



**INFIBEAM AVENUES LIMITED**

*(FORMERLY KNOWN AS INFIBEAM INCORPORATION LIMITED)*

Registered Office: 28<sup>th</sup> Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5,  
GIFT CITY, Gandhinagar – 382 355;  
Tel: +91-79-67772204; Fax: +91-79-67772205;  
E-mail: ir@ia.ooo; Website: www.ia.ooo;  
CIN: L64203GJ2010PLC061366

**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

**Infibeam Avenues Limited**

CIN: L64203GJ2010PLC061366

A company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 28<sup>th</sup> Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone – 5, GIFT City, Gandhinagar – 382355 in the state of Gujarat

... Applicant Company

**FORM OF PROXY**

Name of creditor: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

I/We, the undersigned, the secured creditor of Infibeam Avenues Limited, do hereby appoint Mr./ Ms. \_\_\_\_\_ of \_\_\_\_\_ and failing him / her Mr./Ms. \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy, to act for me/us at the meeting of the secured creditors of the Applicant Company to be held on Monday, 2 November 2020 at 11:30 a.m. IST at 23<sup>rd</sup> 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

Signature of secured creditor \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

1. The Form of Proxy must be deposited at the registered office of Infibeam Avenues Limited at 28<sup>th</sup> Floor, GIFT Two 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 a secured creditor of Infibeam Avenues 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 Infibeam Avenues 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 a secured creditor, blind or incapable of writing, would be accepted if such secured creditor 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 secured creditor before he attached his signature or mark.
9. The proxy of a secured creditor 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 secured creditor in the language known to him, and gives the secured creditor's name in English below the signature.



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**SECURED CREDITORS**

**ATTENDANCE SLIP**

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Amount Rs. \_\_\_\_\_

Name and address of the secured creditor / proxy holder:

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I/We hereby record my/our presence at the meeting of secured creditors of Infibeam Avenues 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 11:30 a.m. IST at 23<sup>rd</sup> Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355

\_\_\_\_\_  
Secured Creditor's/Proxy's Signature  
(To be signed at the time of handing over the slip)

**Notes:**

1. Secured creditors 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. Secured creditors who come to attend the meeting are requested to bring their copy of the Scheme with them.



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**POSTAL BALLOT FORM**

**(To be returned to the Scrutinizer appointed by the Company)**

Serial No.:

1.	Name of Secured Creditor [IN BLOCK LETTERS]	
2.	Address of Secured Creditor [IN BLOCK LETTERS]	
3.	Principal amount due as on 18 September 2020 (in Rs.)	

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 secured creditors of Infibeam Avenues 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 (v) mark in the appropriate box below:

Item No.	Description	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 Secured Creditor

Note: Please read the instructions printed overleaf before exercising your vote.

## INSTRUCTIONS

1. A secured creditor desiring to exercise 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 secured creditor 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 secured creditor.
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 secured creditor has not been received.
5. Voting rights will be in proportion to the principal amount due in the name of the respective secured creditor as on 18 September 2020, being the 'cut-off date'.
6. Voting by postal ballot can be exercised only by the secured creditor or his / her duly constituted attorney or, in case of body corporate, the duly authorized person. The exercise of vote through Postal Ballot Form is not permitted through a proxy. Secured creditors can opt only one mode for voting i.e. Postal Ballot Form or Ballot Paper at the meeting.
7. Secured creditors who have cast their votes by postal ballot can also attend the meeting.
8. The Postal Ballot Form can also be downloaded from the link [www.ia.ooo](http://www.ia.ooo). However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. IST on 1 November 2020.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
10. Secured creditors 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. Secured creditors 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.
11. Secured creditors are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
12. Secured creditors having outstanding amount as on 18 September 2020 being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
13. In case the secured creditor is an entity, 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 a secured creditor 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.
14. A Postal Ballot Form shall be considered invalid if;
  - a. If the secured creditor has marked both in favour and also against the respective resolution or neither assent nor dissent is mentioned.
  - b. A form other than one issued by the Company has been used.
  - c. It has not been signed by or on behalf of the secured creditor.
  - d. 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 secured creditor or as to whether the votes are in favour or against or on one or more of the above grounds.
  - e. if the information filled in the postal ballot form is incomplete.
  - f. It is not possible to determine without any doubt the assent or dissent of the secured creditor.

The secured creditor entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer.