

September 6, 2018

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| <b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Fort,<br>Mumbai - 400 001 | <b>National Stock Exchange of India Limited</b><br>Exchange Plaza,<br>Bandra Kurla Complex,<br>Bandra (East),<br>Mumbai - 400 051 |
| <b>Company Code No.: 539807</b>   | <b>Company Symbol: INFIBEAM</b>   |

Dear Sir / Madam,

**Sub: Notice of 8<sup>th</sup> Annual General Meeting**

We enclose herewith Notice of 8<sup>th</sup> Annual General Meeting ("AGM") of the Infibeam Avenues Limited to be held on Saturday, September 29, 2018 at 10.30 a.m. at 23<sup>rd</sup> Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 355.

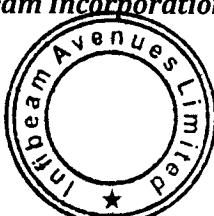
The Annual Report of the Company will be forwarded to you after the same is approved and adopted in AGM, in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

**For Infibeam Avenues Limited**  
*(Formerly known as Infibeam Incorporation Limited)*

**Shyamal Trivedi**  
**Vice President & Company Secretary**

**INFIBEAM AVENUES LIMITED**

*(Formerly known as Infibeam Incorporation Limited)*

**Regd. Office:** 28<sup>th</sup> Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355, CIN: L64203GJ2010PLC061366

**Tel:** +91 79 67772204 | **Fax:** +91 79 67772205 | **Email:** [ir@ia.ooo](mailto:ir@ia.ooo) | **Website:** [www.ia.ooo](http://www.ia.ooo)

## NOTICE

NOTICE is hereby given that the **8<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **INFIBEAM AVENUES LIMITED (Formerly known as Infibeam Incorporation Limited)** will be held on Saturday, September 29, 2018 at 10.30 a.m. at 23<sup>rd</sup> Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355 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, 2018, 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, 2018 and the report of Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Mr. Malav Mehta (DIN: 01234736), who retires by rotation and, being eligible, offers himself for re appointment.
4. 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. S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/ E300003) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 9<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company from time to time.

**"RESOLVED FURTHER THAT** pursuant to the amendment to the section 139 of the Companies Act, 2013, effective from May 7, 2018, the consent of the members of the Company be and is hereby accorded to remove the requirement, seeking ratification of appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/ E300003) as Statutory Auditors at every Annual General Meeting, from the resolution passed at the shareholders' meeting."

### 5. 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, 141, 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-enactment(s) thereof for the time being in force), Shah & Taparia, Chartered Accountants (Firm Registration Number – 109463W), be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 13<sup>th</sup> Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors on recommendation of Audit Committee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised 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:

#### 6. Increase the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company, the authorised share capital



## NOTICE (Contd.)

of the Company be and is hereby increased to ₹ 90,00,00,000/- (Rupees Ninety Crores only) divided into 89,75,00,000 (Eighty Nine Crores Seventy Five Lakhs) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each, from ₹ 68,25,00,000/- (Rupees Sixty Eight Crores Twenty Five Lakhs only) divided into 68,00,00,000 (Sixty Eight Crores) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each, by way of creation of an additional 21,75,00,000 (Twenty One Crores Seventy Five Lakhs) Equity Shares of ₹ 1 (Rupees One only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V The Authorised Share Capital of the Company is ₹ 90,00,00,000/- (Rupees Ninety Crores only) divided as follows:

- i. ₹ 89,75,00,000 (Rupees Eighty Nine Crores Seventy Five Lakhs only) divided into 89,75,00,000 (Eighty Nine Crores Seventy Five Lakhs) Equity Shares of ₹ 1/- (Rupee One Only) each and
- ii. ₹ 25,00,000 (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** Mr. Vishal Mehta, Managing Director and/ or Mr. Malav Mehta, Director of the Company and/or Mr. Shyamal Trivedi, Vice President & Company Secretary, be and are hereby severally authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

### 7. Re-appointment of Mr. Vishal Mehta (DIN: 03093563), as a Managing Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force), and subject to such other consents and approvals as may be necessary, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Vishal Mehta (DIN: 03093563) as Managing Director of the Company for a further period of 5 years i.e., from February 1, 2018, on such terms and conditions as the Board of Directors of the Company ("the Board") may deem fit.

**RESOLVED FUTHER THAT** Mr. Vishal Mehta shall be paid ₹ 1/- p.a. remuneration so long as he functions as a Managing Director of the Company.

