

May 07, 2019

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| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Company Code No.: 539807 | National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Company Symbol: INFIBEAM |
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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 Avenues Limited to be held on Thursday, May 30, 2019 at 10.00 a.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.ia.000

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



Encl: As above

INFIBEAM AVENUES LIMITED

(Formerly known as Infibeam Incorporation Limited)

Regd. Office: 28th 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.000 | **Website:** www.ia.000

**INFIBEAM
AVENUES**
INFIBEAM AVENUES LIMITED
(Formerly known as 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@ia.ooo **Website:** www.ia.ooo

NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the Members of **INFIBEAM AVENUES LIMITED (Formerly known as Infibeam Incorporation Limited)** will be held on Thursday, May 30, 2019 at 10.00 a.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 business:

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 section 140 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with Rule 7 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and applicable provisions of SEBI regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government and other necessary permissions, approvals, consents, as may be required, consents and permissions which may be agreed by the Board of Directors, the approval of the members of the Company be and is hereby accorded for removal of M/s S R B C & Co. LLP (Firm Registration Number: 324982E/E300003), before expiry of the term, from the position of Joint Statutory Auditors of the Company.

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/ or Mr. Malav Mehta, Director and/or Mr. Shyamal Trivedi, Vice President & Company Secretary of the Company, be and are hereby severally authorised to file necessary E- forms pursuant to the provisions of the Companies Act, 2013 and applicable rules thereunder, to represent before any Government / Regulatory authorities on behalf of the Company, reply to the queries raised, and to do all such acts, deeds, things, matters and take all such steps as may be deemed necessary, proper or expedient in the interest of the Company to give effect to this resolution, including but not limited to deciding the time line, manner, extent and executing all necessary declarations, documents, forms, letters, undertakings, and such other papers as may be necessary, desirable and expedient to be agreed, make all such filings and applications for the statutory / regulatory and other approvals as may be required and subsequent modification thereto and to complete the aforesaid transaction and also to take necessary steps in the matter as the Board may in its absolute discretion deems necessary, desirable or expedient and the Board shall also be empowered to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also authorized to delegate power from time to time, to any Committee of the Board or individuals to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/ or Mr. Malav Mehta, Director and/or Mr. Shyamal Trivedi, Vice President & Company Secretary of the Company be and are hereby severally authorised to engage M/s. SPANJ & Associates, Practising Company Secretaries, to verify, certify, digitally sign and submit necessary E- forms with the office of Registrar of Companies in online filing system of MCA on behalf of Company and to represent or

file any documents, papers, deeds etc. before any Government Authorities including office of Regional Director, on behalf of the Company and to do all necessary acts as required in this connection."

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

Shyamal Trivedi

**Vice President & Company
Secretary**

Date : May 5, 2019

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

3. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.
4. Members/Proxies 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 dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. A Minor shall not be appointed as a Proxy.
6. 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).
7. 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).

8. 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.
9. 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.
10. 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.
11. 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.ia.ooo and that of Central Depository Services (India) Limited ("CDSL"), www.cdslindia.com.
12. 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.
13. A route map showing directions to reach the venue of the EGM is given at the end of the Notice.
14. **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, May 27, 2019 and ends at 5:00 p.m. on Wednesday, May 29, 2019. 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. May 23, 2019, 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 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 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.ia.000 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:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations"), your Company has formulated a Code of Fair Disclosure and Conduct ("Code") and a Policy and Procedure for Inquiry in case of data breach of UPSI ("Policy"). The Code and the Policy is available on the website of the Company.

As per the provisions of the PIT Regulations, the financial results of your Company, at any time prior to the disclosure to the stock exchanges under applicable laws, would be considered to be unpublished price sensitive information ("UPSI"). Further, as per the provisions of the PIT Regulations and other applicable laws, the Company is required to share its financial results with its statutory auditors prior to disclosing the same on the stock exchanges. Accordingly, since the statutory auditors have access to UPSI, the statutory auditors would qualify as "insiders" as per the PIT Regulations, and are required to maintain confidentiality of any UPSI in relation to the Company.

Recently, the Company had received an anonymous complaint *vide* dated February 26, 2019 (received on February 28, 2019) ("Complaint") alleging that the quarterly financial results of the Company have been shared with various third parties prior to such results being disclosed to the stock exchanges by one of the Joint Statutory Auditors of the Company, S R B C & Co., LLP, Chartered Accountants, (Firm Reg. No. – 324982E/ E300003) ("Auditor") on several occasions.

