submitted its complaint with Deoria District	INR 65,000/- approx

	Consumer Forum		consumer Forum for settlement of his MPOS fund tough the fund was settled in his bank account, company has represented its side before Forum and the complainant is not appearing before Forum from last few hearings. The status of the matter is Status-quo due to pandemic COVID-19 situation.	(Rupees Sixty Five Thousand only)

3. Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years including outstanding action, if any

   NIL

4. Brief details of outstanding criminal proceedings against the promoter
   NIL

RATIONALE OF THE COMPOSITE SCHEME OF ARRANGEMENT

The proposed restructuring pursuant to this Scheme is expected, inter-alia, to result in following benefits:

(i) Segregation of the SME E-Commerce Services Undertaking and the Themepark & Event Software Business Undertaking of Infibeam Avenues Limited into Suvidhaa Infoserve Limited and DRC Systems India Limited respectively and the E-Commerce Business Undertaking of NSI Infinium Global Limited into Suvidhaa Infoserve Limited.

(ii) Allow management of each of the Resulting companies to pursue independent growth strategies in markets.

(iii) It is believed that the proposed demerger will create enhanced value for shareholders and allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders and the persons connected with the aforesaid companies.

(iv) Enhance competitive strength, achieve cost reduction and efficiencies of the aforesaid companies and thereby significantly contributing to future growth.

(v) The demerger will also provide scope for collaboration and expansion.

DECLARATION BY SUVIDHAA INFOSERVE LIMITED

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of

India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements made in the Abridged Prospectus are true and correct to our knowledge and belief.

For and on behalf of,
Suvidhaa Infoserve Limited

Paresh Rajde
Designation: Managing Director

Date: 24th September, 2020
Place: Mumbai.

KUNVARJI
SINCE 1960
Driven By Knowledge

Date: September 24, 2020

To
The Board of Directors
DRC Systems India Limited
24th Floor, GIFT Two Building,
Block No. 56, Road – 5C,
Zone – 5, GIFT City,
Gandhinagar - 382355,
Gujarat, India

Dear Sir,

Sub: **Certificate on adequacy and accuracy of disclosure of information pertaining to the DRC Systems India Limited in the Abridged Prospectus in compliance with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the purpose of Composite Scheme of Arrangement between Infibeam Avenues Limited ("IAL" or "Demerged Company 1"), Suvidhaa Infoserve Limited ("SIL" or "Resulting Company 1"), DRC Systems India Limited ("DRC" or "Resulting Company 2") and NSI Infinium Global Limited ("NSI" or "Demerged Company 2") and their respective shareholders and creditors under section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme")..**

We, M/s Kunvarji Finstock Private Limited **("KFPL" or "Kunvarji" or "We" or "us"),** a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012564 have been appointed by Board of Directors **(the "Board")** of DRC Systems India Limited for the purpose of certifying the adequacy and accuracy of disclosure of information provided in its Abridged Prospectus in connection with the Composite Scheme of Arrangement between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited.

1. Scope and Purpose of the Certificate:

SEBI vide Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 **("SEBI Circular")** inter alia prescribed that the listed entity (in the present case **"IAL"**) shall include the applicable information pertaining to the unlisted entity involved in the scheme (in the present certificate, **"DRC"**) in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("ICDR Regulations")**, in the explanatory statement or notice or proposal

Kunvarji Finstock Pvt. Ltd.
Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off S.G. Road, Makarba, Ahmedabad - 380 051.
Phone:+91 79 6666 9000 | Fax : + 91 79 2970 2196 | Email: info@kunvarji.com
Corporate Office : 05, The Summit Business Bay , Andheri East , Mumbai 400093.
T : + 91 22 26813200.
CIN - U65910GJ1986PTC008979
000022/2020
www.kunvarji.com

accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

2. Certification:

We state and confirm as follows:

1) We have examined various documents and other materials made available to us by the management of IAL and DRC in connection with finalization of Abridged Prospectus dated 22-09-2020 pertaining to DRC which will be circulated to the members of all the companies i.e. IAL, SIL, DRC and NSI at the time of seeking their consent to the Composite Scheme of Arrangement between IAL, SIL, DRC and NSI as a part of explanatory statement to the notice.

2) On the basis of such examination and the discussion with the management of IAL and DRC, we confirm that:

A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to DRC.

B. The Abridged Prospectus contains applicable information pertaining to DRC as required in terms of SEBI Circular which, in our view is fair, adequate and accurate to enable the members to make an informed decision on the Composite Scheme of Arrangement.

3. Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of DRC.
- Carrying out a market survey / financial feasibility for the Business of DRC.
- Financial and Legal due diligence of DRC.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of IAL and DRC.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of IAL and DRC during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

The fee for our services is not contingent upon the result of the Composite Scheme of Arrangement.

The management of DRC, IAL or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Composite Scheme of Arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc....)

In no event, KFPL, its Directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Yours faithfully,

For, Kunvarji Finstock Private Limited

Kunvarji Finstock Pvt. Ltd. Ahmedabad

Mr. Atul Chokshi
Director (DIN: 00929553)

Date: 24-09-2020
Place: Ahmedabad

APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS [AS SPECIFIED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 [SEBI ICDR REGULATIONS]

This document contains applicable information pertaining to the unlisted entity, DRC Systems India Limited, involved in the proposed Composite Scheme of Arrangement under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors (**'Scheme'**) in terms of requirement specified in Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**'SEBI Circular'**).

THIS ABRIDGED PROSPECTUS CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

DRC Systems India Limited

Corporate Identification Number (CIN): U72900GJ2012PLC070106

Registered Office: 24th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India

Tel: 079 6777 2222

Contact Person: Mr. Hiten Barchha

E-mail: hiten@drcsystems.com, **Website:** www.drcsystems.com

Promoter of DRC Systems India Limited:**

Infibeam Avenues Limited

***Upon the Scheme of Arrangement (as defined hereinafter) becoming effective, the promoters of DRC Systems India Limited shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations")*

CONSIDERATION UNDER THE SCHEME OF ARRANGEMENT, LISTING AND PROCEDURE

Pursuant to the Composite Scheme of Arrangement between Infibeam Avenues Limited ("Demerged Company 1"), Suvidhaa Infoserve Limited ("Resulting Company 1"), DRC Systems India Limited ("Resulting Company 2") and NSI Infinium Global Limited ("Demerged Company 2") and their respective shareholders and creditors in connection with the demerger of Themepark & Event Software Undertaking of Demerged Company 1 in Resulting Company 2, each shareholder of Infibeam Avenues Limited shall be issued 1 (One) fully paid up equity share of face value of Rs. 10 (Indian Rupees Ten) each of DRC Systems India Limited as fully paid up for every 412 (Four Hundred Twelve) equity shares of Re. 1/- (Indian Rupee One) each held by such shareholder in Infibeam Avenues Limited. Further, pursuant to the Scheme of Arrangement, and subject to applicable laws and receipt of requisite approvals, including exemption from Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (the "SCRR") to be obtained from the Securities and

DRC SYSTEMS INDIA LIMITED

Exchange Board of India ("SEBI"), the equity shares would be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

PROCEDURE:

The procedure with respect to the issue/offer would not be applicable as there is no issue of equity shares to the public at large, except to the shareholders of Demerged Company 1, pursuant to the Scheme without cash consideration. Accordingly, the requirement with respect to the GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

ELIGIBILITY FOR THE ISSUE

In compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;

The equity shares sought to be listed are proposed to be allotted by the Resulting Company 2 to the shareholders of Demerged Company 1 pursuant to the Scheme to be sanctioned by NCLT under sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an Offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the time frame cannot be established with certainty.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this abridged prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Resulting Company 2, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ('SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme. Specific attention of the investors is invited to Internal Risk Factors beginning on page 6 of this Abridged Prospectus

PRICE INFORMATION OF LEAD MANAGER

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Demerged Company 1 pursuant to the Scheme.