**RESOLVED FUTHER THAT** Mr. Vishal Mehta shall not be liable to retire by rotation during his tenure as the Managing Director of the Company.

**RESOLVED FURTHER THAT** Mr. Vishal Mehta shall exercise substantial powers of management, subject to superintendence, control and direction of the Chairman and Board of Directors of the Company.

**RESOLVED FURTHER THAT** any one of Mr. Ajit Mehta, Chairman or Mr. Malav Mehta, Director or Mr. Shyamal Trivedi, Vice President & Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions and to sign the Memorandum of Understanding, any term sheet, papers, deeds, supplemental, definitive agreements, letters, forms, confirmations, undertakings or such other documents etc. and to exercise all such rights, powers, authorities, duties, as may be useful, necessary or expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

### 8. Appointment of Mr. Piyushkumar Sinha (DIN: 00484132), as an Independent Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for time being in force), Mr. Piyushkumar Sinha (DIN:



## NOTICE (Contd.)

00484132), who was appointed as an Additional Director by the Board of Directors of the Company on February 14, 2018 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds the office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years on the Board of the Company with effect from February 14, 2018."

### 9. Appointment of Mr. Vishwas Patel (DIN: 00934823), as a Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any 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) Mr. Vishwas Patel (DIN: 00934823), who was appointed as Additional Director on February 14, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and upon recommendation of Nomination and Remuneration Committee, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Vishal Mehta, Managing Director or Mr. Malav Mehta, Director or Mr. Shyamal Trivedi, Vice President & Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

### 10. Appointment of Mr. Vishwas Patel (DIN: 00934823), as an Executive Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to approval of the Central Government, if required and subject to such other approvals as may be necessary and in accordance with the Articles of Association of the Company, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Vishwas Patel (DIN: 00934823) as an Executive Director of the Company liable to be retire by rotation, for a period of five years with effect from August 14, 2018, on the remuneration, terms and conditions as set out below:

#### Salary:

₹ 2,00,000/- (Rupees Two Lakhs only) Per Month.

#### Perquisites:

In addition to the above salary, the following perquisites shall also be granted:

Car fuel expenses plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, within the prescribed limit of Schedule V and other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Mr. Vishwas Patel will be paid minimum remuneration as stated in the Explanatory Statement or such other remuneration as approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof at relevant time.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorised to vary and alter the terms of appointment including salary, commission, allowances, perquisites and other



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| SECTION 4-5<br>INDUSTRY REVIEW | 1 SECTION 6-11<br>BUSINESS REVIEW | 2 SECTION 12-15<br>PERFORMANCE REVIEW | 3 SECTION 16-29<br>STRATEGIC REVIEW | 4 SECTION 30-34<br>MANAGEMENT'S REPORT | 5 SECTION 35-126<br>STATUTORY REPORTS<br>NOTICE | 6 SECTION 127-265<br>FINANCIAL STATEMENTS | 7 |
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benefits etc. payable to Mr. Vishwas Patel within such prescribed limits or ceiling and as agreed by and between the Company and Mr. Vishwas Patel without any further consent or approval of the member(s) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Executive Director as it may deem fit and proper.

**RESOLVED FURTHER THAT** Mr. Vishal Mehta, Managing Director or Mr. Malav Mehta, Director or Mr. Shyamal Trivedi, Vice President & Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

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

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

Date: September 4, 2018

**Shyamal Trivedi**  
Vice President & Company Secretary



## NOTICE (Contd.)

### NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of all Special businesses specified above is annexed herewith.
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. As required in terms of Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / re-appointment in the AGM have been provided in the "Annexure" to the Notice. The Directors have furnished the requisite consent / declarations for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
4. 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.
5. 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.
6. Corporate/Institutional 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed on Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) to determine entitlement of the shareholders to receive dividend for the Financial Year 2017-18 and for the purpose of Annual General Meeting (AGM).
8. 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.
9. A Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited, 5<sup>th</sup> Floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad – 380 009, Gujarat, India:
  - i) their bank account details in order to receive payment of dividend through electronic mode,
  - ii) their **email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
  - iii) any change in their address/e-mail id/ECS mandate/ bank details,
  - iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

B. Members holding shares in dematerialised form are requested to notify to their Depository Participant:

- i. their email id.
- ii. all changes with respect to their address/ email id/ ECS mandate/ bank details.