With the above background, the Board would like to draw your attention to the following:

1. Immediately upon receipt of the Complaint, your Company promptly initiated an internal preliminary investigation. Based on a number of findings from such internal investigation, the Company initiated discussions with the Auditor, and a number of meetings and discussions were held between the management of the Company and the senior audit team members of the Auditor. Additionally, pursuant to a number of written communications, the Company had sought further details pertaining to the sharing of UPSI in contravention of the provisions of the PIT Regulations from the Auditor.
2. In response to the aforesaid written communications, the Auditor, *vide* email dated April 15, 2019 had informed the Company that it has undertaken an internal investigation, and had admitted that as a part of their preliminary findings, there had been a data breach, wherein financial results of the Company had been shared with one of its clients, who would not qualify as an "insider" under the PIT Regulations. In the said email, the Auditor had further confirmed that the official email accounts of 28 audit team members on the assignment from November 2016 to February 2019 had been examined. Subsequently, the Auditor had confirmed *vide* their interim investigation report that certain emails containing UPSI, such as the financial statements, including analysis of the Company (or a subsidiary of the Company) have been sent to the personal email accounts of certain team members from their official email accounts.
3. Further, *vide* email dated April 15, 2019, the Auditor had accepted that during the month of February 2017, one member of the audit team had forwarded certain emails containing UPSI pertaining to the financial statements of the Company to the finance team personnel of the Company, and while forwarding the said email, the concerned audit team member had inadvertently marked a third party, who happened to be the director of another client of the Auditor. In this regard, the Auditor has subsequently admitted that the said email containing UPSI, which had been inadvertently been shared with the third party, had been immediately deleted by the Auditor from the email account of such third party. However, the Auditor had not brought any such incident to the attention of the Company, or any regulatory authority, despite having knowledge of the same.
4. The occurrence of such incident, including the subsequent deletion of the said email without informing the Company (thereby tampering with evidence) clearly demonstrates a lack of internal control in the system of the Auditor. The Auditor is in violation of the confidentiality provisions of the engagement letter executed with the Company, in addition to being in violation of the provisions of the PIT Regulations.
5. The Auditor had submitted the final report of the investigation conducted internally by the Auditor with the Company *vide* letter dated April 27, 2019 ("**Final Report**"), wherein the Auditor has specified that it is not in violation any applicable law, and there has not been any wilful or fraudulent act on the part of the Auditor, and has denied any wrong doing on its part.
6. The Board of the Company had discussed the Final Report submitted by the Auditor in the Board Meeting held on April 27, 2019, in the presence of the Auditor. Based on the discussions, the Company had communicated the concerns in respect of the Final

Report to the Auditor *vide* email dated May 3, 2019, wherein the Company raised a number of concerns on adequacy and reliability of the system and procedure adopted by the Auditor in conducting their in-house investigation. In light of the aforesaid, the Board has insisted that the matter should be investigated by a reliable, credible third party.

7. The Auditor has not been able to establish to the satisfaction of the Board that the UPSI of the Company which was shared to the personal Gmail account of the employee of the Auditor as well as a third party has not been forwarded, misused and abused, which includes (but is not restricted to) by way of onward sharing, by downloading across other devices or taking the snapshot of data, despite being given reasonable opportunity to be heard.
8. In addition to the above, the Board of the Company had sought specific indemnity from the Auditor in light of the aforesaid issues and findings, so as to protect the interests of the shareholders of the Company. However, the Auditor has refused to indemnify the Company in this regard.

In light of the above, your Board would like to bring to your notice that the Auditor has shared UPSI in breach of the provisions of the PIT Regulations. Since the Company is currently in the process of getting its annual and quarterly results audited, it needs to share information with M/s. S R B C & Co., LLP, as one of the joint statutory auditors. However, in light of the recent findings by the Company and the Auditors through the preliminary investigations, including the concerns related to confidentiality and compliance breaches by the Auditors, the Board is of the view that the financial results (or any portion thereof) should not be shared with the Auditors to maintain the confidentiality of the UPSI of the company.

Please note that the Board members have taken up this matter with the utmost seriousness and urgency that it warrants and the Board of Directors in its recent meeting held on May 5, 2019 have decided to recommend the removal of M/s. S R B C & Co., LLP as Joint Statutory Auditors of the Company (subject to approval of the Central Government and/or the other relevant regulatory authorities and the shareholders of the Company in terms of section 140(1) of the Companies Act, 2013 read with relevant rules framed thereunder) on the grounds of breach of confidentiality and violation of the provisions of the PIT Regulations, by sharing UPSI pertaining to the Company on multiple occasions, thereby leading to a breach of trust and loss of faith in the internal processes and systems.

The relevant documents mentioned in the Notice are available for inspection by a Member at the registered office of the Company on all working days (except Saturdays and Sundays) between 11.00 a.m. and 2.00 p.m. upto the date of EGM.

The Board of Directors of the Company recommend the Resolution for the approval of the Members of the Company by way of Special Resolution.

