

## 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



# Notice

NOTICE is hereby given that the **6<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **INFIBEAM INCORPORATION LIMITED** will be held on Thursday, September 15, 2016 at 2.30 P.M. at H. T. Parekh Convention Centre, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, IIM – A Road, Vastrapur, Ahmedabad – 380 015 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt
  - (a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon and
  - (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Ajit C. Mehta [DIN: 01234707], who retires by rotation and, being eligible, offers himself for re appointment.
3. Ratification of Appointment of Auditors.

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 139 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. B S R & Associates LLP, Chartered Accountants (Firm Registration No. 116231W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the Financial Year 2016-17, on such remuneration, as may be determined by the Board of Directors."

### 4. Appointment of Joint Statutory Auditors:

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

**"RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/ E300003), be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of the 6<sup>th</sup> Annual General Meeting till the conclusion of 11<sup>th</sup> Annual General Meeting, subject to ratification of appointment by the shareholders at every Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors or Audit Committee thereof of the Company and

shall be jointly and severally responsible with M/s. B S R & Associates LLP, Chartered Accountants (Firm Registration Number - 116231W).

**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof be and are hereby authorized to decide and finalise the terms and conditions of appointment, including the remuneration of the joint Statutory Auditors and to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

### SPECIAL BUSINESS:

5. **Ratification of Employee Stock Option Schemes:** To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2015 and pursuant to provisions of Section 62 the Companies Act, 2013 and other applicable provisions, if any, (including statutory modifications and re-enactments thereof for the time being in force) as amended from time to time, the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to ratify both the ESOP schemes already in existence, namely "Employee Stock Option Plan 2013-14" and "Employee Stock Option Plan 2014-15", and that consent of the members also accorded to the board to reserve, create, issue and allot from time to time to the beneficiaries covered under both the ESOP Schemes, such number of securities of the Company together with securities already granted under the said schemes including grants made on March 31, 2016 and which are effective from April 1, 2016 be and is hereby approved and adopted.

**"RESOLVED FURTHER THAT** the benefits and coverage of the Employee Stock Option Plan 2013-14 and Employee Stock Option Plan 2014-15, be extended to the employees of the Company, its subsidiary companies and if permitted by law, to the employees of the associate companies, in accordance with the SEBI Regulations or other provisions of the law, as may be prevailing from time to time."

**"RESOLVED FURTHER THAT** the Board (which expression shall be deemed to include a Compensation Committee and/ or the Nomination and Remuneration Committee duly constituted in accordance with the Guidelines), subject to the Guidelines and the ESOP Schemes, shall be authorised to evolve, decide upon and bring into effect the Schemes, quantum of the options to be granted per employee, the exercise period, the vesting period, exercise price, instances where such options shall lapse/cancelled/ revoked as a disciplinary measure at the discretion of the Board or the Committee and/ or to grant such number of options, to such Employees of the Group, at par or at such price, at such time and on such terms



and conditions as set out in the Schemes and as the Board/ Committee may in its absolute discretion think fit and make any modifications, changes, variations, alterations or revisions in the ESOP Schemes, provided the same are not detrimental to the interest of the Employees, from time to time or to amend, suspend, withdraw or revive the Schemes from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose on behalf of the Company and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**"RESOLVED FURTHER THAT** the Board acting through itself or a committee thereof, be authorised to issue and allot such number of Equity Shares of the Company, at such price and on such terms and conditions as set out in the Schemes and as determined by the Board / Committee and to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed as per the provisions of the SEBI (LODR) Regulations and other applicable guidelines, rules and regulations."

**"RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company."

**6. Approval of balance options under Employee Stock Option Scheme 2013-14:**

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

**"RESOLVED THAT** pursuant to the provision of section 62 (b) of the Companies Act, 2013 and other applicable provisions, if any, the approval of the members be and is hereby accorded to the Board of Directors of the Company to grant 79,390 Stock Options available in cap limit of the ESOP Scheme 2013-14.

**RESOLVED FURTHER THAT** the Board of directors of the company be and are hereby authorised to do such acts, deeds and things whatever necessary for approval of balance cap limit in the ESOP Scheme 2013-14."

**Registered Office:**

9<sup>th</sup> Floor, "A" Wing,  
 Gopal Palace,  
 Opp. Ocean Park,  
 Nr. Nehrunagar,  
 Satellite Road,  
 Ahmedabad – 380 015  
 Date: August 12, 2016

By the Order of the Board,  
 For Infibeam Incorporation  
 Limited

**Shyamal Trivedi**  
 Company Secretary &  
 Compliance Officer

**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. 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 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 dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
5. 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 AGM.
6. The Register of Members and Share Transfer Books will remain closed from September 9, 2016 to September 16, 2016 (both days inclusive) for the purpose of Annual General Meeting (AGM).
7. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by attendance slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
8. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
9. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their 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).
10. 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).

11. 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.
12. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. Members may address their queries/communications at [ir@infibeam.ooo](mailto:ir@infibeam.ooo)
14. 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 Annual Report, Notices, Circulars, etc. from the Company electronically.
15. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2015-16 and 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 AGM 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.cdsindia.com](http://www.cdsindia.com).
16. All documents referred to in the Notice, Explanatory Statement and the annual accounts of the subsidiary companies along with the related detailed information 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 Annual General Meeting.
17. A route map showing directions to reach the venue of the 6<sup>th</sup> AGM is given at the end of the Annual Report.

**18. 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 AGM ('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 AGM, 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 AGM venue.

- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences at 9.00 a.m. on Monday, September 12, 2016 and ends at 5:00 p.m. on Wednesday, September 14, 2016. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 8, 2016, 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.

If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alphanumeric 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 scrutiniser 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 Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. E-voting facility will not be made available at the AGM venue.
- The Scrutiniser shall, immediately after the conclusion of voting at AGM, 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 Scrutiniser'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. 4. Appointment of Joint Statutory Auditors:

It is proposed to consider appointment of M/s. S R B C & Co. LLP, Chartered Accountants as the Joint Statutory Auditor in addition to the present Statutory Auditors M/s. B S R & Associates LLP, Chartered Accountants. Section 139 of the Companies Act, 2013 and rules made thereunder enables such appointment, with the permission of the members.

Your Directors propose to appoint M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. – 324982E/ E300003) as Joint Statutory Auditors of the Company, to hold office from the conclusion of 6<sup>th</sup> Annual General Meeting till 11<sup>th</sup> Annual General Meeting, subject to ratification of appointment by the shareholders at every Annual General Meeting, on such terms and conditions and at such remuneration as may be decided.

M/s. S R B C & Co. LLP, Chartered Accountants, has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for appointment as Joint Statutory Auditors of the Company. Further, Joint Statutory Auditors confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

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

#### Item No. 5: Ratification of Employee Stock Option Schemes

As per Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Pre - IPO ESOP Schemes namely "Employee Stock Option Plan 2013-14" and "Employee Stock Option Plan 2014-15" require to be ratified by its shareholders subsequent to the IPO.

For the purpose of determining the Exercise Price, the references to considering specific factors applicable to unlisted companies such as liquidity, last issue price, etc. have been removed. Since the Company is now a listed entity, the average traded price of the shares of such period as the Nomination and Remuneration Committee decides, has been included as one of the factors for determining the Exercise Price.

These ESOP Schemes, which are pre-IPO schemes are in conformity with the regulations of SEBI and require the approval of the shareholders subsequent to the recent IPO of the Company.

There are in total 16,71,788 options which are available for grant under both the ESOP Schemes. Till March 31, 2016, there were total 12,43,254 options granted under both the ESOP Schemes. On April 1, 2016, total 3,57,299 options were granted to the employees.

Hence the resolution is proposed before you for approval.

None of the Directors or KMP(s) of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolution except to the extent of options granted to them.

