



INFIBEAM AVENUES LIMITED

(Formerly known as Infibeam Incorporation Limited)

[CIN : L64203GJ2010PLC061366]

Registered Office : 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar - 382 355.

Email: ir@ia.ooo Website: www.ia.ooo

NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the Members of **INFIBEAM AVENUES LIMITED** (Formerly known as Infibeam Incorporation Limited) will be held on Saturday, January 12, 2019 at 10.30 a.m. at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 to transact the following business:

SPECIAL BUSINESS:

Item No. 1:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required and subject to the Memorandum and Articles of Association of the Company, subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such other conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) or sanction(s), 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 include any Committee which the Board may have constituted or hereinafter constituted to exercise its powers including the powers conferred by this resolution), the consent of the members of Infibeam Avenues Limited (“the Company”) be and is hereby granted to the Board for dilution or divestment by way of sale, transfer, disposal, either in whole or part, in one or more tranches in aggregate up to 100% equity stake along with operational, financial and management control (“**Control**”) in NSI Infinium Global Private Limited (“NSI”), a wholly owned and material subsidiary of the Company for a consideration as may be agreed upon by the Board to Suvidhaa Infoserve Private Limited or its designated nominees (“**Suvidhaa**”) in terms of requisite agreements executed or to be executed between NSI and/or the Company and Suvidhaa and subject to any other alterations, modifications, conditions, corrections, changes and variations as may be required by any of the concerned authorities or as the Board may deem fit and appropriate

and for entering into the Scheme of Arrangement/ Amalgamation between NSI Infinium Global Private Limited and Suvidhaa Infoserve Private Limited and their respective Shareholders and Creditors (**‘the Scheme’**).

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/ or Mr. Malav Mehta, Director and/ or Mr. Shyamal Trivedi, Vice President & Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters and take all such steps as may be deemed necessary, proper or expedient in the interest of the Company to give effect to this resolution, including but not limited to deciding the time line, manner, extent for the dilution or divestment of shares and transferring the Control, determining, negotiating and finalizing the relevant terms and conditions (including but not limited to determination of final consideration) finalizing the manner and method of disposal and executing all necessary agreements (including execution of share purchase agreement with such representations, warranties, indemnities and covenants as may be customary in such transactions), such other agreements, contracts, declarations, deeds, documents, forms, indemnities, letters, undertakings, and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, make all such filings and applications for the statutory / regulatory and other approvals as may be required and subsequent modification thereto and to complete the aforesaid transaction and also to take necessary steps in the matter as the Board may in its absolute discretion deems necessary, desirable or expedient to give effect to the aforesaid resolution and for effectively implementing the Scheme and the Board shall also be empowered to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also authorized to delegate power from time to time, to any Committee of the Board or individuals.

RESOLVED FURTHER THAT all acts, deeds, matters and things, already done by the Company, if any, and / or any of its Directors and/or officers and/or representatives for and in the name of the Company in this regard, be and the same are hereby noted, ratified and approved.”

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Gandhinagar – 382 355

By the Order of the Board,
For Infibeam Avenues Ltd.
(Formerly known as Infibeam
Incorporation Limited)

Shyamal Trivedi
Vice President & Company
Secretary

Date : December 17, 2018

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER(S).

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, etc. must be supported by an appropriate resolution / authority, as applicable.
3. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.
4. Members/Proxies are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. A Minor shall not be appointed as a Proxy.
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the Extra Ordinary General Meeting (EGM).
7. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form will be available on the Company's website www.ia.ooo.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
10. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Notices, Circulars, etc. from the Company electronically.
11. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of EGM will also be available on the Company's website, www.ia.ooo and that of Central Depository Services (India) Limited ("CDSL"), www.cdslindia.com.
12. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days (Except Saturday and Sunday) of the Company up to the date of the EGM.
13. A route map showing directions to reach the venue of the EGM is given at the end of the Notice.
14. **VOTING THROUGH ELECTRONIC MEANS**
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 as amended of the Companies (Management and Administration) Rules, 2014, relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') is provided by Central Depository Services (India) Limited.
 - (b) The facility for voting through ballot paper shall be made available at the EGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the EGM venue.
 - (c) The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

- (d) The remote e-voting period commences at 9.00 a.m. on Wednesday, January 9, 2019 and ends at 5:00 p.m. on Friday, January 11, 2019. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January 5, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

The instructions for shareholders voting electronically are as under:

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on Shareholders.
- iii) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii) After entering these details appropriately, click on "SUBMIT" tab.

- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant INFIBEAM AVENUES LIMITED on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login

should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- M/s. SPANJ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility. E-voting facility will not be made available at the EGM venue.
- The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ia.ooo and on the website of CDSL immediately after the result is declared by the Chairman and results shall also be communicated to the Stock Exchanges.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

NSI Infinium Global Private Limited ("**NSI**") is a wholly owned material subsidiary of the Company. NSI is inter-alia engaged in business of online multi-brand retail trading activity through web portal and also operates a marketplace for products, to enable sale of various products online by merchants.

Keeping in view the Company's new growth strategy and shifting of focus on payment gateway business, the Board is evaluating various opportunities, accordingly, the Board upon recommendation of Audit Committee considered the proposal to dilute or divest, either wholly or partially, shares along with operational, financial and management control ("**Control**") of NSI to Suvidhaa Infoserve Private Limited or its designated nominees ("**Suvidhaa**") on such terms and conditions as may be agreed between NSI and/or the Company and Suvidhaa in terms of the agreement or Memorandum of Understanding entered into between the NSI and Suvidhaa and subsequently entering into the Scheme of Arrangement/ Amalgamation between NSI Infinium Global Private Limited and Suvidhaa Infoserve Private Limited and their respective Shareholders and Creditors ("**the Scheme**").

The dilution or divestment along with transfer of Control of NSI will not have any impact on the core business of the Company. The proposed transaction will be in conformity with all the applicable laws and regulations.

Pursuant to Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no company can dilute or sell its shareholding / control in a material subsidiary which would reduce its shareholding to less than 50% or cease the exercise of control without passing a special resolution except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal. Further, shareholders' approval by way of special resolution is also required under the aforesaid Regulation 24 as well as under Section 180(1)(a) of the Companies Act, 2013 in the event of sale or disposal of assets amounting to more than 20% of the value of the material subsidiary or undertaking of the Company. Since, NSI is a wholly owned and material subsidiary of the Company, hence approval of shareholders by way of special resolution is required for the proposed transaction.

The Board of Directors of the Company believes that the aforesaid proposal, as mentioned in the resolution, is in the best interest of the Company and its Members and therefore recommends this Special Resolution for your approval.

The Company, its Directors or the Promoter Group are in no manner related with Suvidhaa Infoserve Private Limited. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in this resolution, save and except to the extent of their directorship / shareholding, if any.

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By the Order of the Board,
For Infibeam Avenues Ltd.
(Formerly known as Infibeam
Incorporation Limited)

Shyamal Trivedi
Vice President & Company
Secretary

Date : December 17, 2018

**INFIBEAM AVENUES LIMITED***(Formerly known as Infibeam Incorporation Limited)***[CIN : L64203GJ2010PLC061366]****Registered Office :** 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District-Gandhinagar-382 355.**Email:** ir@ia.ooo **Website:** www.ia.ooo**FORM MGT-11****PROXY FORM****[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the member (s) :	
Registered Address :	
Email Id :	
Folio No. / DPID-Client ID :	

I/We, being the member (s) of _____ Shares of the above named Company, hereby appoint:

1. Name: _____ Address: _____
Email Id : _____ Signature : _____ or failing him
2. Name: _____ Address: _____
Email Id : _____ Signature : _____ or failing him

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, January 12, 2019 at 10.30 a.m. at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Special Business	
1	To approve dilution / divestment of 100% Equity Stake along with control in wholly owned subsidiary through Scheme of Arrangement

Signed this _____ day of _____ 2018/2019

Affix Revenue
Stamp of
Rs. 1 here_____
Signature of Shareholder_____
Signature of Proxy holder(s)**Note :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**INFIBEAM AVENUES LIMITED***(Formerly known as Infibeam Incorporation Limited)***[CIN : L64203GJ2010PLC061366]****Registered Office :** 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District-Gandhinagar-382 355.**Email:** ir@ia.ooo **Website:** www.ia.ooo**ATTENDANCE SLIP****[PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND IT OVER AT THE ENTRANCE DULY FILLED IN]**

