



July 13, 2017

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Company Code No.: 539807	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Company Symbol: INFIBEAM
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Dear Sir / Madam,

Sub: Outcome of Board Meeting held on July 13, 2017

This is to inform you that the Board of Directors of the Company at its meeting duly held on Thursday, July 13, 2017 commenced at 4.00 p.m. and concluded at 6.30 p.m., has approved -

1. Subject to the approval of the members of the Company:
 - a) Split / Sub Division of Equity Shares of the Company from existing Face Value of Rs. 10/- (Rupees Ten Only) per Equity Share to Face Value of Rs. 1/- (Rupee One Only) per Equity Share. **(As per Annexure - A)**
 - b) Alter the Capital Clause of Memorandum of Association, in connection with the split of shares.
 - c) Infibeam Stock Appreciation Rights Scheme 2017, as per SEBI (Share Based Employee Benefits) Regulation, 2014 for employees of the Company as well as for Subsidiary Companies. **(As per Annexure - B)**
 - d) Set up Infibeam Employees Welfare Trust ("Trust") for the implementation of "Infibeam Stock Appreciation Rights Scheme 2017" as per SEBI (Share Based Employee Benefits) Regulation, 2014 and to acquire the Equity Shares from secondary market by the Trust.
2. To convene an Extra Ordinary General Meeting of the Members of the Company on Friday, August 11, 2017 at 11.30 a.m. at S - 3 & 5 Hall, Ground Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, IIM - A Road, Vastrapur, Ahmedabad - 380 015 for above referred matters.
3. Amalgamation of Avenues (India) Private Limited ("CC Avenue") with the Company as per separate intimation.

We request you to take the same on your records.

Thanking you.

For, Infibeam Incorporation Limited


Shyamal Trivedi
Vice President & Company Secretary

Encl: As Above

CC to:

Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers, 28 th Floor, Dalal Street, Fort, Mumbai - 400 023	National Securities Depository Limited Trade World, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	Link Intime (India) Private Limited C - 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai- 400083.
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INFIBEAM INCORPORATION LIMITED

Regd. Office: 9th Floor, "A" Wing, Gopal Palace, Nehrunagar, Ahmedabad 380015. Phone: +91.79.4040.3600

CIN:L64203GJ2010PLC061366

Annexure - A

Further in terms of Regulation 30, Schedule III, Part A, we hereby submit the following disclosure as per SEBI circular dated September 9, 2015 for your kind consideration:

(A) Disclosure of Split of Shares:

Sr. No.	Particulars	Disclosures
1.	Split Ratio	1 (One) Equity Share of the Company having Face Value of Rs. 10/- each into 10 (Ten) Equity Shares of the Company having Face Value of Rs. 1/- each
2.	Rationale behind the split	To improve the liquidity of Equity Shares with higher floating stocks and to make the Equity Shares more affordable to the investors.
3.	Pre and Post share capital -	
	Authorised Share Capital	Pre - Split Equity Shares - Rs. 63,00,00,000/- divided into 6,30,00,000 Equity Shares of Face Value of Rs. 10/- each Post - Split Equity Shares - Rs. 63,00,00,000/- divided into 63,00,00,000 Equity Shares of Face Value of Rs. 1/- each
	Paid up and Subscribed Share Capital	Pre - Split Equity Shares - Rs. 54,27,83,390/- divided into 5,42,78,339 Equity Shares of Face Value of Rs. 10/- each Post - Split Equity Shares - Rs. 54,27,83,390/- divided into 54,27,83,390 Equity Shares of Face Value of Rs. 1/- each
4.	Expected time of completion	Approx. two months from the date of declaration in the said Board Meeting
5.	Class of shares which are sub-divided	Equity Shares of Face Value of Rs. 10/- each fully paid up
6.	Number of Equity Shares	Pre - Split Equity Shares : 5,42,78,339 Equity Shares Post - Split Equity Shares : 54,27,83,390 Equity Shares
7.	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding	Not Applicable



Annexure B

(B) Infibeam Stock Appreciation Rights Scheme 2017 through Trust Route:

Sr. No.	Particulars	Disclosures
1.	Brief details of Scheme	<p>The Infibeam Stock Appreciation Rights Scheme 2017 ('Scheme') is proposed to be implemented through Infibeam Employee Welfare Trust ("Trust").</p> <p>The objectives of the Scheme 2017 are:</p> <ol style="list-style-type: none">a. To incentivise and motivate the 'employees' in a manner that will enable providing certain benefits on the happening of certain definitive events;b. To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company and its Subsidiary Companies, as the case may be; andc. To promote the culture of employee ownership <p>The Company shall provide financial assistance to the Trust in form of a loan for acquisition of Equity Shares of the Company for the purpose of implementation of the Scheme 2017</p> <p>The Company may either issue its Equity Shares to Trust and/or Trust may acquire Equity Shares of the Company from the secondary market for this purpose, subject to provisions of the applicable laws.</p> <p>The Nomination and Remuneration Committee (the "NRC") of the Board of Directors as provided under Section 178 of the Companies Act, 2013, as amended (the "Act"), acts as the Compensation Committee for the purpose of implementation, administration and superintendence of the Scheme 2017.</p>
2.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
3.	Brief details of Stock Appreciation Rights (SARs) covered; and Total number of shares covered by the Options / SARs as may be granted.	Subject to Members' approval and any other requisite approvals, Stock Appreciation Rights ("SARs") may be granted to the eligible employees by the NRC of the Board of Directors from time to time, and in aggregate shall not exceed the limits prescribed under the SBEB Regulations which is 5% of the paid up share capital of the Company. In case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split or consolidation among others, a fair and reasonable adjustment shall be made to the SARs granted under the Scheme 2017 in accordance with SBEB Regulations. The NRC shall have the right and discretion to settle the SARs upon exercise, by way of



		cash or Equity Shares and the NRC shall take all steps required under the applicable law to enable such settlement.
4.	Pricing formula	Each SAR shall confer the right on the eligible employee to receive appreciation with respect to the underlying Equity Share on the entitled shares after it has been exercised in accordance with terms of the Scheme 2017.
5.	Option Vested	Not Applicable
6.	Options/SARs exercised / lapsed	Nil
7.	Money realized by exercise of options and total number of shares arising as a result of exercise of option	Not Applicable
8.	The total number of shares arising as a result of exercise of option	Not Applicable
9.	Variation of terms of options	Not Applicable
10.	Subsequent changes or cancellation or exercise of such options	Not Applicable
11.	Diluted earnings per share pursuant to issue of equity shares on exercise of options.	Not Applicable