C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ RTA/Depository Participant, as the case may be.



## NOTICE (Contd.)

10. The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Link Intime India Private Limited, the Company's Registrar and Transfer Agent. Form for updating PAN / Bank details is provided as a part of this Annual Report. Members are requested to send duly filled form along with (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form will be available on the Company's website [www.ia.ooo](http://www.ia.ooo).
12. 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 Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
13. The members seeking any information and queries, if any, relating to accounts, are requested to intimate to the Company at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
14. Trading in the shares of the Company can be done in dematerialised form only. Dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialised their shares to get their shares dematerialised in their own interest and convenience purpose at the earliest.
15. Members may address their queries/communications at [ir@ia.ooo](mailto:ir@ia.ooo)
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. 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.
18. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2017-18 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.ia.ooo](http://www.ia.ooo) and that of Central Depository Services (India) Limited ("CDSL"), [www.cDSLindia.com](http://www.cDSLindia.com).
19. **As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report of the meeting.**
20. The certificate from Auditors of the Company certifying that the Employee Stock Option Schemes and Stock Appreciation Rights Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed in the General Body Meetings will be placed at the AGM.
21. All documents referred to in the Notice, Explanatory Statement and the Annual Accounts of the Company and 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 (Except Saturday, Sundays and Public holiday) up to the date of the Annual General Meeting.



## NOTICE (Contd.)

22. A route map showing directions to reach the venue of the AGM is given at the end of the Annual Report.

### 23. 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 Wednesday, September 26, 2018 and ends at 5:00 p.m. on Friday, September 28, 2018. 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 22, 2018, 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:

#### For Members holding shares in Demat Form and Physical Form

|   |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <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<br>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



## NOTICE (Contd.)

opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant INFIBEAM AVENUES LIMITED on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the Company resolution(s).**

### 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 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 Scrutinisers' 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 Scrutinisers' Report shall be placed on the Company's website [www.ia.ooo](http://www.ia.ooo) and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.



## NOTICE (Contd.)

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

#### ITEM NO.4

The shareholders had, at 6<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 15, 2016, appointed S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/ E300003) as Statutory Auditors of the Company, to hold office from conclusion of 6<sup>th</sup> AGM of the Company until the conclusion of 11th AGM, subject to ratification of such appointment by the shareholders at every AGM.

Pursuant to amendment of Section 139 of the Companies Act, 2013 effective from May 7, 2018, the requirement related to ratification of appointment of Statutory Auditors by the members of the Company at every AGM was omitted.

In view of the above, it is proposed to remove the requirement of seeking ratification of appointment of Statutory Auditors at every AGM from resolution passed at the shareholders' meeting.

The resolution contained in Item no. 4 of the accompanying Notice, accordingly seeks members' approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item no. 4 of the Notice.

The Board recommends this resolution for your approval.

#### ITEM NO.5

Looking to the overall increase in the business and size of the Company, the Board of Directors appointed Shah & Taparia, Chartered Accountant (Firm Registration No. – 109463W) as the Joint Statutory Auditors of the Company for period of 5 (Five) consecutive years being their first term from the Conclusion of this Annual General Meeting till the conclusion of the 13<sup>th</sup> Annual General Meeting, on such terms and conditions and at such remuneration as may be decided.

Further, the Company has also received a consent letter stating that, if they are appointed as the Joint Statutory Auditors of the Company, the same will be in accordance with the limits specified under Section 139 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The said letter also contains that their Firm is eligible for appointment and is not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and Rules and Regulations made thereunder and no order or pending proceeding relating to professional matters of conduct before the Institute of Chartered Accountants of India or any competent authority or any court is passed.

The Board recommends the resolution at Item No. 5 of the notice for approval of the shareholders through Ordinary Resolution.

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. 6

In order to broad base the capital structure of the Company due to expansion of its business & Operations/ services and to meet future fund requirements of the Company, if any, and to enable the Company to issue further shares on a preferential basis / Qualified Institutional Placement (QIP) / Foreign Currency Convertible Bonds ("FCCBs") / Foreign Currency Exchangeable Bonds ("FCEBs")/ Convertible Debentures and any other securities in one or more combination thereof, it is proposed to increase the authorised share capital of the Company from existing ₹ 68,25,00,000/- (Rupees Sixty Eight Crores Twenty Five Lakhs only) divided into 68,00,00,000 (Sixty Eight Crores) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each to ₹ 90,00,00,000/- (Rupees Ninety Crores only) divided into 89,75,00,000 (Eighty Nine Crores Seventy Five Lakhs) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each.

