



## INFIBEAM INCORPORATION LIMITED

[CIN: L64203GJ2010PLC061366]

Registered Office: 9<sup>th</sup> Floor, "A" wing, Gopal Palace, Opposite Ocean Park,  
Nr. Nehrunagar, Satellite Road, Ahmedabad – 380 015

### NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the Members of **INFIBEAM INCORPORATION LIMITED** will be held 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 to transact the following businesses:

#### SPECIAL BUSINESS:

##### Item No. 1:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions as may be required from concerned authorities or bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, consents and permissions which may be agreed by the Board of Directors, approval of the members of the Company be and is hereby accorded for subdividing the 6,30,00,000 (Six Crores Thirty Lakhs) Equity Shares of the Company from Face Value of Rs.10/- each (Rupees Ten Only) to 63,00,00,000 (Sixty Three Crores) Equity Share of Face Value of Rs. 1/- (Rupee One Only) each.

**"RESOLVED FURTHER THAT** pursuant to the sub-division of Equity Shares of the Company, each existing fully paid-up 5,42,78,339 Equity Shares of the Company of the Face Value of Rs.10/- (Rupees Ten Only) each as existing on the Record Date, be sub-divided into 54,27,83,390 Equity Shares of Face Value of Rs. 1/- (Rupee One Only) each fully paid-up with effect from the Record Date."

**"RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

**"RESOLVED FURTHER THAT** Mr. Vishal Mehta, Managing Director and/or Mr. Malav Mehta, Director and /or Mr. Shyamal Trivedi, Vice President & Company Secretary, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental

thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto."

##### Item No. 2:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for the amendment and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new clause V:

"V. The Authorised Share Capital of the Company is Rs. 63,00,00,000/- (Rupees Sixty Three Crores Only) divided into 63,00,00,000 (Sixty Three Crores) Equity Shares of Rs. 1/- (Rupee One Only) each."

**"RESOLVED FURTHER THAT** Mr. Vishal Mehta, Managing Director and/or Mr. Malav Mehta, Director and /or Mr. Shyamal Trivedi, Vice President & Company Secretary, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution."

##### Item No. 3:

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

**"RESOLVED THAT** pursuant to Section 67 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force; the Memorandum and Articles of Association of the Company; the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (the **"SBEB Regulations"**); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to permissions



and approvals as may be required and such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any duly constituted committee of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise certain powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the **'Infibeam Stock Appreciation Rights Scheme 2017'** (the **"Scheme 2017"**), the salient features of which are furnished in the explanatory statement to the Notice; and consent be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of such persons who are in permanent employment of the Company and its subsidiary companies (present and future), whether working within India or outside India, including Directors whether Whole-time Directors or not (but excluding an employee who is a Promoter or belonging to the Promoter Group, an Independent Director and a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of the applicable laws and regulations in force, as may be decided by the Board under the Scheme, such number of Stock Appreciation Rights (**"SARs"**) to be settled in cash or equity shares, at such price/quantity, or in accordance with such formula, as may be applicable, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SBEB Regulations or other provisions of the law as may be prevailing at that time such that the SARs shall not exceed, in aggregate (including any SARs awarded to Employees of the subsidiaries of the Company pursuant the resolution proposed under item no. 4), 26,94,696 Equity Shares of Rs. 10/- each (i.e. 2,69,46,960 Equity Shares of Re. 1/- each post sub-division/split) representing 5% of the issued Equity Shares of the Company as on March 31, 2017."

**"RESOLVED FURTHER THAT** the Scheme 2017 be implemented through Infibeam Employees Welfare Trust (the **"Trust"**) based on the guidelines formulated by the Board, in accordance with the provisions of the SBEB Regulations and other applicable laws and regulations in force."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, such as re-classification of shares, splitting up of the face value of shares, sub-division of shares, as applicable from time to time, the Board shall decide on the fair and reasonable adjustment to be made to the SARs granted earlier, in compliance with the applicable laws."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Scheme 2017 and determine the detailed terms and conditions of the aforementioned Scheme 2017, including but not limited to the quantum of the SARs to be granted per employee, the number of SARs to be issued in each tranche, the terms or combination of terms subject to which the SARs are to be issued, the exercise period, the vesting period, the vesting conditions, instances where such SARs shall lapse and adjustments to be made pursuant to lapse of SARs and to grant such number of SARs, to such employees and directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme 2017 and as the

Board may in its absolute discretion thinks fit."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as may, at its absolute discretion, deem necessary and proper, including appoint various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme 2017, as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Securities and Exchange Board of India / the Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any modifications, changes, variation, alteration or revisions in the said Scheme 2017 as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2017 from time to time in accordance with the provisions of the SBEB Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted SARs under the Scheme 2017."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or the Trust, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

#### **Item No. 4:**

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

**"RESOLVED THAT** pursuant to Section 62, Section 67 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force; the Memorandum and Articles of Association of the Company; the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (the **"SBEB Regulations"**); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to permissions and approvals as may be required and such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any duly constituted committee of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise certain powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to extend the benefits and coverage of the **'Infibeam Stock Appreciation Rights Scheme 2017'** (the **"Scheme 2017"**) (referred to in the Resolution under Item No. 3 of this Notice), salient features of which are detailed in the explanatory statement to this Notice, to such persons who are in permanent employment



of the subsidiary companies (present and future) of the Company, whether working within India or outside India, including Directors whether Whole-time Directors or not (but excluding an employee who is a Promoter or belonging to the Promoter Group, an Independent Director and a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of the applicable laws and regulations in force, as may be decided by the Board, in the manner mentioned in the Resolution under item No. 3 of this Notice, on such terms and conditions as may be fixed or determined by the Board in accordance with the SBEB Regulations or other provisions of the law as may be prevailing at that time."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems necessary, expedient or proper, to settle any question, difficulties or clarifications whatsoever that may arise in this regard at any time without requiring the Board to secure any further consent or approval of the Members of the Company, subject to compliance with the applicable law."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or the Trust, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

#### **Item No. 5:**

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); the Memorandum and Articles of Association of the Company; the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (the **"SBEB Regulations"**); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to permissions and approvals as may be required and such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any duly constituted committee of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise certain powers, including the powers conferred by this resolution) the consent of the Members of the Company be and is hereby accorded to the Infibeam Employees Welfare Trust (the **"Trust"**) to acquire, from the secondary market, in one or more tranches, fully paid-up equity shares of the Company of Face Value of Rs. 10/- each (the **"Equity Shares"**) provided that such acquisition shall not exceed 26,94,696 Equity Shares of Rs. 10/- each (i.e. 2,69,46,960 Equity Shares of Re. 1/- each post sub-division/ split) (representing 5% of the paid up equity share capital), as on

March 31, 2017, in accordance with the limits prescribed under the SBEB Regulations, for the purposes of implementation of the Infibeam Stock Appreciation Rights Scheme, 2017 (the **"Scheme 2017"**), and in due compliance with the provisions of the SBEB Regulations, at such price and at such terms and conditions that the Trust may deem fit and to do all such acts, deeds and things as maybe incidental or ancillary in this regard."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares, merger etc. of the Company, the number and percentage of shares of the Company to be acquired from the secondary market by the Trust shall be appropriately adjusted."

**"RESOLVED FURTHER THAT** the Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the paid-up Equity Share capital as at the end of the financial year preceding the date of the intended acquisition or such other ceiling as may be permitted under the applicable laws."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, each of the Board and the Trust are, severally, authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems necessary, expedient or proper, to settle any question, difficulties or clarifications whatsoever that may arise in this regard at any time, subject to compliance with the applicable law."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or the Trust, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

#### **Item No. 6:**

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

**"RESOLVED THAT** pursuant to Section 67 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the **"Act"**); the Memorandum and Articles of Association of the Company; the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as **"SBEB Regulations"**), the consent of the Members of the Company be and is hereby accorded to the Board to grant loan(s) in one or more tranches and/or to give guarantee or provide security in connection with loan(s) granted or to be granted to the Infibeam Employees Welfare Trust (hereinafter referred to as the **"Trust"**) set-up by the Company, for enabling Trust to make secondary acquisition of the Equity Shares of the Company for the purpose of Infibeam Stock Appreciation Rights Scheme 2017 (**"Scheme"**), such that total amount of loan outstanding shall not exceed INR 500,000,000 (Indian Rupees Five Hundred Million) or such higher amount as may be sanctioned by the Board, taking into account any potential increase in the market price of the Equity Shares of the Company, for acquisition of Equity Shares of the Company from the secondary market representing upto 5% of the paid up capital of the Company for the purpose of implementation of the Scheme 2017, subject to overall limits, if any, specified under the Act or the SBEB Regulations and more particularly mentioned in the resolution proposed under item no. 5."



**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems necessary, expedient or proper, to settle any question, difficulties or clarifications whatsoever that may arise in this regard at any time without requiring the Board to secure any further consent or approval of the Members of the Company, subject to compliance with the applicable law.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard, in accordance with the applicable laws.”

**Item No. 7:**

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

**“RESOLVED THAT** pursuant to Section 94 and such other applicable provisions of the Companies Act, 2013(‘Act’), and the relevant Rules, circulars and notifications made there under (including any statutory modification(s),enactment(s) or re-enactment(s) thereof for the time being in force), subject to such other approvals, consents, permissions as may be required from concerned authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents and permissions which may be agreed by the Board of Directors, approval of the members of the Company be and is hereby accorded to maintain the Register of Members together with the Index of members of the Company under section 88 of the Companies Act, 2013 and copies of the Annual Returns under section 92 of the Companies Act, 2013, at the office premises of Link Intime India Pvt. Ltd., Registrar and Transfer Agent (“RTA”), at 506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Near St. Xavier’s College Corner, Off C G Road, Navrangpura, Ahmedabad – 380009 instead of 303, Shopper Plaza, - V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad – 380 009, and at such other places as the RTA shifts its office from time to time.”

**“RESOLVED FURTHER THAT** Mr. Vishal Mehta, Managing Director, and/ or Mr. Malav Mehta, Director of the Company be and are hereby severally authorised, on behalf of the Company, to take all actions/ decisions as they in their sole discretion deem fit and necessary and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, deeds, applications, returns and papers for the purpose of giving effect to this resolution and to do all things incidental and ancillary thereto.”

**Registered Office:**  
9<sup>th</sup> Floor, “A” Wing,  
Gopal Palace,Opp. Ocean Park,  
Nr. Nehrunagar, Satellite Road,  
Ahmedabad – 380 015.  
Date: July 13, 2017

**By the Order of the Board,  
For Infibeam Incorporation Limited**  
  
**Shyamal Trivedi  
Vice President &  
Company Secretary**

**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, Registered Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. 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).
4. 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).
5. 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.infibeam.ooo](http://www.infibeam.ooo).
6. 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.
7. 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.



8. 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.infibeam.ooo](http://www.infibeam.ooo) and that of Central Depository Services (India) Limited ("CDSL"), [www.cdslindia.com](http://www.cdslindia.com).
9. 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 of the Company up to the date of the EGM.
10. A route map showing directions to reach the venue of the EGM is given at the end of the Notice.

#### 11. 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
- vi) If you are a first time user follow the steps given below:

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 Tuesday, August 8, 2017 and ends at 5:00 p.m. on Thursday, August 10, 2017. 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. August 4, 2017, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>



- 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 INCORPORATION 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.infibeam.ooo](http://www.infibeam.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:**

The Equity Shares of the Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and are actively traded. In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Board of Directors of the Company ("Board"), at its Meeting held on July 13, 2017, have approved the proposal for sub-division of Face Value of Equity Shares of the Company from existing Rs. 10/- each into 10 Equity Shares of Rs. 1/- each, subject to the approval of members and all authorities concerned.

As per the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members is required for such subdivision of shares.

The Board recommends the resolution as set out in Item No. 1 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution, except to the extent of their shareholding in the Company, if any.

**Item No. 2:**

The proposed sub-division of face value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this Clause V of Memorandum of Association is proposed to be altered and substituted with the new clause V as mentioned in Item No. 2 of this Notice, to reflect the corresponding changes in the Authorised Share Capital consequent to the said sub-division of Face Value of Equity Shares of the Company.

A copy of the existing Memorandum of Association as well as the proposed amendment in the Capital Clause (Clause V) thereto is available for inspection to the Members at the Registered Office of the Company between 11.00 a.m. to 2.00 p.m., on any working day (except Saturdays) upto the date of Extra Ordinary General Meeting.

As per the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members is required for such amendment to the Memorandum of Association.

The Board recommends the resolution as set out in Item No. 2 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution.

**Item No. 3, 4, 5 and 6:**

In today's competitive world, employees are Company's most important resource and asset. Your Company fully recognizes the above fact and wants its employees to participate and share the fruits of growth and prosperity along with the Company. Your

Company believes in rewarding its employees and the employees of the Subsidiary Company(ies) of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) for their continuous hard work, dedication and support, which has led the Company on the growth path. Accordingly, the Company intends to reward, attract, motivate and retain employees and directors of the Company in the increasingly competitive environment, for their high levels of individual performance, efforts to improve the financial performance of the Company and their loyalty to the Company and its subsidiaries, by offering Stock Appreciation Rights (the "SARs").

The Securities and Exchange Board of India (the "SEBI") has issued the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") with effect from 28<sup>th</sup> October 2014, which provide for, amongst others, the guidelines pertaining to the implementation and procedure for the grant of SARs to the eligible employees of the Company and its subsidiaries, if such SARs are linked to dealing in Equity Shares (directly or indirectly).

Towards this end, the Company has proposed to approve and adopt the Infibeam Stock Appreciation Rights Scheme 2017 (the "Scheme 2017") with a view to attract and retain key talents working with the Company and the Subsidiary Company (ies) of the Company by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability.

The objectives of the Scheme 2017 are:

- a. To incentivise and motivate the 'employees' (as defined in the Scheme 2017) 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; and
- c. To promote the culture of employee ownership.

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. The NRC and the Board of Directors of the Company resolved to adopt and implement the Scheme 2017 through their resolutions dated July 13, 2017, subject to the approval of the Members of the Company, the provisions of the SBEB Regulations, as amended from time to time, the circulars and clarifications issued thereunder and other applicable laws, including the Act. Therefore, approval of the Members is being sought for the implementation of the Scheme 2017 and allied matters as set out in the notice convening the Extra-ordinary General Meeting.

The Scheme 2017 is proposed to be implemented and administered in accordance with applicable laws through the NRC, and the Infibeam Employees Welfare Trust (the "Trust") to be set up in this regard. In terms of the Scheme 2017, the incentive is linked to the appreciation in the market price of the Equity Shares of the Company, over the tenure of the Scheme 2017, as determined by the Board of Directors of the Company/ NRC. The Scheme 2017 involves secondary acquisition of Equity Shares of the Company and



accordingly, will be undertaken through the Trust to be set-up by the Company in this regard. In case there is a requirement for primary acquisition of Equity Shares in the future, for the purposes of the implementation of the Scheme, the NRC and the Trust shall take all steps for such acquisitions, in accordance with the applicable provisions of the SBEB Regulations, the Companies Act and other applicable laws.

The salient features of the Scheme and various disclosures in terms of the Act, the SBEB Regulations and the SEBI circular dated June 16, 2015 issued in relation thereto, are as follows:

**1. Brief Description of the Scheme:**

The Scheme 2017 is a stock appreciation rights incentive scheme and is proposed to be implemented and administered in accordance with applicable laws through the NRC and the Trust. In terms of the Scheme 2017, the incentive is linked to the appreciation in the market price of the equity shares of the Company over the tenure of the Scheme 2017. The Scheme 2017 will involve secondary acquisition of equity shares of the Company and accordingly, will be undertaken through the Trust. In case there is a requirement for primary acquisition of Equity Shares in the future, for the purposes of the implementation of the Scheme, the NRC and the Trust shall take all steps for such acquisitions, in accordance with the applicable provisions of the SBEB Regulations, the Companies Act and other applicable laws, including obtaining the approval of the shareholders of the Company.

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.

**2. Total number of SARs to be granted:**

The total number of SARs that may in the aggregate be granted to the eligible employees under the Scheme 2017 shall not exceed, in aggregate, equity shares representing upto 5% of the issued equity shares of the Company as on March 31, 2017 or such number, as adjusted in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, such as re-classification of shares, splitting up of the face value of shares, sub-division of shares, as applicable from time to time.

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.

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 needs to be made to the SARs granted under the Scheme 2017. Accordingly, if any additional SARs are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of equity shares representing upto 5% of the issued equity shares of the Company shall be deemed to be adjusted to that extent.

SARs not vested due to non-fulfillment of the vesting conditions or not exercised shall lapse and these SARs will be

available for grant under the present Scheme 2017, subject to compliance with applicable law.

The maximum aggregate number of equity shares that would be acquired from the secondary market by the Trust in a financial year and thereby the SARs that may be Granted in a financial year under the Scheme shall not exceed the limit as specified under Regulation 3(10) of the SBEB Regulations. Further, the Trust shall at no time hold Shares (acquired from the secondary market) more than the limit as specified under Regulation 3(11) of the SBEB Regulations.

**3. Identification of classes of employees entitled to participate in Scheme:**

Persons who are permanent employees, working in or out of India, of the Company and its subsidiary companies (present and future), as determined by the Board and/or the NRC, shall be eligible for grant of SARs under the Scheme 2017.

The following category of persons shall not be eligible for grant of SARs in the Scheme 2017:

- a) a promoter or a person belonging to the promoter group, as defined under the SBEB Regulations;
- b) an independent director;
- c) a director who either by self or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

**4. Transferability of SARs:**

The SARs issued in terms of the Scheme 2017 cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by the SARs grantee. Any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted herein shall be void and unenforceable against the Company.

**5. Requirements of vesting and period of vesting:**

The Board or the NRC may, at its discretion, lay down certain criteria including but not limited to performance metrics (including business performance and achievement of set business targets) on the achievement of which, the granted SARs would vest. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the SARs granted would vest would be subject to the minimum and maximum vesting period as specified below.

**Vesting period for SARs:** The SARs would vest not earlier than one year and not later than five years from the date of grant of SARs or such other period as may be determined by the Board and/or the NRC. The vesting schedule (i.e. exact proportion in which and the exact period over which the SARs would vest) would be determined by the Board and/ or the NRC, subject to the minimum vesting period of one year from the date of grant of SARs. The SARs granted under the Scheme 2017 shall vest in one or more tranches.

**6. SAR price or pricing formula:**

SAR Price means the product of the number of Shares bought by the Trust and the price of each Share divided by the total number of Shares bought by the Trust, until the particular





grant date. It is clarified herein that the price of each Share while arriving the SAR Price, shall take into account all the costs relating to the acquisition of Shares, including but not limited to the applicable securities transaction tax, brokerage and other incidental administrative expenses.

**7. Exercise period and the process of Exercise:**

The Units shall stand exercised upon Vesting after completion of the Vesting period as per the Scheme and will be exercisable by the eligible employees by a written application to the NRC and/or the Trust against the SARs vested, in such manner as may be prescribed by the NRC from time to time.

**8. Appraisal process for determining the eligibility of employees under the Scheme:**

- a) The appraisal process for determining the eligibility of the employees will be specified by the Board or the NRC and will be based on criteria, such as role/criticality of the employee, length of service with the Company or its subsidiaries, as applicable, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the Board or the NRC at its sole discretion, which decision shall be final and binding on all concerned.
- b) All Employees to whom the NRC decides to grant SARs would be informed about the same by way of a written communication through the Letter of Grant duly signed by the authorized signatory of the Company.
- c) The Board or the Nomination and Remuneration Committee may decide to extend the benefits of the Scheme 2017 to new entrants or to existing employees on such basis as it may deem fit.

**9. Maximum number of SARs to be issued per employee and in aggregate:**

The maximum number of SARs to be granted to any employee under the Scheme 2017, in any financial year and in aggregate shall be as determined by the Board and / or the NRC. However, the number of SARs that may be granted to a single employee under the Scheme 2017 shall not exceed equity shares representing 1% of the paid up equity share capital as on March 31, 2017 (which number shall be adjusted in lieu of adjustments/ re-organisation of the capital structure of the Company from time to time). The aggregate of all such SARs under the Scheme 2017 shall not exceed equity shares representing 5% of the paid up equity share capital as on March 31, 2017 (which number shall be adjusted in lieu of adjustments/ re-organisation of the capital structure of the Company from time to time).

**10. Implementation and administration of the Scheme 2017:**

The Scheme 2017 shall be administered through the NRC and the Trust.

**11. Whether the Scheme 2017 involves new issue of Equity Shares by the Company or secondary acquisition or both:**

The Scheme 2017 will involve secondary acquisition of equity shares of the Company. The secondary acquisition, and the subsequent dealing in the equity shares, if any, will be undertaken in compliance with the SBEB Regulations, Companies Act, and other applicable laws.

The Trust may also acquire Equity Shares, pursuant to new issue (primary issuance). In case there is a requirement for primary acquisition of Equity Shares in the future, for the purposes of the implementation of the Scheme, the NRC and the Trust shall take all steps for such acquisitions, in accordance with the applicable provisions of the SBEB Regulations, the Companies Act and other applicable laws.

In accordance with the SBEB Regulations, a separate resolution is required to be passed as a special resolution by Members of the Company, if the implementation of the Scheme 2017 involves, or may involve, secondary acquisition of Equity Shares. Therefore, a separate resolution is proposed for secondary acquisition of Equity Shares by the Trust, at Resolution at Item No. 5 for the implementation of the Scheme 2017, in accordance with the SBEB Regulations and other applicable laws.

**12. Details about the exercise of voting rights in respect of equity shares acquired pursuant to the Scheme:**

Neither the trustees of the Trust nor the employees are entitled to vote in respect of the equity shares held by the Trust. Thus, no person shall be entitled to exercise the voting rights in respect of the equity shares purchased by the Trust under the Scheme.

**13. Accounting and Disclosure Policies:**

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India from time to time.

**14. Method of valuation of SARs:**

Ind AS as 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.

**15. Particulars of the Trustees of the Trust:**

The equity shares of the Company, acquired by the Trust under the Scheme 2017, shall be registered in the name of the Trustee of the Trust i.e. Barclays Wealth Trustees (India) Private Limited.

The address, and occupation of trustees are as under:

**Address:** 208, Ceejay House, Shivsagar Estate, Dr. A B Road, Worli, Mumbai 400018, India.

**Occupation:** Business

**Nationality:** Indian

The Trustee is neither Promoters or Directors nor Key Managerial Personnel ("KMP") of the Company nor is it related to the Promoters, Directors or KMP in their personal capacity.



**16. Interest of the Promoters, Directors and Key Managerial Personnel in the Scheme or Trust and the effect thereof:**

The Directors and KMP are interested to the extent of their eligibility to receive SARs under the Scheme 2017 and the Trust. None of the Independent Directors or the Promoters are entitled to any benefit under the Scheme 2017.

**17. The amount of loan to be provided by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

The Company proposes to provide financial assistance to the Trust for undertaking secondary acquisition of equity shares of the Company for the purpose of implementation of the Scheme 2017. The terms of such loans shall *inter alia* include the following:

