

June 29, 2018

**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** 

Dear Sir / Madam,

Sub: Declaration of Voting Results of Extra Ordinary General Meeting ("EGM") in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find details of voting results inclusive of e-voting and poll conducted at the Extra Ordinary General Meeting of the Company held on June 28, 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, Taluka & District - Gandhinagar - 382355.

Report of Scrutinizer are also enclosed herewith.

This is for your kind information please. Request to take the same on your record.

Thanking you,

Yours faithfully,

For Infibeam Incorporation Limited

Shyamal Trivedi

Vice President & Company

Encl: As above

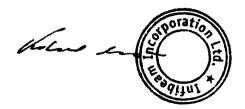
CIN: L64203GJ2010PLC061366

#### Details of Voting Results - Extra Ordinary General Meeting

Sr. No.	Particulars	Details
1	Date of EGM	June 28, 2018
2	Total no. of Shareholders as on record (As on cut- off date i.e. June 21, 2018)	14,285
3	No. of Shareholders present in the meeting person or through proxy:	
	i. Promoters and Promoter Group	9
	ii. Public	28
4	No. of Shareholders attend the meeting through Video Conferencing:	
	i. Promoters and Promoter Group	N.A.
	ii. Public	
	1	



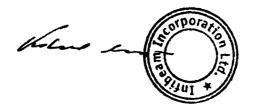
			Infibeam	Incorporatio	n Limited			
Resolution Required : (Spec	ial)		Avenues Limit	or Change of Name of ed" and consequent a uments of the Compa	mendment to			
Whether promoter/ promo	ter group are ir	nterested in						
the agenda/resolution?								
Category Mode of Voting No. of		No. of	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]			-Against	<del>.</del>	
	E-Voting	[1]	241594550	[3]={[2]/[1]}*100 99.9749	<b>[4]</b> 241594550	<b>[5]</b>	[6]={[4]/[2]}*100 100.0000	[7]={[5]/[2]}*100 0.0000
	Poll		241334330				0.0000	
Promoter and Promoter Group	FOII	241655230		0.0000		0	0.0000	0.0000
( o a p	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		241594550	99.9749	241594550	0	100.0000	0.0000
	E-Voting		24639665	30.7289	24639665	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		80184090						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24639665	30.7289	24639665	0	100.0000	0.0000
	E-Voting		122639948	55.5072	122639623	325	99.9997	0.0003
	Poll		50	0.0000	50	0	100.0000	0.0000
Public Non Institutions		220944070						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		122639998	55.5072	122639673	325	99.9997	0.0003
Total		542783390	388874213	71.6445	388873888	325	99.9999	0.0001



			Infibeam Incorporation Limited						
Resolution Required : (Spe	cial)		2 - Alterasion	of the Object Clause o	of the Memora	ndum of Assoc	iation of the Compan	y	
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held						% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		241594550	99.9749	241594550	0	100.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot	241655230	0 <b>241594550</b>	0.0000 <b>99.9749</b>	0 <b>241594550</b>	0	0.0000		
	E-Voting		24639665	30.7289	24639665	0	100.0000		
	Poll		0	0.0000	0		0.0000		
Public Institutions		80184090		0.0000			0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		24639665	30.7289		0	100.0000	0.0000	
	E-Voting		122639948	55.5072	122639623	325	99.9997	0.0003	
5 1 11 A	Poll		50	0.0000	50	0	100.0000	0.0000	
Public Non Institutions	Postal Ballot <b>Total</b>	220944070	0 <b>122639998</b>	0.0000 <b>55.5072</b>	0 <b>122639673</b>	0 <b>325</b>	0.0000 <b>99.9997</b>	0.0000 <b>0.0003</b>	
Гotal		542783390	388874213	71.6445	388873888	325	99.9999	0.0001	