As a consequence of increase of authorised share capital of the Company, the existing authorised share capital clause in the Memorandum of Association of the Company will be altered accordingly. The proposed increase of authorised share capital requires the approval of members of the Company in general meeting under Sections 13, 61 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The new set of Memorandum of Association is available for inspection 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 (Except Saturday, Sundays and Public holiday).



|                                |                                   |                                       |                                     |  |   |   |   |
|--------------------------------|-----------------------------------|---------------------------------------|-------------------------------------|--|---|---|---|
| SECTION 4-5<br>INDUSTRY REVIEW | 1 SECTION 6-11<br>BUSINESS REVIEW | 2 SECTION 12-15<br>PERFORMANCE REVIEW | 3 SECTION 16-29<br>STRATEGIC REVIEW | 4 SECTION 30-34<br>MANAGEMENT'S REPORT | 5 SECTION 35-126<br>STATUTORY REPORTS<br>NOTICE | 6 SECTION 127-265<br>FINANCIAL STATEMENTS | 7 |
|--------------------------------|-----------------------------------|---------------------------------------|-------------------------------------|--|---|---|---|

## NOTICE (Contd.)

The Board recommends the resolution at Item No. 6 of the notice for approval of the shareholders through Ordinary Resolution. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the proposed Resolution.

### ITEM NO. 7

Mr. Vishal Mehta was appointed as a Managing Director of the Company w.e.f. February 1, 2015 for a period of three years. His term as a Managing Director of the Company expired on January 31, 2018.

In accordance with the provisions of Section 196 and 203 of Companies Act, 2013 ('Act'), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force) the Board of Directors of the Company, upon the recommendation of Nomination and Remuneration Committee, reappointed Mr. Vishal Mehta as a Managing Director of the Company for a period of 5 (Five) with effect from February 1, 2018.

Considering his significant contribution in the management and development of various projects of the Company, it is proposed to reappoint him for a further period of five years w.e.f. February 1, 2018, with a remuneration of ₹ 1/- p.a., on the terms and conditions as the Board of the Company may deems fit.

Mr. Vishal Mehta shall be in charge of the overall operations and management of the Company.

He shall draw ₹ 1/- p.a. remuneration from the Company and shall not be liable to retire by rotation.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

The above mentioned terms and conditions shall be deemed to be an abstract under Section 190 of the Companies Act, 2013.

The resolution contained in item no. 7 of the accompanying Notice, accordingly, seeks member's approval for re-appointment of Mr. Vishal Mehta as a Managing Director on the Board of the Company.

Except Mr. Vishal Mehta, the appointee, Mr. Ajit Mehta and Mr. Malav Mehta relative of Mr. Vishal Mehta and other relatives of Mr. Vishal Mehta, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends this resolution for your approval.

### ITEM NO. 8

The Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on February 14, 2018, appointed Mr. Piyushkumar Sinha, as an additional Independent Director. The Board of Directors of the Company had appointed Mr. Piyushkumar Sinha, as an Additional Independent Director with effect from February 14, 2018, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of Independent Director (ID) shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the AGM.

As required under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying its intention to propose the appointment of Mr. Piyushumar Sinha as a Director of the Company. He meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Mr. Piyushkumar Sinha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director as specified in the Act and Rules made thereunder and Listing Regulations and is independent of the management. He possesses appropriate skills, experience and knowledge.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, the appointment of Mr. Piyushkumar Sinha as an Independent Director is now being placed before the members for their approval



## NOTICE (Contd.)

Terms and conditions for appointment of Mr. Piyushkumar Sinha as an Independent Director of the Company shall be open for inspection by the 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 (Except Saturday, Sunday and Public holiday) till the date of this AGM.

Your Board considers that the Company will benefit from Mr. Piyushkumar Sinha is valuable experience, knowledge and counsel.

The resolution contained in item no. 8 of the accompanying Notice, accordingly, seeks member's approval for appointment of Mr. Piyushkumar Sinha as an Independent Director on the Board of the Company on the terms and conditions as specified. Except Mr. Piyushkumar Sinha, the appointee and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends this resolution for your approval.