DETAILS OF THE STATUTORY AUDITOR

Name: Rajpara Associates
Chartered Accountant
Firm Registration No. – 113428W

Address: D – 1107, The First, Near Hotel ITC Narmada, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad - 3800015

Phone: +91 79 4849 3366

E-mail: admin@carajpara.com

DRC SYSTEMS INDIA LIMITED

PROMOTERS OF DRC SYSTEMS INDIA LIMITED

The Promoter of DRC Systems India Limited as on the date of this Abridged Prospectus is Infibeam Avenues Limited. Infibeam Avenues Limited is a public listed company incorporated on 30 June 2010 under the provisions of Companies Act, 1956. The Corporate Identification Number of Infibeam Avenues Limited is L64203GJ2010PLC061366. The registered office of Infibeam Avenues Limited is situated at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT City, Gandhinagar – 382 355, Gujarat, India. The equity shares of Infibeam Avenues Limited are listed on the BSE Limited and the National Stock Exchange of India Limited.

It is registered to carry on the business of digital payments, E-commerce services, software business, e-commerce technology platforms and provide a comprehensive suite of web services spanning digital payment solutions, data centre infrastructure, software platforms etc.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

DRC Systems India Limited is registered to undertake software business, services across e-commerce, content management system, entertainment events management system, payment, processing system, mobile application, learning management system as well as ERP for both front-end user interface as well as back-end

Further, the Memorandum of Association of DRC Systems India Limited authorizes it to undertake the following activities:

1. To provide business process outsourcing services in area of finance and account consulting, marketing support, sales support, and back office operation support for any business vertical.

2. To provide software consulting services which includes business requirement gathering & need analysis, feasibility study, preparing software solution specification, development, testing and support.

3. To provide business IT services in the area of mobile application consulting, web consulting, cloud computing, IT Infrastructure management, ERP services and custom software application development.

4. To provide knowledge processes services like investment research services, business research services, data analytics, market research services, business operations support and analytics and management.

5. To carry out conceptualisation, design, develop, market and sale of web, mobile and embedded systems based service oriented product such as portals, SaaS base service and mobile Apps.

DRC SYSTEMS INDIA LIMITED

BOARD OF DIRECTORS

Set forth below are the details regarding the Board of Directors of DRC Systems India Limited as on date:

Sr. No.	Name of the Director	Designation	Experience including other directorships
1	Mr. Vishal Ajitbhai Mehta	Director	Mr. Vishal Mehta, the founder of Infibeam has more than 20 years of experience in the field of IT and also worked in corporate development, operations finance and WW network optimization. Mr. Vishal Mehta holds degree in M.E. (Operation Research and Industrial Engineering) from Cornell University, USA and M.Sc. (Management of Technology) from the Massachusetts Institute of Technology, USA. Mr Mehta was associated with Amazon Com Holdings Inc and Amazon Global Resource Inc on technology, finance and corporate development roles. Mr. Vishal Mehta was conferred with B.H. Jajoo AMA Outstanding I.T. Entreprenuer of the Year Award in 2017 for his contribution towards growth of digital India. Other than DRC, he holds directorship / partnership in: 1. Infibeam Avenues Limited 2. Infibeam Logistics Private Limited 3. Odigma Consultancy Solutions Private Limited 4. Avenues Infinite Private Limited 5. Infibeam Digital Entertainment Private Limited 6. Infinium Communication Private Limited 7. Infinium Financial Services Limited 8. Yoro Club LLP
2	Mr. Hiten Ashwin Barchha	Director	Mr. Hiten Barchha is an experienced professional with a demonstrated history of working in the information technology and services industry. He holds bachelor's degree into computer science from DDU, Nadiad. Mr. Hiten has over 13+ years of industry experience and focused on bringing innovation and efficiency to business by leveraging right IT tools and technologies. Passionate about potential use of new technologies that can help business remain ahead of curve.

DRC SYSTEMS INDIA LIMITED

3	Mr. Niteshbhai Ranchhodbhai Anghan	Independent Director	Mr. Nitesh Anghan is technology driven and innovator. He has extensive experience in IT services industry with a strong track record of digital transformation for organisation. He studied Bachelor of Science from Sardar Patel University, Anand, Gujarat. After that in 1993 he joined his family business based in Mumbai as in charge of business development and client relationship. Other than DRC, he holds directorship / partnership in: 1. Yogiraj Buildcon Private Limited

OBJECTS OF THE ISSUE

Details of means of finance: Not applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues, if any, of DRC Systems India Limited in the preceding 10 years: Not applicable

Name of Monitoring Agency, if any: Since there is no issue of equity shares to the public at large except to the existing shareholders of Demerged Company 1, pursuant to the Scheme, the appointment of a monitoring agency is not required.

Terms of issuance of convertible security, if any: Not applicable

Shareholding pattern:

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post Scheme of Arrangement becoming effective	% of holding post Scheme of Arrangement becoming effective
1.	Promoter and promoter group*	11,47,500	51.00%	11,02,500	28.54%
2.	Public	11,02,500	49.00%	27,54,112	71.28%
3.	Non promoter – Non public**	-	-	6,787	0.18%
	Total	**22,50,000**	**100.00%**	**38,63,399**	**100.00%**

**Upon the Scheme of Arrangement becoming effective, the promoters and promoter group of DRC Systems India Limited shall be identified in accordance with SEBI ICDR Regulations.*

*** Shares in Non promoter – Non public shareholding are the shares to be held by employee trust of Demerged Company 1*

DRC SYSTEMS INDIA LIMITED

Number/ amount of equity shares proposed to be sold by selling shareholders - if any: Not Applicable

AUDITED FINANCIALS

Standalone Financial Information

(All amounts are in Crores except where otherwise stated)

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
	(IND AS)	(IND AS)	(IND AS)	(IND AS)	(IGAAP)
Total revenue from operations (net)	10.87	12.98	8.94	9.59	6.62
Net Profit / (Loss) before tax and extraordinary items	0.06	0.07	0.35	0.11	0.32
Net Profit / (Loss) after tax and extraordinary items	0.01	-*	0.31	0.09	0.24
Equity Share Capital (Face value of Re. 10/- each)	2.25	1.35	1.35	1.35	1.35
Reserves and Surplus / Other Equity	0.15	0.98	0.89	0.66	0.76
Net worth	2.40	2.33	2.24	2.01	2.11
Basic earnings per share (in Rs.)	0.06	(0.00)	2.33	0.64	1.75
Diluted earnings per share (in Rs.)	0.06	(0.00)	2.33	0.64	1.75
Return on net worth (%)	0.48	(0.00)	14.04	4.31	11.16
Net asset value per share (in Rs.)	10.65	17.29	16.61	14.86	15.66

* Rs. (-) 226/-

The Company did not have any subsidiary till the end of March 31, 2020 and therefore the requirement of consolidated financial statement is not applicable in the present case.

INTERNAL RISK FACTORS

The below mentioned risks are top risks applicable to DRC Systems India Limited:

1. The Scheme of Arrangement is subject to (i) approval of shareholders and creditors of Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited; (ii) sanction by the National Company Law Tribunal in accordance with Section 230 to 232 of the Companies Act, 2013; (iii) exemption under Rule 19(2)(b) of SCRR from SEBI; and (iv) receipt of in-principle and final approvals from the Stock Exchanges for listing and trading of equity shares. In case any of these required approvals or sanctions are not received, the proposed Composite Scheme of Arrangement will not be completed, which will adversely impact DRC Systems India Limited's ability to conduct its business activities as contemplated in the said Composite Scheme of Arrangement.
2. The efforts of DRC Systems India Limited at integrating acquired businesses, pursuant to the Composite Scheme of Arrangement becoming effective, based on prevailing market conditions,

may not yield timely or effective results or at all, which may affect its financial condition and results of operations. DRC Systems India Limited's failure to derive anticipated synergies could expose it to potential risks of integrating acquired businesses. DRC Systems India Limited's inability to generate sufficient revenue to offset the costs of acquisition could significantly disrupt its ability to manage acquired business and adversely affect its financial condition and results of operations.