#### Item No. 6. Employee Stock Option Schemes 2013-14:

The Company framed ESOP Scheme 2013-14 and the same was approved vide Board resolution dated 13.02.2013 and Special resolution dated 30.03.2013 for the ultimate benefit of the employees in keeping in view various criteria selected by the Company. In the ESOP Scheme 2013-14, the stocks available, on the basis of Paid up Share Capital of the Company were 1.5% of the Paid-up no. of Equity Shares as on 31.03.2013 (3,76,02,710 \* 1.5% = 5,64,040), where as in the resolution approval of the options granted were 4,84,650 and the balance options 79,390, which still remained pending in the cap of the approval. Looking to the enhancement of the business activities in the various segments of the company and its subsidiaries, the strength of the employees is increasing day by day and to further motivate the employees who are consistently performing well and to give them opportunity to participate and gain from the company's performance and also to create long term value based creation in the organisation, the Board has proposed to further approve the balance options under ESOP Scheme 2013-14. In view of the above facts and circumstances, the resolution is proposed before you for approval in respect of balance cap limit pending for the benefit of employees.

None of the Directors or KMP(s) of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolution except to the extent of options granted to them.

#### Registered Office:

9<sup>th</sup> Floor, "A" Wing,  
Gopal Palace,  
Opp. Ocean Park,  
Nr. Nehrunagar,  
Satellite Road,  
Ahmedabad – 380 015  
Date: August 12, 2016

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

**Shyamal Trivedi**  
Company Secretary &  
Compliance Officer

PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Particulars	Profile of the Director		
Name of the Director	Ajit C. Mehta		
DIN	01234707		
Date of Birth	17-11-1948		
Date of first appointment on the Board	30-06-2010		
Qualifications	Bachelor's Degree in Commerce		
Expertise	He has 20 years of experience in the textiles, chemicals, building material and construction sector and 15 years of experience in the automobile industry.		
Number of Meeting of the Board attended during the year	19		
Names of Companies in which the Director holds Directorship	<ul style="list-style-type: none"><li><b>Public Companies:</b> 1. Infinium (India) Limited 2. ING Satcom Limited</li><li><b>Private Companies:</b> 1. Infinium Communication Private Limited 2. Infinium Motors Private Limited 3. Infinium Motors (Gujarat) Private Limited 4. Infinium Auto Mall Private Limited 5. Advanced Energy Resources &amp; Management Private Limited 6. Sine Qua Non Solutions Private Limited 7. NSI Infinium Global Private Limited 8. Infinium Natural Resources Investments Private Limited 9. Infinity Drive Private Limited</li></ul>		
Names of Committees of the Companies in which the Director holds Chairmanship/ Membership	1. <b>Infibeam Incorporation Limited</b> Stakeholders Relationship Committee – Chairman		
Number of Shares held	30,11,478		
Relationships between Directors, Key Managerial Personnel and Managers of the Company	Name of the Director	Related to	Nature of Relationship
	Ajit Mehta	Malav Mehta	Son
		Vishal Mehta	Son

**INFIBEAM INCORPORATION LIMITED**

[CIN: L64203GJ2010PLC061366]

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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 6<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, September 15, 2016 at 2.30 P.M. at H. T. Parekh Convention Centre, 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>Ordinary Business</b>	
1	Adoption of audited Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2	Re-Appointment of Mr. Ajit Mehta (DIN: 01234707), liable to retire by rotation and being eligible, offers himself for re-appointment
3	Ratification of Appointment of Statutory Auditors of the Company
4	Appointment of Joint Statutory Auditors
<b>Special Business</b>	
5	Ratification of Employee Stock Option Schemes
6	Approval of balance options under Employee Stock Option Scheme 2013-14

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Affix  
Revenue  
Stamp of  
₹ 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.