### ITEM NO. 9 & 10

The Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on February 14, 2018, appointed Mr. Vishwas Patel as an Additional Director (Category: Non-Executive Director) with effect from February 14, 2018, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting. Under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying its intention to propose the appointment of Mr. Vishwas Patel as a Director or liable to retire by rotation.

Mr. Vishwas Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director. Mr. Vishwas Patel is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Further, the Board upon recommendation of Nomination and Remuneration Committee after considering vast experience of Mr. Vishwas Patel in the fields of finance, information technology, real estate, law and retail, RBI/Banking Matters, general management and operational aspects of the Company, has decided to avail the expertise of Mr. Vishwas Patel on regular basis by appointing him as Executive Director. Hence, the Board at its meeting held on August 14, 2018, appointed Mr. Vishwas Patel as an Executive Director designated as Director, subject to approval of Shareholders, at a fixed Salary of ₹ 2,00,000/- (Rupees Two Lakhs Only) per month plus Car fuel expenses plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, payable to Mr. Vishwas Patel and on such other terms and conditions with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration includes bonus/incentive/performance linked incentive without approval of Shareholders within the prescribed limit of Schedule V and other applicable provisions of the Companies Act, 2013.

The Board of Directors felt that it is in interest of the Company to avail services of Mr. Vishwas Patel as an Executive Director. Your Board considers that the Company will benefit from Mr. Vishwas Patel valuable experience, knowledge and advise.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

The above mentioned terms and conditions may be treated as memorandum setting out the terms of appointment of Mr. Vishwas Patel under Section 190 of the Companies Act, 2013.

The resolution contained in item no. 9 & 10 of the accompanying Notice, accordingly, seeks member's approval for appointment of Mr. Vishwas Patel as an Executive Director on the Board of the Company on the terms and conditions as specified.

None of the Directors and/or Key Managerial personnel of the Company and their relatives, except Mr. Vishwas Patel and their relatives, are in any way concerned or interested in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends this resolution for your approval.

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

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

Date: September 4, 2018

**Shyamal Trivedi**  
Vice President & Company Secretary



## NOTICE (Contd.)

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT:

| Particulars   |  | Profile of the Director   |   |   |
|---|--|---|---|---|
| Name of the Director(s)                             | Mr. Malav Mehta  | Mr. Vishal Mehta  | Mr. Piyushkumar Sinha   | Mr. Vishwas Patel   |
| DIN   | 01234736   | 03093563  | 00484132  | 00934823  |
| Date of Birth                                       | September 7, 1972  | March 1, 1974   | December 20, 1960   | March 2, 1969   |
| Date of appointment on the Board                    | June 30, 2010  | June 30, 2010   | February 14, 2018   | February 14, 2018   |
| Qualifications                                      | B.E (Engineering)<br>M.E. (Engineering) from the University of Massachussets, USA  | M.E. (Operation Research and Industrial Engineering) from Cornell University, USA<br>M.Sc. (Management of Technology) from the Massachusetts Institute of Technology, USA   | Ph. D. degree in the subject of Management  | Bachelors of Law (LLB) degree from Mumbai University  |
| Experience & Expertise in specific functional areas | Mr. Malav Mehta has been associated with the Company since its inception as a Promoter Director. He advises the Company in taking various strategic decisions from time to time.<br><br>Mr. Malav Mehta holds bachelor's degree in engineering from L.D. College of Engineering, Ahmedabad and master of science degree in Engineering from the University of Massachusetts, USA where he was awarded the Valedictorian Award.<br><br>He is founder director of various companies floated by him in the automobile industry, oil and gas sector, natural resources, Information technology sector, communication and others important segment of industries in the market. | Mr. Vishal Mehta, the founder of Infibeam has more than 18 years of experience in the field of IT and also worked in corporate development, operations finance and WW network optimization.<br><br>Mr Mehta was associated with Amazon Com Holdings Inc and Amazon Global Resource Inc on technology, finance and corporate development roles.<br><br>Mr. Mehta's success story is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. He is managing the Company's affairs subject to the superintendence, control and direction of the Board.<br><br>Mr. Vishal Mehta was conferred with B.H. Jajoo AMA Outstanding I.T. Entrepreneur of the Year Award in 2017 for his contribution towards growth of digital India. | Prof. Piyushkumar Sinha is Director, CRI Advisory and Research. He has 37 years of Advisory, Research and Training as well as Managerial experience in marketing, sales, retailing, service and business strategy for product as well as service companies (B2C and B2B), in the domains of Retailing and E-Commerce; Luxury and Lifestyle; Healthcare; Decision Sciences and IT. He has been involved in more than 100 advisory and training initiatives in these areas.<br><br>Prof. Sinha holds a Ph.D. in marketing. He was a Professor of Marketing at Indian Institute of Management Ahmedabad (IIMA), India till March 2018. Before IIMA, he taught at IIM Bangalore, XIMB and was Dean at MICA. He has published articles in International Journal of Retail and Distribution Management, Journal of Retailing and Consumer Research, Journal of Brand Management, QMR: An International Research Journal, FQS: Forum Qualitative Sozialforschung / Forum: Qualitative Social Research [On-line Journal] and Vikalpa. He has served on the editorial board of International Journal of Applied Decision Sciences and was the Resident Editor for AMS Review. He has published several books. He is one of the few resources in qualitative research in the country. | Mr. Vishwas Patel has founded CCAvenue.com payment gateway in the year 2001 and it today provides payment processing services to over hundred thousand plus e-Merchants across the world. This solution is India's largest direct debit engine, which connects to more than 55+ Indian banks in real time and processes all types of Credit Cards, Debit Cards and Digital Wallets. It's processes payments for 92 of the top 100 merchants in India. He has also launched other SaaS solutions like Res Avenue.com Hospitality Solution and Bill Avenue.com, India's fastest growing BBPS based bill payment engine. He has studied law and was a practising counsel on the original side of the Bombay High Court. He is currently the Chairman of the Payments Council of India, the primary industry body of all the digital payments providers in India. |