3. Changes in the regulatory environment in which DRC Systems India Limited operates could have a material adverse effect on its business, financial condition, result of operations and prospects. The regulatory and policy environment in which DRC Systems India Limited operates is evolving and subject to change. Such changes may adversely affect its business, results of operations and prospects, to the extent that DRC Systems India Limited is unable to suitably respond to and comply with any changes in applicable law and policy.
4. The Equity Shares of DRC Systems India Limited have never been publicly traded and after the Composite Scheme of Arrangement becoming effective, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to sell the Equity Shares issued pursuant to the Composite Scheme of Arrangement at or above the deemed acquisition cost or at all.
5. DRC was not listed Company and have not, historically, been subjected to the increased scrutiny of affairs by shareholders, regulators and public at large that is associated with being a listed Company.
6. Growth of business is dependent on business opportunities which have its own potential risks.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

1. Total number of outstanding litigations against DRC Systems India Limited and the amount involved

   NIL

2. Brief details of top 5 material outstanding litigations against DRC Systems India Limited and the amount involved

   NIL

3. Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years including outstanding action, if any

   NIL

4. Brief details of outstanding criminal proceedings against the promoter*

   NIL

DRC SYSTEMS INDIA LIMITED

RATIONALE OF THE COMPOSITE SCHEME OF ARRANGEMENT

The proposed restructuring pursuant to this Scheme is expected, inter-alia, to result in following benefits:

(i) Segregation of the SME E-Commerce Services Undertaking and the Themepark & Event Software Business Undertaking of Infibeam Avenues Limited into Suvidhaa Infoserve Limited and DRC Systems India Limited respectively and the E-Commerce Business Undertaking of NSI Infinium Global Limited into Suvidhaa Infoserve Limited.

(ii) Allow management of each of the Resulting companies to pursue independent growth strategies in markets.

(iii) It is believed that the proposed demerged will create enhanced value for shareholders and allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders and the persons connected with the aforesaid companies.

(iv) Enhance competitive strength, achieve cost reduction and efficiencies of the aforesaid companies and thereby significantly contributing to future growth.

(v) The demerger will also provide scope for collaboration and expansion.

DECLARATION BY DRC SYSTEMS INDIA LIMITED

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For, DRC Systems India Limited

Hiten Barchha
Director
DIN: 05251837

Date: September 22, 2020
Place: Gandhinagar

KUNVARJI
SINCE 1960
Driven By Knowledge

Date: September 24, 2020

To
The Board of Directors
NSI Infinium Global Limited
27th Floor, GIFT Two Building,
Block No. 56, Road – 5C,
Zone – 5, GIFT City,
Gandhinagar - 382355,
Gujarat, India

Dear Sir,

Sub: **Certificate on adequacy and accuracy of disclosure of information pertaining to the NSI Infinium Global Limited in the Abridged Prospectus in compliance with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the purpose of Composite Scheme of Arrangement between Infibeam Avenues Limited ("IAL" or "Demerged Company 1"), Suvidhaa Infoserve Limited ("SIL" or "Resulting Company 1"), DRC Systems India Limited ("DRC" or "Resulting Company 2") and NSI Infinium Global Limited ("NSI" or "Demerged Company 2") and their respective shareholders and creditors under section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme")..**

We, M/s Kunvarji Finstock Private Limited **("KFPL" or "Kunvarji" or "We" or "us"),** a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012564 have been appointed by Board of Directors **(the "Board")** of NSI infinium Global Limited for the purpose of certifying the adequacy and accuracy of disclosure of information provided in its Abridged Prospectus in connection with the Composite Scheme of Arrangement between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited.

1. Scope and Purpose of the Certificate:

SEBI vide Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 **("SEBI Circular")** inter alia prescribed that the listed entity (in the present case **"Infibeam Avenues Limited" (IAL)**) shall include the applicable information pertaining to the unlisted entity involved in the scheme (in the present certificate, **"NSI"**) in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("ICDR Regulations")**, in the explanatory

Kunvarji Finstock Pvt. Ltd.
Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Makarba, Ahmedabad - 380 051.
Phone:+91 79 6666 9000 | Fax : + 91 79 2970 2196 | Email: info@kunvarji.com
Corporate Office : 05, The Summit Business Bay , Andheri East , Mumbai 400093.
T : + 91 22 26813200.
CIN - U65910GJ1986PTC008979
000023/2020
www.kunvarji.com

statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

2. Certification:

We state and confirm as follows:

1) We have examined various documents and other materials made available to us by the management of IAL and NSI in connection with finalization of Abridged Prospectus dated 22-09-2020 pertaining to NSI which will be circulated to the members of all the companies i.e. IAL, SIL, DRC and NSI at the time of seeking their consent to the Composite Scheme of Arrangement between IAL, SIL, DRC and NSI as a part of explanatory statement to the notice.

2) On the basis of such examination and the discussion with the management of IAL and NSI , we confirm that:

A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to NSI.

B. The Abridged Prospectus contains applicable information pertaining to NSI as required in terms of SEBI Circular which, in our view is fair, adequate and accurate to enable the members to make an informed decision on the Composite Scheme of Arrangement.

3. Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of NSI.
- Carrying out a market survey / financial feasibility for the Business of NSI.
- Financial and Legal due diligence of NSI.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of NSI and IAL.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of NSI and IAL and during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

The fee for our services is not contingent upon the result of the Composite Scheme of Arrangement.

The management of NSI and IAL or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Composite Scheme of Arrangement with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc....)

In no event, KFPL, its Directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Yours faithfully,

For, Kunvarji Finstock Private Limited

Kunvarji Finstock Pvt. Ltd. Ahmedabad

Mr. Atul Chokshi
Director (DIN: 00929553)

Date: 24-09-2020
Place: Ahmedabad

APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS [AS SPECIFIED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 [SEBI ICDR REGULATIONS]

This document contains applicable information pertaining to the unlisted entity, NSI Infinium Global Limited, involved in the proposed Composite Scheme of Arrangement under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'Act'**), between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors (**'Scheme'**) in terms of requirement specified in Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**'SEBI Circular'**).

THIS ABRIDGED PROSPECTUS CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

NSI Infinium Global Limited

Corporate Identification Number (CIN): U64203GJ2002PLC040741

Registered Office: 27th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India

Tel: +91 79 6777 2204

Contact Person: Mr. Pankil Chokshi

E-mail: pankil.choksi@gmail.com, **Website:** www.buildabazaar.ooo

Promoter of NSI Infinium Global Limited:

Suvidhaa Infoserve Limited

CONSIDERATION UNDER THE SCHEME OF ARRANGEMENT, LISTING AND PROCEDURE

Pursuant to the Composite Scheme of Arrangement between Infibeam Avenues Limited ("Demerged Company 1"), Suvidhaa Infoserve Limited ("Resulting Company 1"), DRC Systems India Limited ("Resulting Company 2") and NSI Infinium Global Limited ("Demerged Company 2") and their respective shareholders and creditors in connection with the demerger of E-Commerce Business Undertaking of Demerged Company 2 in Resulting company 1, each shareholder of NSI Infinium Global limited shall be issued 1,10,229 (One Lac Ten Thousand Two Hundred Twenty-Nine) equity shares of Re. 1/- (Indian Rupee One) each of Suvidhaa Infoserve Limited as fully paid up for every 20 (Twenty) equity shares of Rs. 10/- (Indian Rupees Ten) each held by such shareholder in NSI Infinium Global Limited.

PROCEDURE:

The procedure with respect to the issue/offer would not be applicable as there is no issue of equity shares by NSI Infinium Global Limited.

ELIGIBILITY FOR THE ISSUE

Not applicable as there is no issue of equity shares by NSI Infinium Global Limited

NSI INFINIUM GLOBAL LIMITED P.J. Chokshi

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an Offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the time frame cannot be established with certainty.

GENERAL RISKS

Not applicable as there is no issue of equity shares by NSI Infinium Global Limited

PRICE INFORMATION OF LEAD MANAGER

Not applicable as there is no issue of equity shares by NSI Infinium Global Limited

DETAILS OF THE STATUTORY AUDITOR

Name: Patel & Mehta
Chartered Accountants
Firm Registration No. – 125480W

Address: 707, 7th Floor, Yash Aqua, Vijay Char Rasta, Navrangpura, Ahmedabad – 380 009

Phone: +91 98252 78494

E-mail: casnehal.thakkar@gmail.com

PROMOTERS OF NSI INFINIUM GLOBAL LIMITED

The Promoter of NSI Infinium Global Limited as on the date of this Abridged Prospectus is Suvidhaa Infoserve Limited.

