

# NOTICE

NOTICE is hereby given that the 7<sup>th</sup> ANNUAL GENERAL MEETING of the members of INFIBEAM INCORPORATION LIMITED will be held on Monday, September 18, 2017 at 3.00 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 business:

## ORDINARY BUSINESS:

### 1. To receive, consider and adopt

- a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2017, 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, 2017 and the report of Auditors thereon.

2. To appoint a Director in place of Mr. Vishal Mehta (DIN: 03093563), who retires by rotation and, being eligible, offers himself for re-appointment.

### 3. Ratification of Appointment of 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 the provisions of Section 139, 142 and all other applicable provisions , if any, 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 and subject to all the applicable laws and regulations, 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 8<sup>th</sup> Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company for the Financial Year ending March 31, 2018"

### 4. Ratification of 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 the provisions of Section 139, 142 and all other applicable provisions, if any, 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 and subject to all the applicable laws and regulations, the Company hereby ratifies the appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/ E300003) as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 8<sup>th</sup> Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company for the Financial Year ending March 31, 2018."

Registered Office:

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

Date: August 14, 2017

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

**Shyamal Trivedi**  
Vice President & Company Secretary

## NOTES:

1. 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.

2. 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.



3. 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.
4. 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.
5. The Register of Members and Share Transfer Books will remain closed on September 1, 2017 for the purpose of Annual General Meeting (AGM).
6. 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.
7. 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.
8. 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).
9. 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).
10. 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.
11. 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.
12. Members may address their queries/communications at [ir@infibeam.ooo](mailto:ir@infibeam.ooo)
13. 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.
14. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for FY 2016-17 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.cdslindia.com](http://www.cdslindia.com).
15. 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.
16. A route map showing directions to reach the venue of the AGM is given at the end of the Annual Report.
17. **VOTING THROUGH ELECTRONIC MEANS**
  - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 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 as amended, 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 Friday, September 15, 2017 and ends at 5:00 p.m. on Sunday, September 17, 2017. 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 11, 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.
- vi) 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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <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 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 AGM, 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 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 Scrutinizer 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 Scrutinizers' 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 Scrutinizers' 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.

**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	Mr. Vishal Mehta								
DIN	03093563								
Date of Birth	March 1, 1974								
Date of first appointment on the Board	September 10, 2010								
Qualifications	M.E. (Operation Research and Industrial Engineering) from Cornell University, USA M.Sc. (Management of Technology) from the Massachusetts Institute of Technology, USA								
Expertise	He has more than 11 years of experience in the field of IT.								
Number of Meeting of the Board attended during the year	6 (Six)								
Names of Companies in which the Director holds Directorship	<ul style="list-style-type: none"> <li>▪ <b>Public Companies:</b> <ol style="list-style-type: none"> <li>1. Infinium (India) Limited</li> </ol> </li> <li>▪ <b>Private Companies:</b> <ol style="list-style-type: none"> <li>1. NSI Infinium Global Private Limited</li> <li>2. Infinium Communication Private Limited</li> <li>3. Infibeam Logistics Private Limited</li> <li>4. Infibeam Digital Entertainment Private Limited</li> <li>5. Odigma Consultancy Solutions Private Limited</li> <li>6. Avenues Infinite Private Limited</li> <li>7. DRC Systems India Private Limited</li> <li>8. Avenues (India) Private Limited</li> </ol> </li> </ul>								
Names of Committees of the Companies in which the Director holds Chairmanship/ Membership	1. Infibeam Incorporation Limited Audit Committee – Member								
Number of Shares held	59,95,940								
Relationships between Directors, Key Managerial Personnel and Managers of the Company	<table border="1"> <thead> <tr> <th>Name of the Director</th><th>Related to</th><th>Nature of Relationship</th></tr> </thead> <tbody> <tr> <td rowspan="2">Mr. Vishal Mehta</td><td>Mr. Ajit Mehta</td><td>Father</td></tr> <tr> <td>Mr. Malav Mehta</td><td>Brother</td></tr> </tbody> </table>	Name of the Director	Related to	Nature of Relationship	Mr. Vishal Mehta	Mr. Ajit Mehta	Father	Mr. Malav Mehta	Brother
Name of the Director	Related to	Nature of Relationship							
Mr. Vishal Mehta	Mr. Ajit Mehta	Father							
	Mr. Malav Mehta	Brother							