			Infibeam	Incorporatio	n Limited	-		
Resolution Required : (Spec	ial)		3 - Further Issi	ue of Securities				
Whether promoter/ promo the agenda/resolution?	ter group are ii	nterested in						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		241594550	99.9749	241594550	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	241655230	0 <b>241594550</b>	0.0000 <b>99.9749</b>	0 <b>241594550</b>	0	0.0000 <b>100.0000</b>	
	E-Voting		19139665	23.8697	12488811	6650854	65.2509	
	Poll		0	0.0000	0		0.0000	
Public Institutions	Postal Ballot	80184090	0	0.0000	0	0	0.0000	
	Total		19139665	23.8697	12488811	6650854	65.2509	34.7491
	E-Voting		122639948	55.5072	122639623	325	99.9997	0.0003
	Poll		50	0.0000	50	0	100.0000	0.0000
Public Non Institutions	Postal Ballot  Total	220944070	0 <b>122639998</b>	0.0000 <b>55.5072</b>	0 <b>122639673</b>	0 <b>325</b>	0.0000 <b>99.9997</b>	0.0000 <b>0.0003</b>
Total		542783390	383374213	70.6312	376723034	6651179	98.2651	



## & ASSOCIATES Company Secretaries

#### FORM NO. MGT-13 Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Extra Ordinary General Meeting of the
Equity Shareholders of Infibeam Incorporation Limited,
Held on 28<sup>th</sup> day of June, 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, Gujarat

Dear Sir,

I, Nirali Patel, Partner of SPANJ & ASSOCIATES, Company Secretaries in Practice having office at TF/1, Anison Bldg, 3<sup>rd</sup> Floor, State Bank of India Lane, Swastik Soc., Nr. Stadium Circle, C.G.Road, Navrangpura, Ahmedabad-380 009 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Extra Ordinary General Meeting ("EGM") of the Members of INFIBEAM INCORPORATION LIMITED held on Thursday, June 28, 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 submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in presence of my representative with due identification marks placed by him.
- 2. The locked ballot box was opened in presence of my representative and in presence of two witnesses, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
- 4. The result of the Poll is as under:

If/1, Anison Complex, 3<sup>rd</sup> Floor, SBI Lane, Nr. Stadium Circle, C. G. Road, Navrangpura, (A. Ahmedabad-380 009 Ph : 079-26421414, 26421555, e-mail : <u>csdoshiac@gmail.com</u>M : 098250 644

### & ASSOCIATES Company Secretaries

a) Resolution No. 1 – Approval for Change of Name of The Company from "Infibeam Incorporation Limited" to "Infibeam Avenues Limited" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

(i) Voted in favour of the resolution:						
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast				
3	50	100.00%				

(ii) Voted against the resolution	1:	
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:			
Total number of members (in person or	Total number of votes cast by the		
by proxy) whose votes were declared			
invalid			
.0	0		

b) Resolution No. 2 – Alteration of the Object Clause of the Memorandum of Association of the Company:

(i) Voted in favour of the resol	ution:	
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	50	100.00%

(ii) Voted against the resolution	:	
Number of members present and Voting (in person or by	Number of votes cast by them	% of total number of valid votes cast
proxy)		
0	0	0.00%

(iii) Invalid Vo	tes:			-	
Total number of	f members (ir	person or	Total nu	mber of vot	es cast by them
by proxy) whos	e votes were	declared		e a	
invalid	·				
	0			0	

If/1, Anison Complex, 3<sup>rd</sup> Floor, SBI Lane, Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009 Ph: 079-26421414, 26421555, e-mail: <u>csdoshiac@gmail.com</u>M: 098250 64 40

### **Company Secretaries**

a) Resolution No. 3 - Further Issue of Securities:

(i) Voted in favour of the resolution:					
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast			
3	50	100.00%			

(ii) Voted against the resolution:					
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast			
0	0	0.00%			

(iii) Invalid Votes:		
Total number of members (in person or by proxy) whose votes were declared	Total number of votes cast by the	m
invalid		. ·, ¨
0	0	

- 5. A Compilation of Data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

Date: 29th June, 2018 Place: Ahmedabad

visuli!