Suvidhaa Infoserve Limited (formerly known as Suvidhaa Infoserve Private Limited) was incorporated on 22 June 2007 with the Registrar of Companies, Maharashtra under the provisions of Companies Act, 1956. The registered office of Suvidhaa was shifted from the state of Maharashtra to Gujarat on August 23, 2019. Thereafter, Suvidhaa was converted from Private Limited Company to a Public Limited Company on December 27, 2019 and hence the word 'Private' was deleted from its name. The Corporate Identification Number of Suvidhaa Infoserve Limited is U72900GJ2007PLC109642. Suvidhaa is an Unlisted Public Limited Company having its registered office situated at Unit No. 02, 28th Floor, GIFT - II Building, Block No. – 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India. It is registered to provide facility to make payments for a host of services like utility bill payment, renewal insurance premium collection, telecom, mobile, DTH recharges besides travel ticketing (rail, air and bus), domestic remittance services, merchant acquiring services etc.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

NSI Infinium Global Limited is inter-alia engaged in the business of offering marketplace technology services to small retail outlets for selling products and services to online customers.

Further, the Memorandum of Association of NSI Infinium Global Limited authorizes it to undertake the following activities:

To carry on the business of setting up of wireless and satellite based communication system and networking on turnkey basis including the supply of equipments for such system and manufacturing of SATCOM equipments and its renting, leasing and trading in such equipments.

To carry on business of IT services in the area of Data Processing, Data Acquisition, Data Transmission, Datacenter services including and not limited to cloud services, cloud computing, IT

Infrastructure management, web services, storage and compute, hosting, domains, storage, data analytics, act as Computer and Electronic Data Processing Consultants and Agents and to establish and run data processing centers and offer Consultancy and other services that are normally offered by data processing and computer centres to industrial, Commercial, Business and other types of Customer, Electronic Data Processing to Customers and others and to design, develop, alter, make, manufacture, produce, process, assemble, contract for, buy, sell, export, import, trade, or lease, hire or otherwise deal in computers, computer machinery, spare parts, electronic components, hardware, software, disks, plotters, digitizers in India or elsewhere.

BOARD OF DIRECTORS

Set forth below are the details regarding the Board of Directors of NSI Infinium Global Limited as on date:

Sr. No.	Name of the Director	Designation	Experience including other directorships
1	Mr. Pravin Anna Shirsat	Director	Mr. Pravin Shirsat holds degree of B.com from Mumbai University & PGDM from Welingkar Institute in Finance Management and has excellent exposure in Service Industry. He has more than 21 years of experience in the areas of Finance, Accounting, MIS, Taxation, Audit, HR & Payroll Management and Fund raising with strategic planning. Before joining NSI as director, he had worked with Suvidhaa Infoserve Limited, IOL Broadband, People Group which includes Shaadi.com, Fropper.com, Astrolife.com and Makaan.com on various positions and lead the team to achieve the best for organisations. Other than NSI, he holds directorship/ partnership in: 1. Shambu Infoway Private Limited, 2. Synergy DSA Associates LLP, 3. Prowhistle Consulting Private Limited 4. Sine Qua Non Solutions Private Limited.
2	Mr. Manoj Badu Mendon	Director	Mr. Manoj Mendon holds degree of B. Com from Mumbai University and PGDM from Welingkar Institute in Finance Management and has versatile exposure to different Industry. He has more than 26 years of experience in the areas of Finance, Accounting, Banking and Audit. Before joining NSI as director, he had worked with Suvidhaa Infoserve Limited, ETV Networks, People Group which includes Shaadi.com, Fropper.com, Astrolife.com and Makaan.com on various positions and lead the team to achieve the best for organisations. Other than NSI, he holds directorship / partnership in: 1. Shambu Infoway Private Limited

3	Mr. Pankil Jitendrakumar Chokshi	Director	Mr. Pankil J. Chokshi is a Director of the Company. He has overall experience of more than 20 years in Admin and Operation activity for online product. Other than NSI, he holds directorship / partnership in: 1. Sine Qua Non Solutions Private Limited 2. ING Satcom Limited
4	Mr. Sudhir Trivedi	Independent Director	Mr. Sudhir Trivedi holds master's degree of Commerce from Saurashtra University. He secured first rank in M.Com. final college examination. He has excellent exposure in various Industries including service and automobile etc. He has more than 20 years of experience in the areas of Finance, Accounting, MIS, Taxation, Audit, HR & Payroll Management and Fund raising. His experience includes handling of various positions and lead the team to achieve the best for organisations. Other than NSI, he holds directorship/ partnership in: 1. Infinity Drive Private Limited 2. Infi M and M Developers LLP
5	Mr. Lalji Vora	Independent Director	Mr. Lalji Vora, 62 years, holds a bachelor's degree in commerce and bachelor's degree in law from Gujarat University. He is a qualified Company Secretary and is a member of the Institute of Company Secretaries of India. He has expert knowledge in the areas of Legal, Secretarial, Company Law and Corporate Laws etc. He has more than 32 years of experience with various Industries. In the past, he has also worked with Elecon Group, Hipolin Limited for over 10 years, with Sadbhav Infrastructure Projects Limited for a year and a half, with Saurashtra Kutch Stock Exchange for three years and 3 years with Shalby Hospitals Limited. Other than NSI, he holds directorship/ partnership in: 1. Jatan Greentech Private Limited 2. Indu Nano Science Private Limited

OBJECTS OF THE ISSUE

Details of means of finance: Not applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues, if any, of NSI Infinium Global Limited in the preceding 10 years: Not applicable

Name of Monitoring Agency, if any: Not applicable

NSI INFINIUM GLOBAL LIMITED P. J. Chokshi

Terms of issuance of convertible security, if any: Not applicable

Shareholding Pattern:

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post Scheme of Arrangement becoming effective	% of holding post Scheme of Arrangement becoming effective
1.	Promoter and promoter group	1,173	6.41%	16,463	90.00%
2.	Public	17,120	93.59%	1,830	10.00%
	Total	18,293	100%	18,293	100%

Number/ amount of equity shares proposed to be sold by selling shareholders - if any: Not Applicable

AUDITED FINANCIALS

Standalone Financial Information

(All amounts are in Crores except where otherwise stated)

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
	(IND AS)	(IND AS)	(IND AS)	(IND AS)	(IGAAP)
Total revenue from operations (net)	155.13	261.94	284.34	294.82	282.40
Net Profit / (Loss) before tax and extraordinary items	(1.91)	0.93	16.57	(19.47)	2.15
Net Profit / (Loss) after tax and extraordinary items	(1.91)	(2.26)	16.57	13.74	2.15
Equity Share Capital (Face value of Rs. 10/- each)	0.02	0.02	0.01	0.01	0.01
Reserves and Surplus / Other Equity	96.41	98.32	(29.42)	(46.18)	(48.73)
Net worth	96.43	98.34	(29.41)	(46.17)	(48.71)
Basic earnings per share (in Rs.)	(1,044.05)	(1,537.12)	11,526.75	9,559.65	1,494.74
Diluted earnings per share (in Rs.)	(1,044.05)	(1,537.12)	11,526.75	9,559.65	1,494.74
Return on net worth (%)	(1.98)	(2.30)	(56.34)	(29.76)	(4.41)
Net asset value per share (in Rs.)	52,715.35	53,758.31	(20,458.43)	(32,118.96)	(33,886.53)

The Company is not required to file consolidated financial statements as per the provisions of the Companies Act, 2013

INTERNAL RISK FACTORS

The below mentioned risks are top risks applicable to NSI Infinium Global Limited:

1. The Scheme of Arrangement is subject to (i) approval of shareholders and creditors of Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited; (ii) sanction by the National Company Law Tribunal in accordance with Section 230 to 232 of the Companies Act, 2013. In case any of these required approvals or sanctions are not received, the proposed Composite Scheme of Arrangement will not be completed.
2. Growth of business is dependent on business opportunities which have its own potential risks.
3. NSI Infinium Global Limited is an unlisted company and its equity shares are not listed on any stock exchange and hence not available for trading.
4. The Company is exposed to normal industry risk factors, economic cycle and uncertainties in the markets.
5. NSI Infinium Global Limited may face competition which may impact the growth.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

1. Total number of outstanding litigations against NSI Infinium Global Limited and the amount involved

   Total 6 cases involving total amount of Rs. 9,86,967.