## Form for Updation of Email Address



Date:

To,

**INFIBEAM INCORPORATION LIMITED**

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

Dear Sir,

### Sub: Updation of email address

Please register my email address for the purpose of sending Annual Report and other Notices/documents in electronic mode:

Name of the member (s) :

Email Id :

Folio No./ DPID-Client ID :

Signature of the First named Shareholder

Name :

Address :

**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 6<sup>th</sup> Annual General Meeting** of the Company held on Thursday, September 15, 2016 at 2.30 P.M. at H. T. Parekh Convention Centre, 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]

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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 6 <sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Thursday, September 15, 2016, 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
<b>Ordinary Business:</b>				
1	Adoption of audited Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.			
2	Re-Appointment of Mr. Ajit Mehta (DIN: 01234707), liable to retire by rotation and being eligible, offers himself for re-appointment			
3	Ratification of Appointment of Statutory Auditors of the Company			
4	Appointment of Joint Statutory Auditors			
<b>Special Business</b>				
5	Ratification of Employee Stock Option Schemes			
6	Approval of balance options under Employee Stock Option Scheme 2013-14			

Place : \_\_\_\_\_  
Date : \_\_\_\_\_

(Signature of the Shareholder/Proxy)

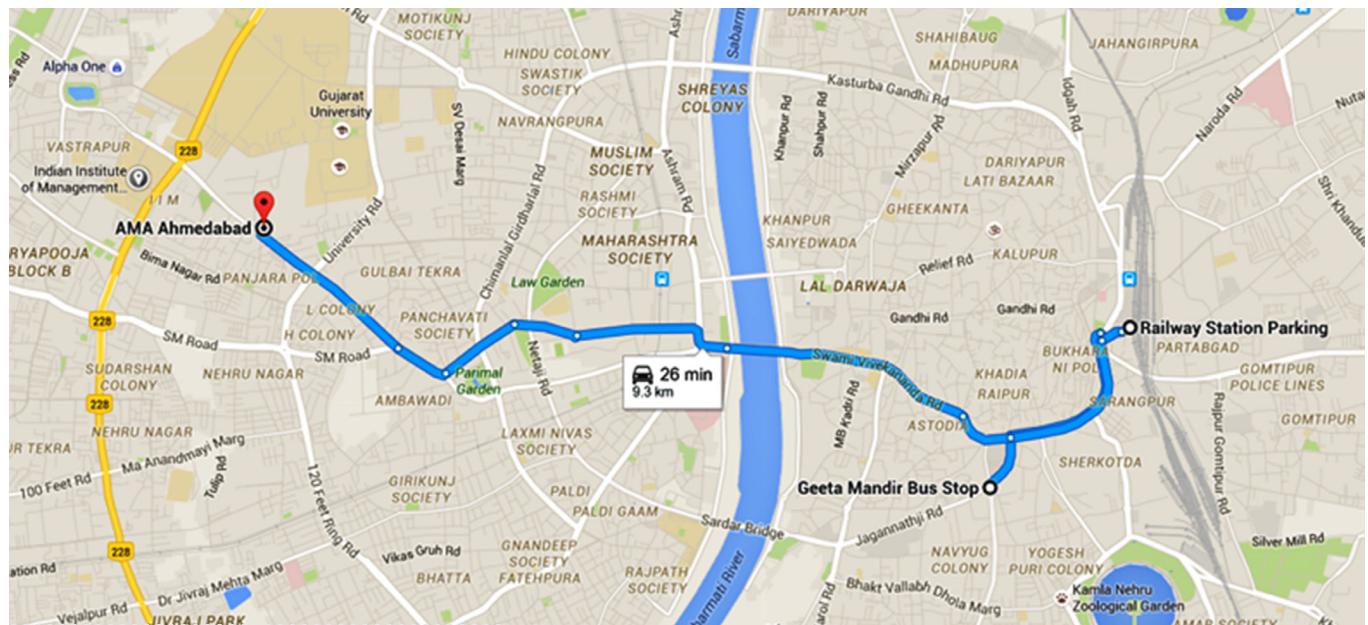
**Note:** This Ballot is to be used for exercising voting at the time of 6<sup>th</sup> Annual General Meeting to be held on Thursday, September 15, 2016 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.

# Route Map

## to the Venue of the 6th AGM of Infibeam Incorporation Limited

**Venue** : H. T. Parekh Convention Centre,  
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.