Folio No./ DPID-Client ID :	
Name of the member (s) :	
Registered Address :	

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company held on Saturday, January 12, 2019 at 10.30 a.m. at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

Full name of Shareholder/Proxy (in Block Letters)_____
Signature of Shareholder/Proxy

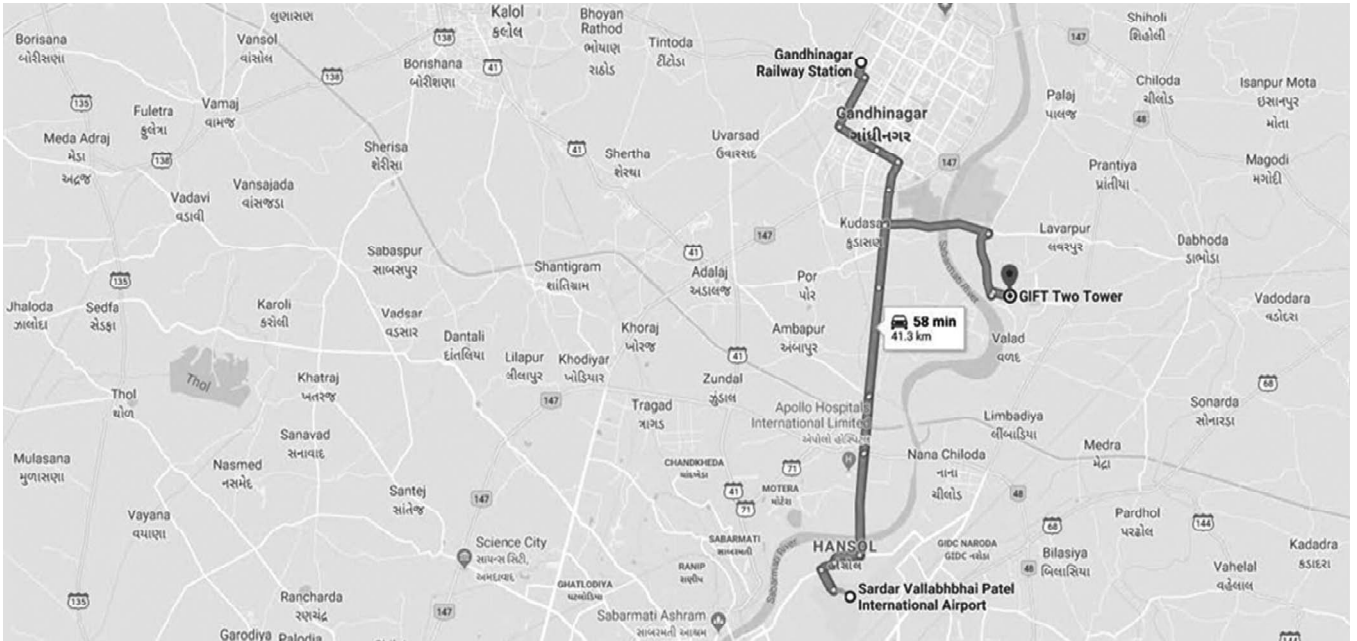


ROUTE MAP TO THE VENUE OF THE EGM OF INFIBEAM AVENUES LIMITED

(Formerly known as Infibeam Incorporation Limited)

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.

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FORM MGT-12

BALLOT FORM**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)**

1	Name and Address of the Sole/First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of Extra Ordinary General Meeting (EGM) of the Company to be held on Saturday, January 12, 2019, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Special Business:				
1	To approve dilution / divestment of 100% Equity Stake along with control in wholly owned subsidiary through Scheme of Arrangement			

Place: Gandhinagar

Date :

(Signature of the Shareholder/Proxy)**Note :** This Ballot is to be used for exercising voting at the time of Extra Ordinary General Meeting to be held on Saturday, January 12, 2019 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.

Book - Post / Courier

To,

If un-delivered, please return to :



INFIBEAM AVENUES LIMITED

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