2. Brief details of top 5 material outstanding litigations against NSI Infinium Global Limited and the amount involved

Sr. No.	Particulars	Litigation filed by	Current Status	Amount involved
1.	**Goel Trading Company Vs. NSI Infinium Global Pvt Ltd** - Suit under Order XXXVII of Civil Procedure Code, 1908 filed by Goel Trading Company for outstanding of INR. 91,581/- before the Court of LD. Snr. Civil Judge, Tis Hazari Court, Central Delhi.	Goel Trading Company	On hold due to COVID-19	91,581
2.	**Spontaneous Communications Limited Vs. NSI Infinium Global Private Limited** - Suit filed under Order XXXVII of Civil Procedure Code, 1908 before the Court of Ld. Snr. Civil Judge, Tis Hazari Court, Central Delhi.	Spontaneous Communications Limited	On hold due to COVID-19	51,808

3. Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years including outstanding action, if any

   NIL

4. Brief details of outstanding criminal proceedings against the promoter*

   NIL

RATIONALE OF THE COMPOSITE SCHEME OF ARRANGEMENT

The proposed restructuring pursuant to this Scheme is expected, inter-alia, to result in following benefits:

(i) Segregation of the SME E-Commerce Services Undertaking and the Themepark & Event Software Business Undertaking of Infibeam Avenues Limited into Suvidhaa Infoserve Limited and DRC Systems India Limited respectively and the E-Commerce Business Undertaking of NSI Infinium Global Limited into Suvidhaa Infoserve Limited.

(ii) Allow management of each of the Resulting companies to pursue independent growth strategies in markets.

(iii) It is believed that the proposed demerged will create enhanced value for shareholders and allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders and the persons connected with the aforesaid companies.

(iv) Enhance competitive strength, achieve cost reduction and efficiencies of the aforesaid companies and thereby significantly contributing to future growth.

(v) The demerger will also provide scope for collaboration and expansion.

DECLARATION BY NSI INFINIUM GLOBAL LIMITED

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For, NSI Infinium Global Limited

P.U. Chokshi

Pankil Chokshi
Director
DIN: 08348419

NSI INFINIUM GLOBAL LIMITED

Date: September 22, 2020
Place: Gandhinagar

ICON VALUATION

Annexure 1

Summary of Values forming basis of the Fair Equity Share Entitlement Ratios for the Proposed Demergers:

Demerger of SME E-Commerce Services Undertaking of IAL into SIPL:

(INR)	SME E-Commerce Services Undertaking of IAL		SIPL	
Valuation Approach	**Value Per Share**	**Weight %**	**Value Per Share**	**Weight %**
Asset Approach	NA #	-	NA #	-
Income Approach	7.88	100%	NA @	-
Market Approach	NA $	-	60.00	100%
Relative Value per Share (INR)	**7.88**	**100%**	**60.00**	**100%**

Fair Equity Share Entitlement Ratio for the Proposed Demerger of SME E-Commerce Services Undertaking of IAL into SIPL	**1500 : 197**

Demerger of E-Commerce Business Undertaking of NSI into SIPL:

(INR)	E-Commerce Business Undertaking of NSI		SIPL	
Valuation Approach	**Value Per Share**	**Weight %**	**Value Per Share**	**Weight %**
Asset Approach	NA #	-	NA #	-
Income Approach	NA @	-	NA @	-
Market Approach	330,687.00	100%	60.00	100%
Relative Value per Share (INR)	**330,687.00**	**100%**	**60.00**	**100%**

Fair Equity Share Entitlement Ratio for the Proposed Demerger of E-Commerce Business Undertaking of NSI into SIPL	**20 : 110229**

ICON VALUATION LLP MUMBAI

Demerger of Themepark & Event Software Undertaking of IAL into DRCPL:

(INR)	Themepark & Event Software Undertaking of IAL		DRCPL	
Valuation Approach	**Value Per Share**	**Weight %**	**Value Per Share**	**Weight %**
Asset Approach	NA #	-	NA #	-
Income Approach	0.29	100%	119.43	100%
Market Approach	NA $	-	NA $	-
Relative Value per Share (INR)	**0.29**	**100%**	**119.43**	**100%**

Fair Equity Share Entitlement Ratio for the Proposed Demerger of Themepark & Event Software Undertaking of IAL into DRCPL	**412 : 1**

NA = Not Applicable / Not Adopted

 # Note: Asset Approach / Cost Approach was not used since the present valuation is on a going concern basis with no intention to dispose off operating assets.

$ Note: Market Approach was not used since the equity shares of these businesses / companies are unlisted and we could neither find any listed companies which could be considered as closely and directly comparable nor any comparable transactions with complete details available in public domain.

@ Note: Income Approach were not used in case of these companies considering that there were recent investments in these companies by independent parties at arms length prices.

INFIBEAM AVENUES™

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INFIBEAM AVENUES LIMITED IN ITS MEETING HELD ON 12 SEPTEMBER 2019 EXPLAINING THE EFFECT OF THE SCHEME OF EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTERS SHAREHOLDER:

1. Background

1.1 The proposed Composite Scheme of Arrangement between Infibeam Avenues Limited ("Demerged Company 1" or "Infibeam"), Suvidhaa Infoserve Private Limited ("Resulting Company 1" or "Suvidhaa"), DRC Systems India Private Limited ("Resulting Company 2" or "DRC") and NSI Infinium Global Private Limited ("Demerged Company 2" or "NSI") and their respective shareholders and creditors ("the Scheme") was approved by the Board of Directors of Infibeam vide resolution dated 12 September 2019. As per the provisions of the Sections 230 to 232 of the Companies Act, 2013 governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of Scheme on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the shareholders and creditors along with the Notice convened the meeting.

1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.

1.3 The proposed composite scheme involves demerger of SME E-Commerce Services Undertaking of Demerged Company 1 and its vesting in Resulting Company 1; demerger of Themepark & Event Software Undertaking of Demerged Company 1 and its vesting in Resulting Company 2 and demerger of E-Commerce Business Undertaking of Demerged Company 2 and its vesting in Resulting Company 1.

1.4 The following documents were placed before the Board:

- 1.4.1 Draft Composite Scheme of Arrangement duly initialed by the Company Secretary for the purpose of identification;
- 1.4.2 Report of the Audit Committee of the Board of Directors dated 12 September 2019;
- 1.4.3 Valuation report dated 12 September 2019 issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants on share entitlement ratio.

2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders), Employees and KMPs of Infibeam Avenues Limited

2.1 Under Part B and Part D of the Scheme, an arrangement is sought to be entered into between Infibeam and its equity shareholders (promoter shareholders and non-promoter shareholders).

2.2 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the SME E-Commerce Services Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

Infibeam Avenues Limited

197 (One Hundred Ninety-Seven) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 1,500 (One Thousand Five Hundred) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

2.3 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Themepark & Event Software Undertaking into DRC pursuant to the provisions of this Scheme, DRC shall, without any further act or deed, issue and allot to each shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

1 (One) equity share of Rs. 10/- (Rupees Ten Only) each of DRC credited as fully paid-up for every 412 (Four Hundred Twelve) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

2.4 Upon the Scheme coming into effect, there will be no change in the shareholding pattern of Infibeam.

2.5 The rights of the creditors of Infibeam shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

2.6 As on date, Infibeam has not issued any debentures and therefore, the question of effect of the Scheme on any such debenture-holders or Debenture Trustee does not arise.

2.7 As on date, Infibeam has no outstanding Public Deposits and therefore, the question of effect of the Scheme on any such Public Depositor or Deposit Trustee does not arise.

2.8 Under the Scheme, no rights of the staff and employees in relation to SME E-Commerce Services Undertaking of Infibeam are being affected. The services of the staff and employees of Infibeam in relation to SME E-Commerce Services Undertaking shall continue on the same terms and conditions on which they are engaged. With effect from the Effective Date, all employees of Infibeam engaged in or in relation to the SME E-Commerce Services Undertaking shall become the employees of Suvidhaa without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by Infibeam.

2.9 Under the Scheme, no rights of the staff and employees in relation to Themepark and Event Software Undertaking of Infibeam are being affected. The services of the staff and employees of Infibeam in relation to Themepark and Event Software Undertaking shall continue on the same terms and conditions on which they are engaged. With effect from the Effective Date, all employees of Infibeam engaged in or in relation to Themepark and Event Software Undertaking shall become the employees of DRC without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by Infibeam.

2.10 Under the Scheme, no rights of the staff and employees of Infibeam are being affected. The services of the staff and employees of Infibeam shall continue on the same terms and conditions on which they are engaged.

