February 16, 2018

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

Dear Sir/ Madam,

Sub: Notice of Extra Ordinary General Meeting

We enclose herewith the Notice of Extra Ordinary General Meeting ("EGM") of the members of Infibeam Incorporation Limited to be held on Thursday, March 15, 2018 at 2.30 P.M. at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

The Notice of EGM is also available on our website i.e. www.infibeam.ooo

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

Thanking you,

Yours faithfully,

For, Infibeam Incorporation Limited

Infibeam Incorporation Ltd.

Shyamal Trivedi
Vice President & Company Secretary

Encl: As above

INFIBEAM INCORPORATION LIMITED

[CIN: L64203GJ2010PLC061366**]**

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

NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the Members of **INFIBEAM INCORPORATION LIMITED** will be held on Thursday, March 15, 2018 at 2.30 P.M. at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1:

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

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations"), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory/regulatory authority, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such other conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s),/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constituted to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot in one or more tranches such number of fully convertible warrants ("Warrants") convertible in to one Equity Share per warrant at any time within 18 months from the date of allotment of the warrants as per the ICDR Regulations for cash, to following person/entity being a non-promoter body corporate ("Allottee") on preferential issue basis at a conversion Price of Rs.186.91/- per Equity Share (Including Premium of Rs. 185.91/-) at an aggregate consideration not exceeding Rs. 40 Crore (Rupees Forty Crores Only) and on such other terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time; provided that the minimum price of Warrants so issued shall not be less than the price arrived at in accordance with the Chapter VII of ICDR Regulations.

Sr. No.	Name of the Allottee	No. of Warrants	Category
1.	TV18 Broadcast Limited	21,40,067	Non promoter-Body Corporate

"**RESOLVED FURTHER THAT** the issue and allotment of the Warrants to the Investor shall be on the following terms and conditions:

a) In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Warrants to be issued in terms hereof shall be February 13, 2018, being the date 30 days prior to the date of the Extra Ordinary General Meeting scheduled to be held on March 15, 2018.

b) The proposed allottee of the Warrants shall on the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration payable towards the Warrants. Upon the Investor exercising his right to convert each Warrant into one Equity Share of the Company, the remaining 75%, payable in respect of the Warrants being so converted, shall be paid by the Investor to the Company simultaneously towards the allotment of Equity Shares by the Company pursuant to such exercise.

c) Price determined for Preferential Issue shall be calculated in accordance with the provisions stipulated under Chapter VII of the SEBI ICDR Regulations.

d) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

e) The equity shares to be allotted pursuant to conversion of Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The equity shares arising on conversion of Warrants shall rank paripassu with the existing equity shares of the Company in all respects.

f) The Warrants allotted pursuant to this resolution and the Equity Shares arising on conversion of the said Warrants shall remain locked-in from such date and for such periods as specified under ICDR Regulations as amended from time to time.

g) The Board be and is hereby authorized to seek listing and trading of the equity shares issued pursuant to conversion of Warrants on the Stock Exchanges where the equity shares of the Company are listed.

h) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for allotment remains pending, the period of 15 days shall be counted from the date of obtaining such approval or permission.

i) The Warrants may be exercised at any time before the expiry of 18 months from the date of allotment of the Warrants. If the entitlement against the Warrants to

apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited.

"**RESOLVED FURTHER THAT** the Board/ Committee be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon exercise of the Warrants by the Warrants holder, within the time period as mentioned above."

"RESOLVED FURTHER THAT the Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank pari-passu in all respects including dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/or Mr. Malav Mehta, Director of the Company, be and is hereby severally authorized to take all actions/ decisions and to do all such acts, deeds, matters and things with respect to the above and sign, execute and deliver such deeds, documents, writings or papers as may be necessary or incidental to give effect to the aforesaid resolutions."

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 Incorporation Limited

Shyamal Trivedi
Vice President &
Company Secretary

Date: February 14, 2018

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER(S).