- a) Amount of loan: The maximum amount of the loan to be given by the Company and outstanding at any point of time shall not exceed INR 500,000,000 (Indian Rupees Five Hundred Million) or such higher amount as may be sanctioned by the Board, taking into account any potential increase in the market price of the equity shares of the Company, for acquisition of equity shares of the Company from the secondary market representing upto 5% of the paid up capital of the Company for the purpose of implementation of the Scheme 2017, subject to overall limits, if any, specified under the Act or the SBEB Regulation.
- b) Tenure of Loan/Repayment terms: The tenure of the loan will be 5 (five) years from the date of disbursement, which may be extended by a further period of 5 (five) years by the NRC, as may be mutually agreed to be the parties. The exact repayment terms shall be mutually determined between the NRC and the Trustee(s).
- c) Utilisation: The loan will be utilised by the Trust for acquisition of shares of the Company for the purpose of implementation and administration of the Scheme 2017 in accordance with the SBEB Regulations and other applicable laws.
- d) Interest on loan: Subject to applicable law, including the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, the interest rates shall be as agreed between the Company and the Trust on an annual basis for every financial year within 3 months of end of the previous financial year provided that such interest rate shall be equal to the average interest rate incurred, if any, by the Company in the relevant previous financial year.

Section 67 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, permits companies to provide monies to a trust for purchase of shares of the company for the benefit of the employees of the Company. Accordingly, consent of the Members is sought for approving the Special Resolution set out at Item No. 6 of the Notice for provision of loan to the Trust for secondary acquisition of equity shares of the Company for the implementation of the Scheme 2017.

**18. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme 2017:**

Upon exercise of the SARs, the eligible employees, will be entitled to benefit (Cash or Equity Shares, as determined by the NRC), in terms of the provisions of the Scheme 2017.

**19. Secondary acquisition by the Trust for the purpose of implementation of the Scheme and ceiling limits thereof:**

In terms of the Scheme 2017 and in accordance with SBEB Regulations, the Trust shall acquire Equity Shares through secondary acquisition such that secondary acquisition in a financial year shall not exceed 2% of the paid-up Equity Share capital of the Company as at the end of the previous financial year. As at March 31, 2017, 2% of the paid-up Equity Share capital of the Company comprised 10,77,878 Equity Shares of Rs. 10/- each (i.e. 1,07,78,780 Equity Shares of Re. 1/- each post sub-division/split). Further, in terms of the SBEB Regulations, the total Equity Shares to be held by the trust shall not exceed 5% of the paid-up Equity Share capital of the Company as at the end of the financial year immediately prior to FY 2017-18. As at March 31, 2017, 5% of the paid-up Equity Share capital of the Company comprised 26,94,696 Equity Shares of Rs. 10/- each (i.e. 2,69,46,960 Equity Shares of Re. 1/- each post sub-division/split).

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of the Equity Shares that may be offered to them under the Scheme 2017. The SARs to be granted under the Scheme 2017 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

The Board of Directors of the Company recommend these Resolutions for the approval of the Members of the Company

None of the Directors, KMP of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

**Item No. 7:**

The Register of Members together with the Index of members of the Company are being maintained by our Registrar and Transfer Agent (RTA) i.e. Link Intime India Private. Ltd. RTA has informed to the Company regarding shifting of its Ahmedabad office premises from "303, Shopper Plaza, - V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad – 380 009" to "506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad – 380009". Thus Register of Members together with the Index of members of the Company are kept at new address of the RTA.

As per the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members is required.

The Board recommends the resolution as set out in Item No. 7 of the Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution.

**Registered Office:**

9<sup>th</sup> Floor, "A" Wing,  
Gopal Palace, Opp. Ocean Park,  
Nr. Nehrunagar, Satellite Road,  
Ahmedabad – 380 015.

Date: July 13, 2017

**By the Order of the Board,  
For Infibeam Incorporation Limited**

**Shyamal Trivedi  
Vice President &  
Company Secretary**



## ROUTE MAP TO THE VENUE OF THE EGM OF INFIBEAM INCORPORATION LIMITED

**Venue:** S – 3 & 5 Hall, Ground Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, IIM – A Road, Vastrapur, Ahmedabad – 380 015.

**Landmark:** Opposite Indian Institute of Management, Ahmedabad.



### Venue Distance from

Railway Station 8 km approx.

Geeta mandir Bus Stop 7 km approx.