None of the Directors, KMP of the Company including their relatives are financially or otherwise interested or concerned 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 Avenues Ltd.
(Formerly known as Infibeam
Incorporation Limited)

Shyamal Trivedi
Vice President & Company
Secretary

Date : May 5, 2019

**INFIBEAM AVENUES LIMITED***(Formerly known as 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@ia.ooo **Website:** 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 Extra Ordinary General Meeting of the Company, to be held on Thursday, May 30, 2019 at 10.00 a.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 | To consider the removal of M/s S R B C & Co., LLP as the Joint Statutory Auditors of the Company |

Signed this _____ day of _____ 2019

Affix Revenue
Stamp of
Rs. 1 here_____
Signature of Shareholder_____
Signature of Proxy holder(s)**Note :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**INFIBEAM AVENUES LIMITED***(Formerly known as 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@ia.ooo **Website:** www.ia.ooo**ATTENDANCE SLIP****[PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND IT OVER AT THE ENTRANCE DULY FILLED IN]**

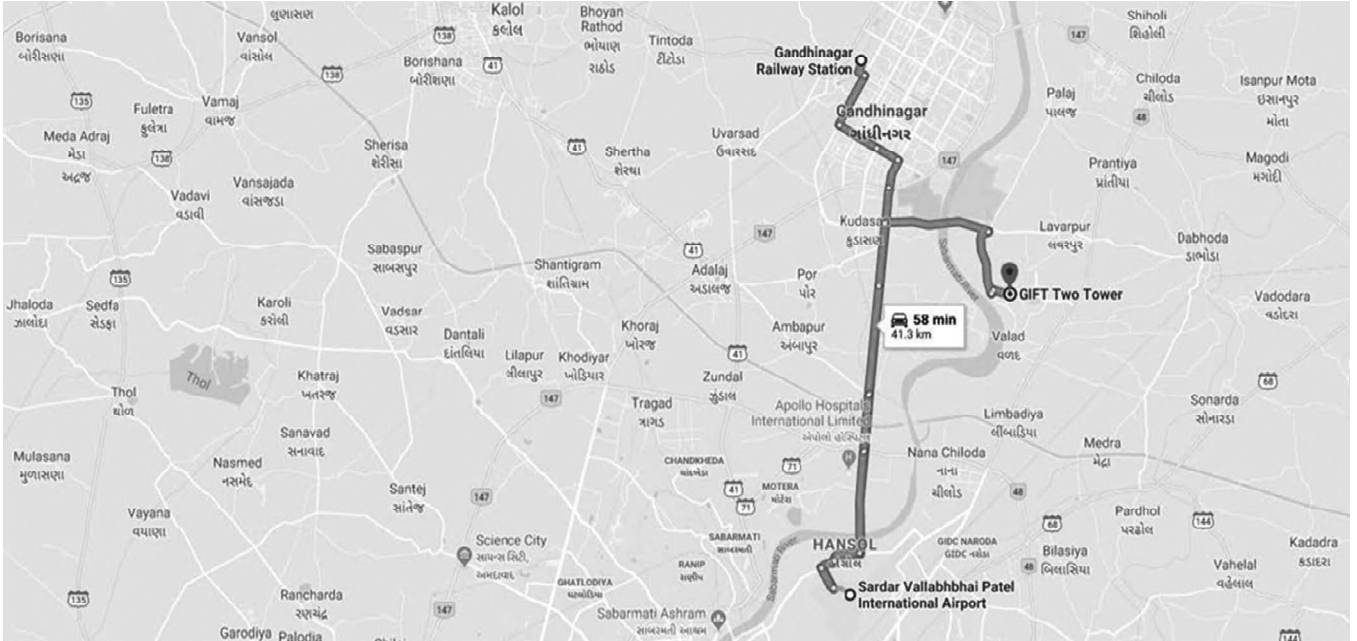
| | |
|----------------------------|--|
| Folio No./DPID-Client ID : | |
| Name of the member (s) : | |
| Registered Address : | |

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company held on Thursday, May 30, 2019 at 10.00 a.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

**ROUTE MAP TO THE VENUE OF THE EGM 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.



INFIBEAM AVENUES LIMITED

(Formerly known as 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@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 Extra Ordinary General Meeting (EGM) of the Company to be held on Thursday, May 30, 2019, by sending my/our assent or dissent to the said Resolutions by placing the tick (v) mark at the appropriate box below: | |

| Resolution No. | Resolutions | No. of Shares | (FOR) I/We assent to the resolution | (AGAINST) I/We dissent the resolution |
|--------------------------|--|---------------|--|--|
| Special Business: | | | | |
| 1 | To consider the removal of M/s S R B C & Co., LLP as the Joint Statutory Auditors of the Company | | | |

Place: Gandhinagar

Date :

(Signature of the Shareholder/Proxy)

Note : This Ballot is to be used for exercising voting at the time of Extra Ordinary General Meeting to be held on Thursday, May 30, 2019 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.

Book - Post / Courier

To,

If un-delivered, please return to :



INFIBEAM AVENUES LIMITED

(Formerly known as 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.

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