Infibeam Avenues Limited

2.11 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company 1 as on the Appointed Date and relatable to the SME E-Commerce Services Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 1 to the extent that they are outstanding as on the Appointed Date and the Resulting Company 1 shall meet, discharge and satisfy the same.

2.12 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company 1 as on the Appointed Date and relatable to the Themepark and Event Software Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 2 to the extent that they are outstanding as on the Appointed Date and the Resulting Company 2 shall meet, discharge and satisfy the same.

2.13 The Directors and Key Managerial Personnel of Infibeam may be deemed to be concerned and /or interested in the Scheme only to the extent of their shareholding in the companies forming part of the Scheme, and / or to the extent the said Directors are common Directors in the said companies and / or to the extent the said Director(s) and / or Key Managerial Personnel are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the said companies.

3. No special valuation difficulties were reported by the Valuer.

By Order of the Board,
For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Infibeam Avenues Limited

Vishal Mehta
Managing Director
DIN: 03093563

Place: Gandhinagar
Date: 12 September 2019

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SUVIDHAA INFOSERVE PRIVATE LIMITED IN ITS MEETING HELD ON 12 SEPTEMBER 2019 EXPLAINING THE EFFECT OF THE SCHEME OF EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTERS SHAREHOLDER:

1. Background

1.1 The proposed Composite Scheme of Arrangement between Infibeam Avenues Limited ("Demerged Company 1" or "Infibeam"), Suvidhaa Infoserve Private Limited ("Resulting Company 1" or "Suvidhaa"), DRC Systems India Private Limited ("Resulting Company 2" or "DRC") and NSI Infinium Global Private Limited ("Demerged Company 2" or "NSI") and their respective shareholders and creditors ("the Scheme") was approved by the Board of Directors of Suvidhaa vide resolution dated 12 September 2019. As per the provisions of the Sections 230 to 232 of the Companies Act, 2013 governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of Scheme on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the shareholders and creditors along with the Notice convened the meeting.

1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.

1.3 The proposed composite scheme involves demerger of SME E-Commerce Services Undertaking of Demerged Company 1 and its vesting in Resulting Company 1; demerger of Themepark & Event Software Undertaking of Demerged Company 1 and its vesting in Resulting Company 2 and demerger of E-Commerce Business Undertaking of Demerged Company 2 and its vesting in Resulting Company 1.

1.4 The following documents were placed before the Board:

1.4.1 Draft Composite Scheme of Arrangement duly initialed by the Company Secretary for the purpose of identification;

1.4.2 Valuation report dated 12 September 2019 issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants on share entitlement ratio.

2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoters shareholders), Creditors, Employees and KMPs of Suvidhaa

2.1 Under Part B and Part C of the Scheme, an arrangement is sought to be entered into between Suvidhaa and its equity shareholders (promoter shareholders and non-promoter shareholders).

2.2 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the SME E-Commerce Services Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of Infibeam,

whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

197 (One Hundred Ninety-Seven) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 1,500 (One Thousand Five Hundred) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

2.3 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the E-Commerce Business Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of NSI, whose name is recorded in the register of members and records of the depositories as members of NSI, on the Record Date in the following ratio:

1,10,229 (One Lac Ten Thousand Two Hundred Twenty-Nine) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 20 (Twenty) equity shares of Rs. 10/- (Rupee One Only) each held by such shareholder in NSI

2.4 The rights of the creditors of Suvidhaa shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

2.5 As on date, Suvidhaa has not issued any debentures and therefore, the question of effect of the Scheme on any such debenture-holders or Debenture Trustee does not arise.

2.6 As on date, Suvidhaa has no outstanding Public Deposits and therefore, the question of effect of the Scheme on any such Public Depositor or Deposit Trustee does not arise.

2.7 Under the Scheme, no rights of the staff and employees of Suvidhaa are being affected. The services of the staff and employees of Suvidhaa shall continue on the same terms and conditions on which they are engaged.

2.8 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company 1 as on the Appointed Date and relatable to the SME E-Commerce Services Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 1 to the extent that they are outstanding as on the Appointed Date and the Resulting Company 1 shall meet, discharge and satisfy the same.

2.9 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company 2 as on the Appointed Date and relatable to the E-Commerce Business Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to

be transferred to the Resulting Company 1 to the extent that they are outstanding as on the Appointed Date and the Resulting Company 1 shall meet, discharge and satisfy the same.

2.10 The Directors and Key Managerial Personnel of Suvidhaa may be deemed to be concerned and /or interested in the Scheme only to the extent of their shareholding in the companies forming part of the Scheme, and / or to the extent the said Directors are common Directors in the said companies and / or to the extent the said Director(s) and / or Key Managerial Personnel are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the said companies.

3. No special valuation difficulties were reported by the Valuer.

By Order of the Board,
For **Suvidhaa Infoserve Private Limited**,

Paresh Rajde
Managing Director
DIN: 00016263

Place: Mumbai
Date: 12 September 2019.

DRC SYSTEMS

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DRC SYSTEMS INDIA PRIVATE LIMITED IN ITS MEETING HELD ON 12 SEPTEMBER 2019 EXPLAINING THE EFFECT OF THE SCHEME OF EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTERS SHAREHOLDER:

1. Background

1.1 The proposed Composite Scheme of Arrangement between Infibeam Avenues Limited ("Demerged Company 1" or "Infibeam"), Suvidhaa Infoserve Private Limited ("Resulting Company 1" or "Suvidhaa"), DRC Systems India Private Limited ("Resulting Company 2" or "DRC") and NSI Infinium Global Private Limited ("Demerged Company 2" or "NSI") and their respective shareholders and creditors ("the Scheme") was approved by the Board of Directors of DRC vide resolution dated 12 September 2019. As per the provisions of the Sections 230 to 232 of the Companies Act, 2013 governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of Scheme on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the shareholders and creditors along with the Notice convened the meeting.

1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.

1.3 The proposed composite scheme involves demerger of SME E-Commerce Services Undertaking of Demerged Company 1 and its vesting in Resulting Company 1; demerger of Themepark & Event Software Undertaking of Demerged Company 1 and its vesting in Resulting Company 2 and demerger of E-Commerce Business Undertaking of Demerged Company 2 and its vesting in Resulting Company 1.

1.4 The following documents were placed before the Board:

1.4.1 Draft Composite Scheme of Arrangement;

1.4.2 Valuation report dated 12 September 2019 issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants on share entitlement ratio.

2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoters shareholders), Creditors, Employees and KMPs of DRC

2.1 Under Part D of the Scheme, an arrangement is sought to be entered into between DRC and its equity shareholders (promoter shareholders and non-promoter shareholders).

2.2 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Themepark & Event Software Undertaking into DRC pursuant to the provisions of this Scheme, DRC shall, without any further act or deed, issue and allot to each shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

1 (One) equity share of Rs. 10/- (Rupees Ten Only) each of DRC credited as fully paid-up for every 412 (Four Hundred Twelve) equity shares of Re. 1/- (Rupee One Only) each held by such shareholder in Infibeam

DRC SYSTEMS INDIA PVT. LTD.

Reg. Office
DRC Systems India Pvt. Ltd.
24th Floor, GIFT Two Tower, GIFT CITY,
Gandhinagar– 382355
CIN: U72900GJ2012PTC070106

Contact us
+91-79-67772222
info@drcsystems.com
www.drcsystems.com

2.3 The rights of the creditors of DRC shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

2.4 As on date, DRC has not issued any debentures and therefore, the question of effect of the Scheme on any such debenture-holders or Debenture Trustee does not arise.

2.5 As on date, DRC has no outstanding Public Deposits and therefore, the question of effect of the Scheme on any such Public Depositor or Deposit Trustee does not arise.

2.6 Under the Scheme, no rights of the staff and employees of DRC are being affected. The services of the staff and employees of DRC shall continue on the same terms and conditions on which they are engaged.

2.7 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company 1 as on the Appointed Date and relatable to the Themepark and Event Software Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 2 to the extent that they are outstanding as on the Appointed Date and the Resulting Company 2 shall meet, discharge and satisfy the same.

2.8 As on date, DRC is not required to appoint key managerial personnel as per the provisions of Section 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and therefore, the effect of the Scheme on key managerial personnel does not arise.