**INFIBEAM INCORPORATION LIMITED**

[CIN: L64203GJ2010PLC061366]

**Registered Office:** 9<sup>th</sup> Floor, "A" Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehrunagar, Satellite Road, Ahmedabad – 380 015.**Email:** ir@infibeam.ooo **Website:** www.infibeam.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: \_\_\_\_\_

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 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Special Business</b>	
1	Sub-Division of Face Value of Equity Shares of the Company
2	Alteration of the Capital Clause of the Memorandum of Association of the Company consequent to the sub-division of Equity Shares of the Company
3	Approval of Infibeam Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Company
4	Approval of Infibeam Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Subsidiary Company (ies)
5	Authorization to Infibeam Employees Welfare Trust for secondary acquisition for implementation of Infibeam Stock Appreciation Rights Scheme 2017
6	Approval for provision of Funds by the Company to the Infibeam Employees Welfare Trust for purchase of the shares of the Company for the implementation of Infibeam Stock Appreciation Rights Scheme 2017
7	Change of Office of Registrar and Share Transfer Agent

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 INCORPORATION LIMITED**

[CIN: L64203GJ2010PLC061366]

**Registered Office:** 9<sup>th</sup> Floor, "A" Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehrunagar, Satellite Road, Ahmedabad – 380 015.**Email:** ir@infibeam.ooo **Website:** www.infibeam.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 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.

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



**INFIBEAM INCORPORATION LIMITED**

[CIN: L64203GJ2010PLC061366]

**Registered Office:** 9<sup>th</sup> Floor, "A" Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehrunagar, Satellite Road, Ahmedabad – 380 015.**Email:** ir@infibeam.ooo **Website:** www.infibeam.ooo

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 Friday, August 11, 2017, by sending my/our assent or dissent to the said Resolutions by placing the tick (v) mark at the appropriate box below:	

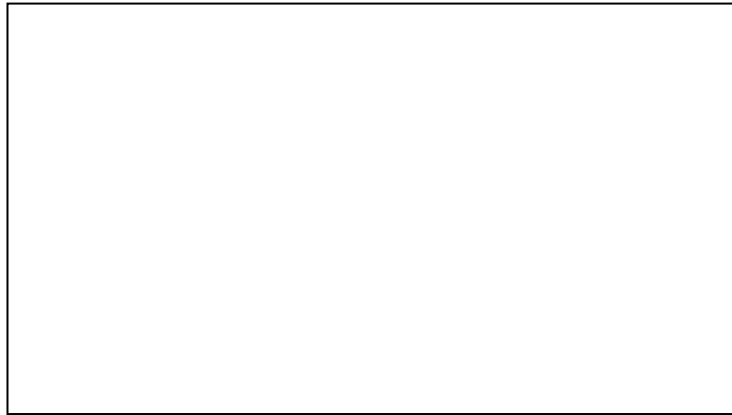
Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
<b>Special Business:</b>				
1	Sub-Division of Face Value of Equity Shares of the Company			
2	Alteration of the Capital Clause of the Memorandum of Association of the Company consequent to the sub-division of Equity Shares of the Company			
3	Approval of Infibeam Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Company			
4	Approval of Infibeam Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Subsidiary Company (ies)			
5	Authorization to Infibeam Employees Welfare Trust for secondary acquisition for implementation of Infibeam Stock Appreciation Rights Scheme 2017			
6	Approval for provision of Funds by the Company to the Infibeam Employees Welfare Trust for purchase of the shares of the Company for the implementation of Infibeam Stock Appreciation Rights Scheme 2017			
7	Change of Office of Registrar and Share Transfer Agent			

Place:

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 Friday, August 11, 2017 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.

To,



If undelivered please return to :



**INFIBEAM INCORPORATION LIMITED**

[CIN: L64203GJ2010PLC061366]

**Registered Office:** 9<sup>th</sup> Floor, "A" Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehrunagar, Satellite Road, Ahmedabad – 380 015.

**Email:** [ir@infibeam.ooo](mailto:ir@infibeam.ooo) **Website:** [www.infibeam.ooo](http://www.infibeam.ooo)