**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: \_\_\_\_\_ or failing him

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf at the 7<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, September 18, 2017 at 3.00 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, 2017, 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. Vishal Mehta (DIN: 03093563), liable to retire by rotation and being eligible, offers himself for re-appointment
3	Ratification of Appointment of Statutory Auditors
4	Ratification of Appointment of Joint Statutory Auditors

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

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 :
Email Id :
Folio No. / DP ID - 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 7<sup>th</sup> Annual General Meeting of the Company held on Monday, September 18, 2017 at 3.00 P.M. 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]**

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 7 <sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Monday, September 18, 2017, 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, 2017, 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. Vishal Mehta (DIN: 03093563), liable to retire by rotation and being eligible, offers himself for re-appointment			
3	Ratification of Appointment of Statutory Auditors			
4	Ratification of Appointment of Joint Statutory Auditors			

Place : Ahmedabad

Date :

 \_\_\_\_\_  
 (Signature of the Shareholder/Proxy)

Note: This Ballot is to be used for exercising voting at the time of 7<sup>th</sup> Annual General Meeting to be held on Monday, September 18, 2017 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

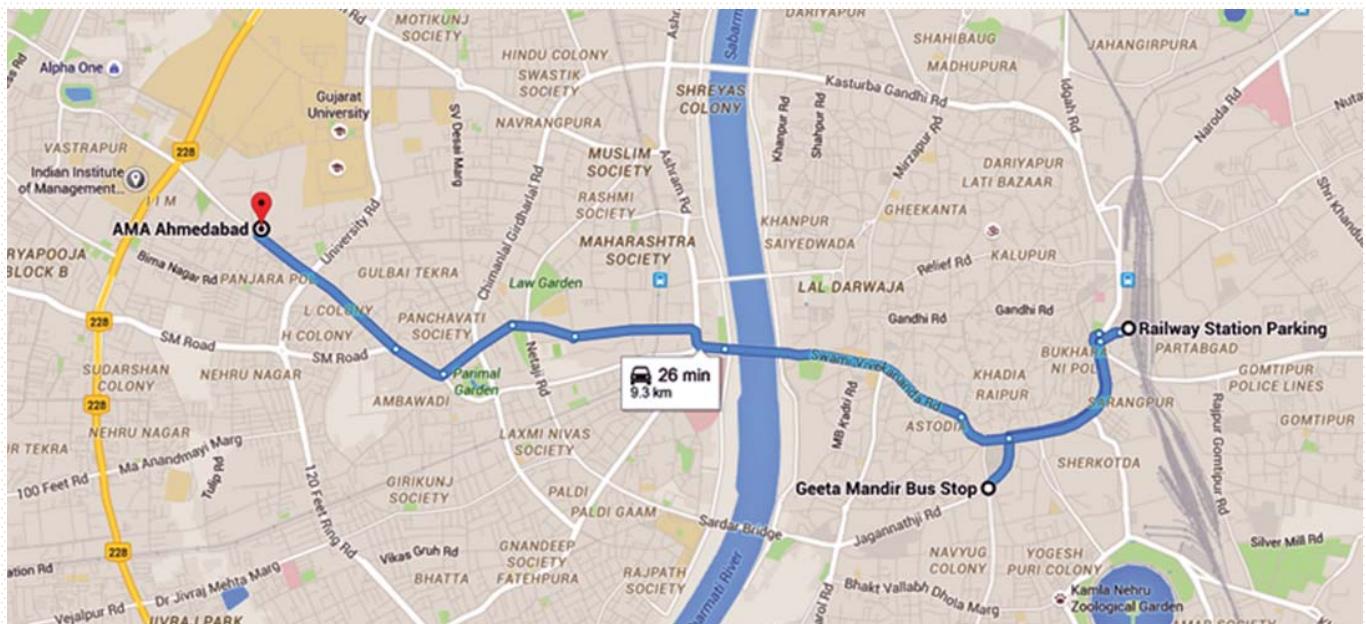
## to the Venue of the 7th AGM of Infibeam Incorporation Limited

**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.