NIRALI PATEL, PARTNER **SPANJ & ASSOCIATES** Company Secretaries ACS/FCS No.: F9092 COP No.: 10644

Countersigned:

For INFIBEAM INCORPORATION LIMITED

Vishal Mehta

**Managing Director** 

If/1, Anison Complex, 3rd Floor, SBI Lane, Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009 Ph: 079-26421414, 26421555, e-mail: csdoskiac@gmail.comOd: 098250 64740

## & ASSOCIATES Company Secretaries

# CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND POLL

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and Rule 20 (3) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
Extra Ordinary General Meeting of the
Equity Shareholders of Infibeam Incorporation Limited,
Held on 28<sup>th</sup> day of June, 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 – 382355, Gujarat

Dear Sir,

I, Nirali Patel, Partner of SPANJ & ASSOCIATES, Company Secretaries in Practice having office at TF/1, Anison Bldg, 3rd Floor, State Bank of India Lane, Swastik Soc., Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009 appointed as a scrutinizer of INFIBEAM INCORPORATION LIMITED ("the Company") for the purpose of scrutinizing the poll and remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s), at the Extra Ordinary General Meeting ("EGM") of the Members of INFIBEAM INCORPORATION LIMITED held on Thursday, June 28, 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, submit our report as under.

Tf/1, Anison Complex, 3<sup>rd</sup> Floor, SBI Lane, Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009 Ph: 079-26421414, 26421555, e-mail: csdoshiac@gmail.comM: 098250 64746

## & ASSOCIATES Company Secretaries

- 1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the Extra Ordinary General Meeting of the Company is the responsibility of the management. our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
- 2. In accordance with the Notice of Extra Ordinary General Meeting sent to shareholders, the voting through electronic means/ remote e-voting started on Monday, June 25, 2018 (09:00 AM) and ended on Wednesday, June 27, 2018 (5:00 PM).
- 3. The Equity Shareholders holding shares as on the "cut off" date i.e. Thursday, June 21, 2018 were entitled to vote on the proposed resolutions (Item no. 1 to 3 as set out in the Notice of the Extra Ordinary General Meeting of the Equity Shareholders of Infibeam Incorporation Limited).
- 4. After the close of period for remote e-voting, the details of members, such as their names, folio Nos, Numbers of shares held, who had casted votes through remote e-voting, were downloaded from the e-voting website of Central Depository Services (India) Limited (https://www.evotingindia.com/) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the EGM.
- 5. At the EGM after declaration of poll by the chairman, one ballot box for polling was locked in presence of my representative with due identification mark placed by him.
- 6. The locked ballot box was opened in presence of my representative and in presence of two witnesses Mr. Shashank Dhamseiya (83, Dhanlaxmi Society, Opp. CMC, Odhav Road, Ahmedabad 382415) and Mr. Jitendra Leeya (K-303, Karnavati Enclave, Opp. Shrinand City -3, Near Doon School, New Maninagar, Ahmedabad 382449) who are not in the employment of the Company, and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The poll papers were reconciled with the records maintained by M/S Link Intime India Private Limited the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

Name: Shashank Dhamseiya

Name: Jitendra Leeya

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Page 2

## & ASSOCIATES Company Secretaries

- 7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
- 8. After counting the votes casted by the members and proxy holders present at EGM, through polling paper, the Votes casted through remote e-voting were unblocked on Thursday, June 28, 2018 around 11.03 am in the presence of two witnesses, Mr. Shashank Dhamseiya (83, Dhanlaxmi Society, Opp. CMC, Odhav Road, Ahmedabad 382415) and Mr. Jitendra Leeya (K-303, Karnavati Enclave, Opp. Shrinand City -3, Near Doon School, New Maninagar, Ahmedabad 382449) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Shashank Dhamseiya

Name: Jitendra Leeya

- 9. Thereafter, the details containing inter- alia, list of equity Shareholders, who voted "For" and "Against", were downloaded from the remote e Voting website of Central Depository Services (India) Limited (<a href="https://www.evotingindia.com/">https://www.evotingindia.com/</a>) Annexure A
- 10. Based from reports generated from the e-voting website of Central Depository Services (India) Limited (https://www.evotingindia.com/) and voting through polling paper at the EGM, the Consolidated results of the remote e-voting and poll are as under:



## & ASSOCIATES Company Secretaries

- a) Resolution No. 1 Approval for Change of Name of The Company from "Infibeam Incorporation Limited" to "Infibeam Avenues Limited" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company
  - (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	291	38,88,73,838	100.00%
Poll	3	50	100.00%
Total	294	38,88,73,888	-

(ii) Voted against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	3	325	0.00%
Poll	0	0	0.00%
Total	3	325	-