2.9 The Directors of DRC may be deemed to be concerned and /or interested in the Scheme only to the extent of their shareholding in the companies forming part of the Scheme, and / or to the extent the said Directors are common Directors in the said companies, and / or to the extent the said Director(s) are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the said companies.

3. No special valuation difficulties were reported by the Valuer.

By Order of the Board,
For DRC Systems India Private Limited,

Vishal Mehta
Director
DIN: 03093563

Place: Gandhinagar
Date: 12 September 2019

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF NSI INFINIUM GLOBAL PRIVATE LIMITED IN ITS MEETING HELD ON 12 SEPTEMBER 2019 EXPLAINING THE EFFECT OF THE SCHEME OF EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTERS SHAREHOLDER:

1. Background

1.1 The proposed Composite Scheme of Arrangement between Infibeam Avenues Limited ("Demerged Company 1" or "Infibeam"), Suvidhaa Infoserve Private Limited ("Resulting Company 1" or "Suvidhaa"), DRC Systems India Private Limited ("Resulting Company 2" or "DRC") and NSI Infinium Global Private Limited ("Demerged Company 2" or "NSI") and their respective shareholders and creditors ("the Scheme") was approved by the Board of Directors of NSI vide resolution dated 12 September 2019. As per the provisions of the Sections 230 to 232 of the Companies Act, 2013 governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of Scheme on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the shareholders and creditors along with the Notice convened the meeting.

1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.

1.3 The proposed composite scheme involves demerger of SME E-Commerce Services Undertaking of Demerged Company 1 and its vesting in Resulting Company 1; demerger of Themepark & Event Software Undertaking of Demerged Company 1 and its vesting in Resulting Company 2 and demerger of E-Commerce Business Undertaking of Demerged Company 2 and its vesting in Resulting Company 1.

1.4 The following documents were placed before the Board:

1.4.1 Draft Composite Scheme of Arrangement;

1.4.2 Valuation report dated 12 September 2019 issued by Icon Valuation LLP, Registered Valuer and Jigar P. Shah & Associates, Chartered Accountants on share entitlement ratio.

2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoters shareholders), Creditors, Employees and KMPs of NSI

2.1 Under Part C of the Scheme, an arrangement is sought to be entered into between NSI and its equity shareholders (promoter shareholders and non-promoter shareholders).

2.2 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the E-Commerce Business Undertaking into Suvidhaa pursuant to the provisions of this Scheme, Suvidhaa shall, without any further act or deed, issue and allot to each shareholder of NSI, whose name is recorded in the register of members and records of the depositories as members of NSI, on the Record Date in the following ratio:

1,10,229 (One Lac Ten Thousand Two Hundred Twenty-Nine) equity shares of Re. 1/- (Rupee One Only) each of Suvidhaa credited as fully paid-up for every 20 (Twenty) equity shares of Rs. 10/- (Rupee One Only) each held by such shareholder in NSI

2.3 Upon the Scheme coming into effect, there will not be any change in the shareholding pattern of NSI.

2.4 The rights of the creditors of NSI shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary

NSI INFINIUM GLOBAL PVT. LTD. P.S. Chokshi

course of business and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

2.5 As on date, NSI has not issued any debentures and therefore, the question of effect of the Scheme on any such debenture-holders or Debenture Trustee does not arise.

2.6 As on date, NSI has no outstanding Public Deposits and therefore, the question of effect of the Scheme on any such Public Depositor or Deposit Trustee does not arise.

2.7 Under the Scheme, no rights of the staff and employees in relation to E-Commerce Business Undertaking of NSI are being affected. The services of the staff and employees of NSI in relation to E-Commerce Business Undertaking shall continue on the same terms and conditions on which they are engaged. With effect from the Effective Date, all employees of NSI engaged in or in relation to the E-Commerce Business Undertaking shall become the employees of Suvidhaa without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by NSI.

2.8 Under the Scheme, no rights of the staff and employees of NSI are being affected. The services of the staff and employees of NSI shall continue on the same terms and conditions on which they are engaged.

2.9 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company 2 as on the Appointed Date and relatable to the E-Commerce Business Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company 1 to the extent that they are outstanding as on the Appointed Date and the Resulting Company 1 shall meet, discharge and satisfy the same.

2.10 As on date, NSI is not required to appoint key managerial personnel as per the provisions of Section 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and therefore, the effect of the Scheme on key managerial personnel does not arise.

2.11 The Directors of NSI may be deemed to be concerned and /or interested in the Scheme only to the extent of their shareholding in the companies forming part of the Scheme, and / or to the extent the said Directors are common Directors in the said companies, and / or to the extent the said Director(s) are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the said companies.

3. No special valuation difficulties were reported by the Valuer.

By Order of the Board,
For NSI Infinium Global Private Limited,

P.S. Chokshi

Pankil Chokshi
Director
DIN: 08348419

NSI INFINIUM GLOBAL PVT. LTD.

Place: Gandhinagar
Date: 12 September 2019

SUVIDHAA INFOSERVE LIMITED

Registered Office: Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India;
Tel: 022 - 6776 5300, +91 9223225225; Fax: 022 - 6776 5200;
E-mail: legal@suvidhaa.com; Website: www.suvidhaa.com;
CIN: U72900GJ2007PLC109642

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
C A (CAA) NO. 53 OF 2020

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013;

And

In the matter of Composite Scheme of Arrangement between Infibeam Avenues Limited, NSI Infinium Global Limited, Suvidhaa Infoserve Limited and DRC Systems India Limited and their respective shareholders and creditors

Suvidhaa Infoserve Limited
CIN: U72900GJ2007PLC109642
A company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355 in the state of Gujarat … Applicant Company

FORM OF PROXY

Name:_____

Address:_____

Email ID: _____

No. of shares: _____

DP Id. _____ Client Id. _____ Folio No. _____

I/We, the undersigned, the equity shareholder/s of Suvidhaa Infoserve Limited, do hereby appoint

1. Name: _____
   Address:
   _____
   Email ID:_____Signature:_____, or failing him/her

2. Name: _____
   Address:_____
   Email ID:_____Signature:_____, or failing him/her

3. Name: _____
   Address:
   _____
   Email ID:_____Signature: _____,

as my/our proxy, to act for me/us at the meeting of the equity shareholders of the Applicant Company to be held on Monday, 2 November 2020 at 02:30 p.m. IST at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 in the state of Gujarat; for the purpose of considering, and, if thought fit, approving, with or without modification(s), the said Composite Scheme of Arrangement between Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors ("Scheme"), and at such meeting and at any adjournment / adjournments thereof, to vote, for me / us and in my / our name(s) _____ (here, if for, insert 'for', if against, insert 'against', and in the latter case, strike out the words below after 'Scheme') the said arrangement embodied in the Scheme, either with or without modification(s), as my / our proxy may approve.

Dated this _____ day of _____ 2020

Affix Revenue Stamp

Signature of Shareholder(s) _____

Signature of Proxy _____

Notes:

1. The Form of Proxy must be deposited at the registered office of Suvidhaa Infoserve Limited at Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355, Gujarat, India, at least 48 (forty eight) hours before the scheduled time of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be an equity shareholder of Suvidhaa Infoserve Limited.
6. If you are a body corporate, a copy of the Resolution of the Board of Directors or the governing body authorizing such person to act as its representative/proxy at the meeting and certified to be a true copy by a Director, the manager, the Secretary or any other authorised officer of such body corporate be lodged with Suvidhaa Infoserve Limited at its Registered Office not later than 48 (forty-eight) hours before the meeting.
7. No person shall be appointed as a proxy who is a minor.
8. The proxy of an equity shareholder, blind or incapable of writing, would be accepted if such equity shareholder has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of proxy that all such insertions have been made by him at the request and in the presence of the equity shareholder before he attached his signature or mark.
9. The proxy of an equity shareholder who does not know English would be accepted if it is executed in the manner prescribed in point no. 8 above and the witness certifies that it was explained to the equity shareholder in the language known to him, and gives the equity shareholder's name in English below the signature.