   The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Registered Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the Extra Ordinary General Meeting (EGM).

4. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).

5. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form will be available on the Company's website www.infibeam.ooo.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

7. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Notices, Circulars, etc. from the Company electronically.

8. In support of the 'Green Initiative' announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of EGM will also be available on the Company's website, www.infibeam.ooo and that of Central Depository Services (India) Limited ("CDSL"), www.cdslindia.com.

9. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days (Except Saturday and Sunday) of the Company up to the date of the EGM.

10. A route map showing directions to reach the venue of the EGM is given at the end of the Notice.

11. VOTING THROUGH ELECTRONIC MEANS

(a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 as amended of the Companies (Management and Administration) Rules, 2014, relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') is provided by Central Depository Services (India) Limited.

(b) The facility for voting through ballot paper shall be made available at the EGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the EGM venue.

(c) The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

(d) The remote e-voting period commences at 9.00 a.m. on Monday, March 12, 2018 and ends at 5:00 p.m. on Wednesday, March 14, 2018. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 8, 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.

ii) Click on Shareholders.

iii) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for the relevant INFIBEAM 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@ cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

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

ANNEXURE TO THE NOTICE

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

Item No. 1: Issue of Warrants on Preferential basis:

The Company proposes to issue and allot such number of Warrants to TV18 Broadcast Limited at an aggregate consideration not exceeding Rs. 40.00 Crore (Rupees Forty Crore Only), with a right exercisable by the Warrant holder to subscribe for one equity share per Warrant (hereinafter referred to as "Securities") to proposed allottee, on such other terms and conditions as the Board may in it absolute discretion decide at the time of issue of Securities, and at a conversion price of Rs. 186.91/- (Rupees One Hundred Eighty Six and Paise Ninety One Only) (including premium of Rs. 185.91/-) per equity share through a preferential issue in accordance with the Guidelines issued by the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and subject to approval of Members of the Company and other necessary approval(s) of the regulatory authorities from time to time.

The price of the Securities to be issued is being calculated in accordance with the provisions for preferential issue as stipulated under Chapter VII of the SEBI (ICDR) Regulations which inter alia provides that the Warrants shall be allotted at a price not less than higher of the following:-

I. The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the twenty six (26) weeks preceding the relevant date; or

II. The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the two (2) weeks preceding the relevant date.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations, 2009 and the other applicable provisions of law, in relation to the Special Resolution set out in the Item no. 1 of the accompanying Notice are as follows:

1. The objects of the preferential issue:

The object(s) of the issue is to augment the resources for Brand Building, Advertisements, M & A Activity, General Corporate Purposes of the Company and for any other purpose as permitted under applicable laws.

2. Intention of Promoters/ Directors/ Key Managerial Personnel to subscribe to the preferential issue:

None of the Promoter & Promoter Group/Directors/Key Managerial personnel of the Company intend to subscribe to the Warrants under the Preferential Issue.

3. Shareholding pattern before and after the Preferential issue:

Sr. No.	Description	Pre Issue		Pre Issue* (with effect of Scheme of Amalgamation)		Post Issue**	
		Total No. of Shares	% of Share Capital	Total No. of Shares	% of Share Capital	Total No. of Shares	% of Share Capital
(A)	**PROMOTER**						
1	**Indian**						
(a)	Individuals / Hindu Undivided Family	15,55,36,790	28.66	15,55,36,790	23.47	15,55,36,790	23.40
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-
(d)	(Any Other) - Bodies Corporate	8,61,18,440	15.87	8,61,18,440	13.00	8,61,18,440	12.95
	Sub-Total A(1):	**24,16,55,230**	**44.52**	**24,16,55,230**	**36.47**	**24,16,55,230**	**36.35**
2	**Foreign**						
(a)	Individuals (NRI/Foreign Individuals)	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-
(e)	(Any Other) - Bodies Corporate	-	-	-	-	-	-
	Sub-Total A(2) :	**-**	**-**	**-**	**-**	**-**	**-**
	Total A=A(1)+A(2)	**24,16,55,230**	**44.52**	**24,16,55,230**	**36.47**	**24,16,55,230**	**36.35**
(B)	**PUBLIC SHAREHOLDING**						
B1	**Institutions**						
(a)	Mutual Funds / UTI	1,51,87,952	2.80	1,51,87,952	2.29	1,51,87,952	2.29