## NOTICE (Contd.)

| Particulars   |  | Profile of the Director  |  |  |
|---|--|--|--|--|
| Name of the Director(s)   | Mr. Malav Mehta  | Mr. Vishal Mehta   | Mr. Piyushkumar Sinha  | Mr. Vishwas Patel  |
|   |  |  | Between 1995 and 1999, he served as marketing manager for a utility (Gujarat Gas) and an FMCG Company (Rasna). He has been a mentor to several start-ups, especially in the area of social entrepreneurship. He serves on the boards of companies such as Gujarat Gas, Ujaas Energy and Jade Blue.   | He has been the recipient of numerous awards such as Asia-Pacific Information Security Leadership Achievement Award by (ISC) <sup>2</sup> , the non-profit global leader in educating and certifying information security professionals. |
| <b>Remuneration last drawn (including sitting fees, if any)</b>                           | Please refer to the Corporate Governance Report (Annexure - C) as part of Director's Report  |  |  |  |
| <b>Number of Meeting of the Board attended during the financial year (2017-18)</b>        | 4 (Four)   | 6 (Six)  | -  | -  |
| <b>Names of other Companies in which the Director holds Directorship as on 31.03.2018</b> | 1. Gujarat Natural Resources Limited<br>2. NSI Infinium Global Private Limited<br>3. Infinium (India) Limited<br>4. Infibeam Logistics Private Limited<br>5. Sine Qua Non Solutions Private Limited<br>6. Odigma Consultancy Solutions Private Limited<br>7. DRC Systems India Private Limited<br>8. Avenues (India) Private Limited<br>9. Infinium Natural Resources Investments Private Limited<br>10. Advanced Energy Resources & Management Private Limited<br>11. Infinium Motors Private Limited<br>12. Infinium Communication Private Limited<br>13. Infinium Motors (Gujarat) Private Limited<br>14. Infinium Auto Mall Private Limited<br>15. Infinity Drive Private Limited<br>16. TIW Systems Private Limited<br>17. Sigma Oil and Gas Private Limited<br>18. GNRL Oil & Gas Limited<br>19. Infibeam Global EMEA FZ-LLC | 1. NSI Infinium Global Private Limited<br>2. Infinium (India) Limited<br>3. Infibeam Logistics Private Limited<br>4. Infibeam Digital Entertainment Private Limited<br>5. Odigma Consultancy Solutions Private Limited<br>6. DRC Systems India Private Limited<br>7. Avenues (India) Private Limited<br>8. Avenues Infinite Private Limited<br>9. Infinium Communication Private Limited | 1. Ujaas Energy Limited<br>2. Gujarat Gas Limited<br>3. Jade Blue Lifestyle India Limited<br>4. Karnavati Engineering Limited<br>5. Country Road International Private Limited<br>6. Abhinav Swasthya Samvardhan Abhiyan<br>7. Sammaan Foundation<br>8. Smart Grid Private Limited<br>9. Transpott E-Solutions Private Limited<br>10. NIF Incubation and Entrepreneurship Council<br>11. Removing Ignorance for Socialempowerment Foundation | 1. Avenues (India) Private Limited<br>2. Avenues Infinite Private Limited<br>3. Mangiamo Hospitality Private Limited<br>4. Avenues Enterprises Private Limited<br>5. Avenues Payments India Private Limited                              |