#### (iii) Invalid Votes:

Type of Voting	Total Number of members (in	Total Number of
	person or by proxy) whose votes were declared invalid	
Remote E-voting	0	0
Poll	0	0
Total	0	0

#### (iv) Abstained from Voting:

Type of Voting	Total Number of members (in person or by proxy) who abstained	Total Number of Votes
	from Voting	
Remote E-voting	.0	0
Poll	0	0
Total	0	0

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## & ASSOCIATES Company Secretaries

- b) Resolution No. 2 Alteration of the Object Clause of the Memorandum of Association of the Company
  - (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
Remote E-voting		38,88,73,838	100.00%
Poll	3	50	100.00%
Total	294	38,88,73,888	_

(ii) Voted against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	3	325	0.00%
Poll	0	0	0.00%
Total	3	325	-

#### (iii) Invalid Votes:

Type of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast
Remote E-voting	0	0
Poll	0	0
Total	0	U

#### (iv) Abstained from Voting:

Type of Voting	Total Number of members (in person or by proxy) who abstained Votes	
	from Voting	
Remote E-voting	0	0
Poll	0	0
Total	0	U

 $P_{age}$ 

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## & ASSOCIATES Company Secretaries

### c) Resolution No. 3 - Further Issue of Securities

#### (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
D to E recting		37,67,22,984	98.27%
Remote E-voting	3	50	100.00%
Poll Total	263	37,67,23,034	•

#### (ii) Voted against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
D -t- E vection		66,51,179	1.73%
Remote E-voting	0	0	0.00%
Poll Total	32	66,51,179	
10131			

#### (iii) Invalid Votes:

Type of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast
Remote E-voting	0	0
Poll	0	0
Total	<u> </u>	

#### (iv) Abstained from Voting:

Type of Voting	Total Number of members (in person or by proxy) who abstained from Voting	Total Number of Votes
Remote E-voting	2	55,00,000
Poll	0	0
Total	0	0

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## & ASSOCIATES Company Secretaries

- 11. A Compilation of Data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

Date: 29th June, 2018

ASSOCCA ASSOCC

niruli/:

NIRALI PATEL, PARTNER SPANJ & ASSOCIATES

> Company Secretaries ACS/FCS No.: F9092 COP No.: 10644

Place: Ahmedabad

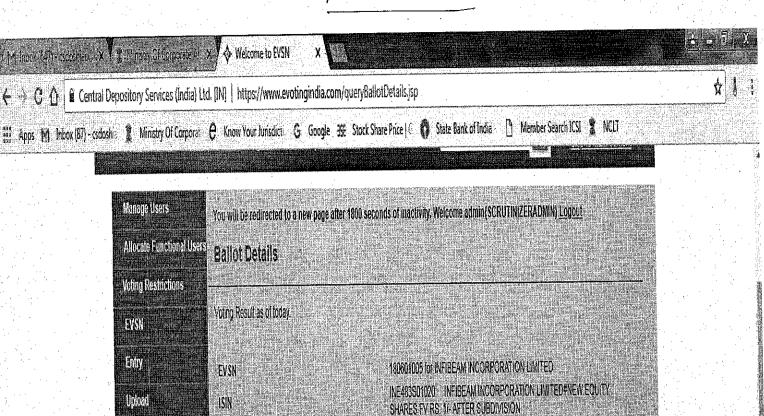
Countersigned:

For INFIBEAM INCORPORATION LIMITED

Vishal Mehta

**Managing Director** 

### Annexure - A



294 Total Folios Voted 388874163 No of Votes Res Total Count Total M 294 388874163 325 (0.00%) 388873838 (100,00%) 291 388874163 204 3 325 (0.00%) 291 388873838 (100.00%) 383374163 292 6651179 (1.73%) 260 376722984 (98.27%) Download CSV

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Nominal Value

**Voting Rights** 

Check File Status

Ballot Details

Finalise Voting

Report - Disapprove Voting

Report - Final Voting Setup

Report - Final Voting Download

Report - SEBI Substatus

Vote Verification

Change Password

Report

Best viewed in Google chrome OR IE 10 & above, Resolution 1024 x 768 pixels or higher.

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