(b)	Venture Capital Funds	0	0.00	0	0.00	0	0.00
(c)	Alternate Investment Funds	0	0.00	0	0.00	0	0.00
(d)	Foreign Venture Capital Investors	0	0.00	0	0.00	0	0.00
(e)	Foreign Portfolio Investors	4,77,58,563	8.80	4,77,58,563	7.21	4,77,58,563	7.18
(f)	Financial Institutions / Banks	9,13,563	0.17	9,13,563	0.14	9,13,563	0.14
(g)	Insurance Companies	0	0.00	0	0.00	0	0.00
(h)	Provident Funds/ Pension Funds	0	0.00	0	0.00	0	0.00
(i)	Any other - Foreign Bank	0	0.00	0	0.00	0	0.00
	Sub-Total B(1) :	**6,38,60,078**	**11.76**	**6,38,60,078**	**9.64**	**6,38,60,078**	**9.61**
B2	**Central/State Govt.(s)/ President of India**	0	0.00	0	0.00	0	0.00
	Sub-Total B(2):	**0**	0.00	**0**	0.00	**0**	0.00
B3	**Non-Institutions**						
(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	1,16,60,081	2.15	1,16,60,081	1.76	1,16,60,081	1.75
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	13,50,16,085	24.87	25,48,76,085	38.46	25,48,76,085	38.34
(c)	NBFCs registered with RBI	0	0.00	0	0.00	0	0.00
(d)	Employee Trusts	17,29,100	032	17,29,100	0.26	17,29,100	0.26
(e)	Overseas Depositories(holding DRs)	0	0.00	0	0.00	0	0.00
(f)	Any Other						0.00
	- Bodies Corporate	4,80,36,921	8.85	4,80,36,921	7.25	5,01,76,988	7.55
	- Non Resident Indians	1,08,01,125	1.99	1,08,01,125	1.63	1,08,01,125	1.62
	- Clearing Member	21,74,179	0.40	21,74,179	0.33	21,74,179	0.33
	- Trust	6,60,000	0.12	6,60,000	0.10	6,60,000	0.10
	- Hindu Undivided Family	2,71,90,591	5.01	2,71,90,591	4.10	2,71,90,591	4.09
	Sub-Total B(3):	**23,72,68,082**	**43.71**	**35,71,28,082**	**53.89**	**35,92,68,149**	**54.04**
	Total B=B(1)+B(2)+ B(3):	**30,11,28,160**	**55.48**	**42,09,88,160**	**63.53**	**42,31,28,227**	**63.65**
	Total (A+B):	**54,27,83,390**	**100.00**	**66,26,43,390**	**100.00**	**66,47,83,457**	**100.00**

*** Note:**

1) *Pre Shareholding is considered as after the effect of scheme of amalgamation of Avenues (India) Private Limited with Infibeam Incorporation Limited.*

****Note:**

(1) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee would have subscribed to and been allotted all the Equity Shares resulting from the exercise of the warrant. In the event for any reason, the proposed allottee does not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

(2) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

(3) *The post issue paid-up capital of the Company is considered as after the effect of scheme of amalgamation of Avenues (India) Private Limited with Infibeam Incorporation Limited.*

(4) *The post issue paid-up capital of the Company is subject to alterations on account of exercise of options granted under existing ESOP Schemes of the Company, if any as well as under any new ESOP / ESPS Schemes and consequently the post-issue shareholding percentage of the Proposed Allottee(s) mentioned above may also stand altered.*

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

4. Proposed time within which the preferential issue shall be completed:

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals. The issue and allotment of equity shares upon conversion of said warrants shall be made within 18 months from the date of issue of said warrants.

5. Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the proposed Allottee	Category	Natural persons who are the ultimate beneficial owners	No. of Warrants proposed to be allotted	Pre issue Shareholding		Shareholding Post conversion of Warrants*	
					No. of Shares	%	No. of Shares	%
1.	TV18 Broadcast Limited	Non Promoters-Body Corporate	None (As per para C of SEBI circular CIR/MIRSD/2/2013 dated January 24, 2013.)	21,40,067	-	-	21,40,067	0.32

*Assuming full conversion of warrant and considering the effect of the scheme of amalgamation of Avenues (India) Private Limited with Infibeam Incorporation Limited.

6. Relevant Date:

In accordance with the provisions of SEBI (ICDR) Regulations, 2009, the "Relevant Date" for the purpose of calculating the price of equity shares shall be February 13, 2018, being the date 30 days prior to the date of the Extra Ordinary General Meeting to be held on March 15, 2018.

7. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

8. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI:

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

9. Lock in:

The Equity Shares to be issued and allotted as a result of conversion of Warrants, shall be subject to lock-in in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009.

In addition, the entire pre-preferential shareholding of the Allottee(s), if any, shall be under lock-in from the Relevant Date upto a period of six months from the date of allotment of Securities.

10. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of No. of securities as well as price:

During the year no preferential allotment has been made.

11. Auditor's Certificate:

A copy of Certificate from Statutory Auditors of the Company who have certified to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII (Preferential issue) of the SEBI (ICDR) Regulations, 2009 shall be placed before the shareholders of the Company at the Extra Ordinary General Meeting and will also be open for inspection by the members.

12. General:

i. An amount equivalent to at least 25 per cent of the Issue Price of the equity shares shall be payable at the time of subscription of Warrants.

ii. Upon exercise of the right to subscribe for equity shares, the Allottee shall be liable to make the payment of balance amount, being 75 per cent of the Issue Price, towards subscription to each equity share, as may be applied.

iii. In the event of entitlement attached to Warrants to subscribe for equity shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.

iv. Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one equity share against the each warrant by appropriating Rs. 1/- towards equity share capital and the balance amount paid against each warrants, towards the securities premium.

v. The warrants by itself do not give to the holder(s) thereof any rights of the shareholders of the Company.

vi. The equity shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

13. Undertaking by the Company:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations, 2009. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, 2009, the specified securities shall continue to be locked in till such amount is paid by the allottee.

The Board at its meeting held on February 14, 2018, has approved the issue and allotment of Warrant on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with Rules frame thereunder and Regulation 72(1) (a) of the SEBI (ICDR) Regulations, 2009, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

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

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

Registered Office:
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 Incorporation Limited

Shyamal Trivedi
Vice President & Company Secretary

Date: February 14, 2018

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INFIBEAM INCORPORATION LIMITED
[CIN: L64203GJ2010PLC061366]
Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355
Email: ir@infibeam.ooo **Website:** www.infibeam.ooo

FORM MGT-11
PROXY FORM

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

Name of the member (s) :
Registered Address :

Email Id :
Folio No./ DPID-Client ID :

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

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

2. Name : _____ Address: _____
Email Id : _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, March 15, 2018 at 2.30 P.M. at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Special Business	
1	Issue of Warrant on Preferential basis

Affix Revenue Stamp of Rs. 1 here

Signed this _____ day of _____ 2018

_____
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.

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INFIBEAM INCORPORATION LIMITED
[CIN: L64203GJ2010PLC061366]
Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY,
Gandhinagar, Taluka & District - Gandhinagar – 382 355
Email: ir@infibeam.ooo **Website:** www.infibeam.ooo

FORM MGT-12
BALLOT FORM

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

1	Name and Address of the Sole/First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No. / DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of Extra Ordinary General Meeting (EGM) of the Company to be held on Thursday, March 15, 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
Special Business:				
1	Issue of Warrants on Preferential basis			

Place : Gandhinagar Signature: _____

Date:

Note :
This Ballot is to be used for exercising voting at the time of Extra Ordinary General Meeting to be held on Thursday, March 15, 2018 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.