SUVIDHAA INFOSERVE LIMITED

Registered Office: Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India;
Tel: 022 - 6776 5300, +91 9223225225; Fax: 022 - 6776 5200;
E-mail: legal@suvidhaa.com; Website: www.suvidhaa.com;
CIN: U72900GJ2007PLC109642

EQUITY SHAREHOLDERS
ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DPID* _____ Client ID* _____

Folio No. _____ No of Share(s) _____

Full name of the member attending: _____

Name of the Proxy: _____ _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I/We hereby record my/our presence at the meeting of equity shareholders of Suvidhaa Infoserve Limited convened pursuant to the Order dated 9 September 2020 read with order dated 21 September 2020 of the Hon'ble National Company Law Tribunal, Bench at Ahmedabad on Monday, 2 November 2020 at 02:30 p.m. IST at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355

_____

Member's/Proxy's Signature
(To be signed at the time of handing over the slip)

Notes:

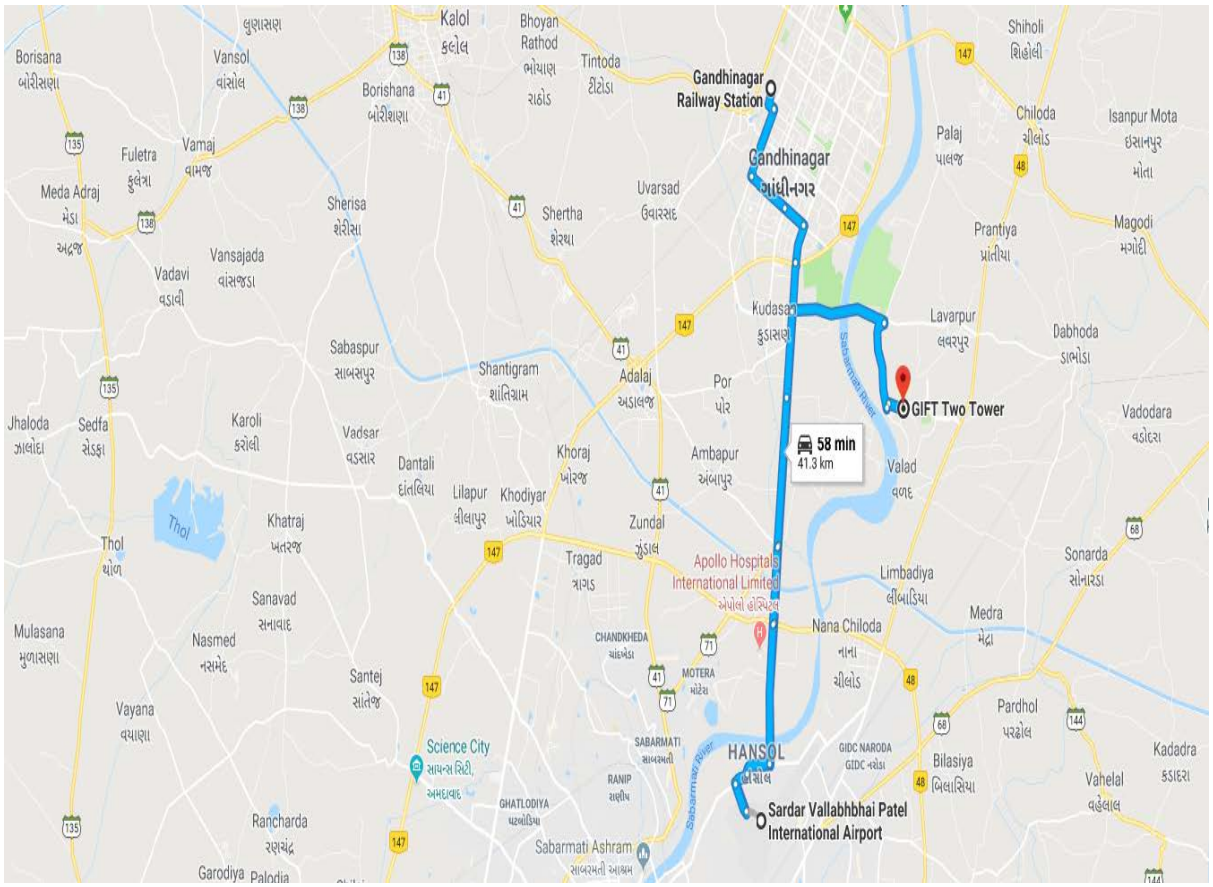
1. Equity Shareholders attending the meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. Equity Shareholders who come to attend the meeting are requested to bring their copy of the Scheme with them.
3. Equity Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
4. Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of Suvidhaa Infoserve Limited in respect of such joint holding will be entitled to vote.

*Applicable for investors holding shares in dematerialized form

ROUTE MAP TO THE VENUE OF THE MEETING

Venue: 23rd Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY, Gandhinagar,
Taluka & District - Gandhinagar – 382 355

Landmark: GIFT CITY.



Venue Distance from

Gandhinagar Railway Station 14 kms. approx.
Airport 18 kms. approx.

SUVIDHAA INFOSERVE LIMITED

Registered Office: Unit No. 02, 28th Floor, GIFT-II Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar - 382355, Gujarat, India;
Tel: 022 - 6776 5300, +91 9223225225; Fax: 022 - 6776 5200;
E-mail: legal@suvidhaa.com; Website: www.suvidhaa.com;
CIN: U72900GJ2007PLC109642

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No.:

1.	Name and Registered address of the sole / first named equity shareholder	
2.	Name(s) of joint shareholder(s) if any: (in block letters)	
3.	Registered Folio No./ DP ID No.*/ Client ID No.* (*Applicable to investors holding shares in dematerialized form)	

I / We hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice convening the meeting of the equity shareholders of Suvidhaa Infoserve Limited ("the Company") pursuant to Order passed by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad dated 9 September 2020 read with order dated 21 September 2020 by conveying / recording my / our assent or dissent to the said Resolution by placing the tick (√) mark in the appropriate box below:

Item No.	Description	No. of Shares	I/ We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Resolution approving Composite Scheme of Arrangement between 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			

Place: _____

Date: _____ Signature of the Shareholder

Note: Please read the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

1. An equity shareholder(s) desirous to exercise his/her vote by Postal Ballot Form shall complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballot Form(s), if sent by courier or any other mode at the expense of the equity shareholder(s) will also be accepted.
2. The voting period for postal ballot shall commence on and from Saturday, 3 October 2020 at 9.00 a.m. (IST) and ends on Sunday, 1 November 2020 at 5:00 p.m. (IST)
3. This Postal Ballot Form should be duly completed and signed by the equity shareholder. In case of joint holding, this Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company or furnished by Depository Participant to the Company) by the first named shareholder and in his absence, by the next named joint shareholder.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5 p.m. IST on 1 November 2020. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the equity shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the equity shareholders.
6. The Postal Ballot Form can be downloaded from the link www.suvidhaa.com. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. IST on 1 November 2020.
7. The exercise of vote through Postal Ballot Form is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Equity shareholders are requested not to send any other papers / documents along with the Postal Ballot Form. If sent, the said paper(s) / document(s) will not be acted upon. Equity shareholders are also requested not to write anything on the Postal Ballot Form except giving their details, assent or dissent for the proposed resolution and putting their signature.
10. Equity shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint shareholders.
12. In the case of equity shares held by companies, financial institutions, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization together with attested specimen signature(s) of the duly authorized signatory(ies). A Postal Ballot Form signed by the holder of a power of attorney for and on behalf of an equity shareholder of the Company must be accompanied by the copy of power of attorney duly certified by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
13. A Postal Ballot Form shall be considered invalid if;
    a. If the equity shareholder's signature does not tally.
    b. If the equity shareholder has marked all his shares both in favour and also against the respective resolution or neither assent nor dissent is mentioned.
    c. Any competent authority has given directions in writing to the company to freeze the voting rights of the equity shareholder.
    d. A form other than one issued by the Company has been used.
    e. It has not been signed by or on behalf of the equity shareholder.
    f. if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the equity shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
    g. if the information filled in the postal ballot form is incomplete.
    h. It is not possible to determine without any doubt the assent or dissent of the equity shareholder.

The equity shareholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer on below mentioned address.

To,
Mr. Jitendra Leeya
Scrutinizer
Unit: **Suvidhaa Infoserve Limited**
TF/1, Anison Building, 3rd Floor,
Swastik Society, Nr. Stadium Circle, C.G. Road
Navrangpura, Ahmedabad-380009,
Gujrat, INDIA