| Profile of the Director  |   |                   |                               |   |                   |                               |      |                   |
|--|---|-------------------|-------------------------------|---|-------------------|-------------------------------|------|-------------------|
| Particulars  | Mr. Malav Mehta                         |                   | Mr. Vishal Mehta              |   |                   | Mr. Piyushkumar Sinha         |      | Mr. Vishwas Patel |
| <b>Name of the Director(s)</b>   | Mr. Malav Mehta                         |                   | Mr. Vishal Mehta              |   |                   | Mr. Piyushkumar Sinha         |      | Mr. Vishwas Patel |
| <b>Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2018</b> | Nil                                     |                   | Nil                           |   |                   | Nil                           |      | Nil               |
| <b>Shareholding in the Company as on 31.03.2018</b>  | 1,70,24,200 Equity Shares of ₹ 1/- each |                   |                               | 5,99,59,400 Equity Shares of ₹ 1/- each |                   |                               | Nil  |                   |
| <b>Relationships between Directors, Key Managerial Personnel and Managers of the Company</b>                               | <b>Name of the Director</b>             | <b>Related to</b> | <b>Nature of Relationship</b> | <b>Name of the Director</b>             | <b>Related to</b> | <b>Nature of Relationship</b> | N.A. |                   |
|  | Malav Mehta                             | Ajit Mehta        | Father                        | Vishal Mehta                            | Ajit Mehta        | Father                        | N.A. |                   |
|  |   | Vishal Mehta      | Brother                       |   | Malav Mehta       | Brother                       |      |                   |



**PLEASE SIGN AND SEND THIS TO LINK INTIME INDIA PRIVATE LIMITED  
FORM FOR UPDATION OF RECORDS**

**INFIBEAM AVENUES LIMITED**

**(Formerly known as Infibeam Incorporation Limited)**

28<sup>th</sup> Floor, GIFT Two Building,  
Block No. 56, Road – 5C, Zone - 5,  
GIFT CITY, Gandhinagar,  
Taluka & District - Gandhinagar – 382 355

Dear Sir(s),

**Sub: Updation of Permanent Account Number (PAN) and bank account details**

This has reference to circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 issued by the Securities and Exchange Board of India (**SEBI**), regarding mandatory updation of Permanent Account Number (PAN) and bank account details.

I/ we furnish the following information for your reference and record:

Folio Number

|                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> |
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**A. Bank account details**

|   |  |
|---|--|
| Mobile no. of the sole/ first holder  |  |
| Email ID  |  |
| Name of Bank  |  |
| Branch Name   |  |
| Branch address with PIN code  |  |
| Account Number (as appearing in the cheque leaf)                                    |  |
| Account Type (Saving / Current)   |  |
| 9 Digit Code No. of Bank/ Branch as appearing on MICR cheque issued by the bank     |  |
| (9 Digit Code Number appearing on the MICR Bank of the Cheque supplied by the bank) |  |
| 11 Digit Indian Financial System Code (IFSC)  |  |

Please attach original cancelled cheque leaf with names of shareholder's/ bank passbook showing names of shareholders, duly attested by an authorised bank official.

**B. Permanent Account Number (PAN) details**

|                      |                      |                      |                      |                      |                      |                      |
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\_\_\_\_\_  
**(Sole/ First Holder)**

\_\_\_\_\_  
**(Second Holder)**

\_\_\_\_\_  
**(Third Holder)**

I/ We confirm that whatever stated hereinabove is true and correct and that the documents being furnished by me/ us are valid and in force and may be used by Link Intime India Private Limited to update records of all companies as mentioned in this letter and for all communication and disbursement of any dividend in future

\_\_\_\_\_  
**(Sole/ First Holder)**

\_\_\_\_\_  
**(Second Holder)**

\_\_\_\_\_  
**(Third Holder)**

Encl.: As above

Date:

Place:



**INFIBEAM AVENUES LIMITED**

(Formerly known as Infibeam Incorporation Limited)

[CIN: L64203GJ2010PLC061366]

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

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

**FORM MGT-11**
**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

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

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

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. 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 8<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, September 29, 2018, at 10.30 am. at 23<sup>rd</sup> Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355 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, 2018, 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                         | Declaration of Dividend on equity shares for the financial year ended on March 31, 2018  |
| 3                         | Re-Appointment of Mr. Malav Mehta (DIN: 01234736), liable to retire by rotation and being eligible, offers himself for re-appointment  |
| 4                         | Ratification of Appointment of Statutory Auditors of the Company   |
| 5                         | Appointment of Joint Statutory Auditors of the Company   |
| <b>Special Business:</b>  |  |
| 6                         | Increase the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company  |
| 7                         | Re-appointment of Mr. Vishal Mehta (DIN: 03093563), as a Managing Director   |
| 8                         | Appointment of Mr. Piyushkumar Sinha (DIN: 00484132), as an Independent Director   |
| 9                         | Appointment of Mr. Vishwas Patel (DIN: 00934823), as a Director  |
| 10                        | Appointment of Mr. Vishwas Patel (DIN: 00934823), as an Executive Director   |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix Revenue Stamp of ₹ 1 here

Signature of Shareholder

Signature of Shareholder

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**INFIBEAM AVENUES LIMITED**

(Formerly known as Infibeam Incorporation Limited)

[CIN: L64203GJ2010PLC061366]

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

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

**ATTENDANCE SLIP**

**[PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND IT OVER AT THE ENTRANCE DULY FILLED IN]**

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

I hereby record my presence at the **8th Annual General Meeting** of the Company held on Saturday, September 29, 2018 at 10.30 a.m. at 23<sup>rd</sup> Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355

Full name of Shareholder/Proxy (in Block Letters)

Signature of Shareholder/Proxy

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**FORM FOR UPDATION OF EMAIL ADDRESS**

Date:

To,

**INFIBEAM AVENUES LIMITED**

28<sup>th</sup> Floor, GIFT Two Building, Block No. 56,  
Road-5C, Zone-5, GIFT CITY, Gandhinagar,  
Taluka & District - Gandhinagar – 382 355

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 AVENUES LIMITED**
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GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

**Email: ir@ia.ooo Website: www.ia.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 8 <sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Saturday, September 29, 2018, 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, 2018, 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                         | Declaration of Dividend on equity shares for the financial year ended on March 31, 2018  |               |                                     |                                       |
| 3                         | Re-Appointment of Mr. Malav Mehta (DIN: 01234736), liable to retire by rotation and being eligible, offers himself for re-appointment  |               |                                     |                                       |
| 4                         | Ratification of Appointment of Statutory Auditors of the Company   |               |                                     |                                       |
| 5                         | Appointment of Joint Statutory Auditors of the Company   |               |                                     |                                       |
| <b>Special Business:</b>  |  |               |                                     |                                       |
| 6                         | Increase the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company  |               |                                     |                                       |
| 7                         | Re-appointment of Mr. Vishal Mehta (DIN: 03093563), as a Managing Director   |               |                                     |                                       |
| 8                         | Appointment of Mr. Piyushkumar Sinha (DIN: 00484132), as an Independent Director   |               |                                     |                                       |
| 9                         | Appointment of Mr. Vishwas Patel (DIN: 00934823), as a Director  |               |                                     |                                       |
| 10                        | Appointment of Mr. Vishwas Patel (DIN: 00934823), as an Executive Director   |               |                                     |                                       |

Place: Gandhinagar

Date:

(Signature of the Shareholder/Proxy)

**Note: This Ballot is to be used for exercising voting at the time of 8<sup>th</sup> Annual General Meeting to be held on Saturday, September 29, 2018 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.**



## NOTES

Route map to the venue of the AGM of  
**INFIBEAM AVENUES LIMITED**  
 (Formerly known as Infibeam Incorporation Limited)



**Venue:** 23rd Floor, GIFT Two Building,  
 Block No. 56, Road-5C, Zone-5,  
 GIFT CITY, Gandhinagar,  
 Taluka & District - Gandhinagar 382 355

**Landmark:** GIFT CITY

**Venue Distance from**  
**Gandhinagar Railway Station:** 14 kms. approx.  
**Airport:** 18 kms. approx.