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INFIBEAM INCORPORATION LIMITED
[CIN: L64203GJ2010PLC061366]
Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY,
Gandhinagar, Taluka & District - Gandhinagar – 382 355
Email: ir@infibeam.ooo **Website:** www.infibeam.ooo

ATTENDANCE SLIP

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

Folio No. / DPID-Client ID :

Name of the member (s) :

Registered Address :

I hereby record my presence at **the Extra Ordinary General Meeting** of the Company held on Thursday, March 15, 2018 at 2.30 P.M. at 23rd Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar-382 355.

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

_____
Signature of Shareholder/Proxy

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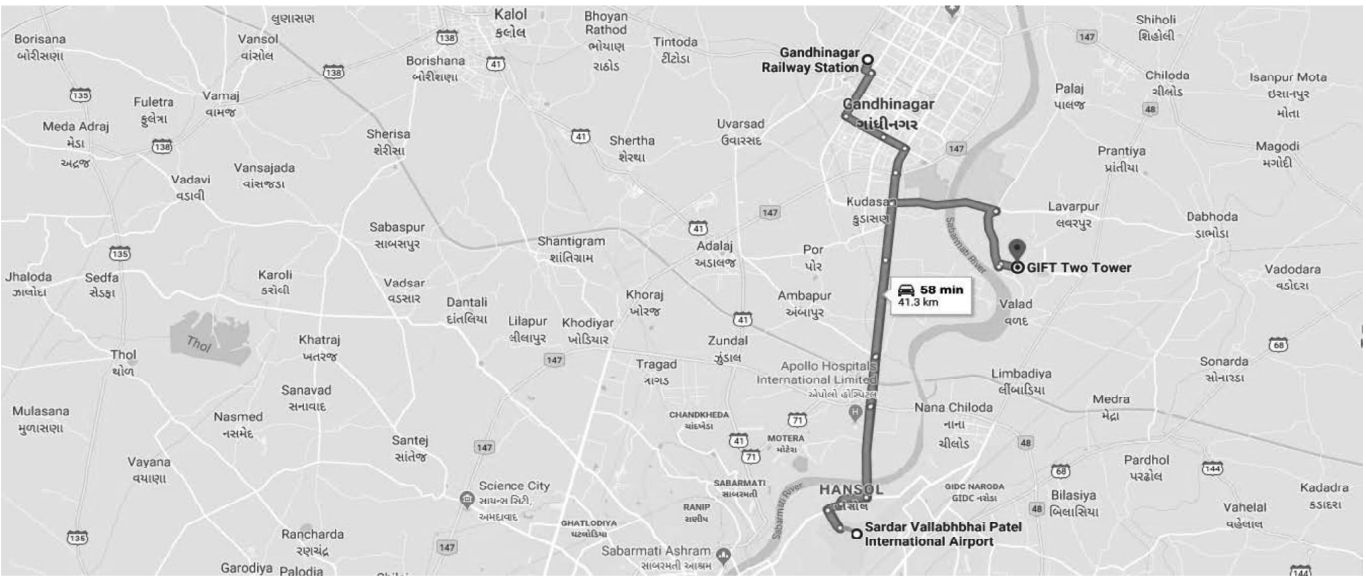
ROUTE MAP TO THE VENUE OF THE EGM OF INFIBEAM INCORPORATION LIMITED

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.

To,

If undelivered please return to the address:
The Secretarial Department
INFIBEAM INCORPORATION LIMITED
CIN : L64203GJ2010PLC061366
Registered Office : 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.
E-mail : ir@infibeam.ooo, **Tel. No. :** +91 79 6777 2200