

INFIBEAM AVENUES 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, Gujarat, India

NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the members of **INFIBEAM AVENUES LIMITED** will be held on Tuesday, March 09, 2021 at 10.00 a.m. IST through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESS:**Item No. 1:****Reclassification and Increase in the Authorised Share Capital and Consequent Alteration of Memorandum of Association.**

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the consent of the members be and is hereby accorded to reclassify the existing Authorised Share Capital of the Company of Rs. 90,00,00,000 (Rupees Ninety Crores Only) divided into 89,75,00,000 (Eighty-Nine Crores Seventy-Five Lakhs) Equity Shares of Re. 1/- (Rupee One Only) each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each in to Rs. 90,00,00,000 (Rupees Ninety Crores Only) divided into 90,00,00,000 (Ninety Crores) Equity shares of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 90,00,00,000/- (Rupees Ninety Crores Only) divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 140,00,00,000 (Rupees One Hundred Forty Crores Only) divided into 140,00,00,000 (One Hundred Forty Crores) Equity Shares of Re. 1/- (Rupee One Only) each by way of creation of additional 50,00,00,000 (Fifty Crores) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

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

"V. The Authorised Share Capital of the Company is Rs. 140,00,00,000 (Rupees One Hundred Forty Crores Only) divided into 140,00,00,000 (One Hundred Forty Crores) Equity shares of face value of Re. 1/- (Rupee One Only) each."

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/ or Mr. Vishwas Patel, Director of the Company and/or Mr. Shyamal Trivedi, Vice President & Company Secretary, be and are hereby severally authorized to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

Item No. 2:**Issue of Bonus Shares:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization a part of the securities premium reserve, as may be considered necessary by the Board, for the purpose of issue of bonus equity shares of Re. 1/- (Rupee One only) each, credited as fully paid up equity shares to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of Re. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up equity share of Re. 1/- (Rupee One only) each held by the Members of the Company, whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in the case of members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s).

RESOLVED FURTHER THAT the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options / SARs granted to the employees of the Company under ESOP Schemes and SAR Scheme of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price and the number of options/ SARs for all outstanding options/SARs as on the 'record date' (as determined by the Board) (granted but not vested, vested / unvested options / SARs, including cancelled, lapsed and forfeited options/SARs and balance available for reissue) shall be proportionately adjusted, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and to delegate all or any of such powers to the Committee(s), and its decision shall be final and binding."

Item No. 3:

Alteration of the Object Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the

consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 7 and 8 after existing sub-clause No. 6:

7. "To apply for authorization from Reserve Bank of India (RBI) under the guidelines issued under Section 18 read with Section 10(2) of the Payment and Settlement Systems Act, 2007 and other applicable guidelines/ instructions issued by RBI and other regulators from time to time including to adopt the technology-related recommendations and to further undertake the business and to act as Payment Aggregator ("PA") and to facilitate e-commerce sites and merchants, to accept various payment instruments from the customers for completion of their payment obligations, without the need for merchants and to create a separate payment integration system of their own and further to facilitate the merchants to connect with acquirers and to receive payments from customers, pool and transfer them on to the merchants after a time period and also to undertake / carry on other supplemental / related / ancillary business of Payment Aggregator."
8. "To set-up and operate as a pan-India umbrella entity focusing on retail payment systems, to seek authorization from the Reserve Bank of India (RBI) to operate under the PSS Act, 2007, to set-up, manage and operate new payment system(s) in the retail space comprising of but not limited to ATMs, White Label PoS; Aadhaar based payments and remittance services; newer payment methods, standards and technologies; monitor related issues in the country and internationally; take care of developmental objectives like enhancement of awareness about the payment systems, to operate clearing and settlement systems for participating banks and non-banks; identify and manage relevant risks such as settlement, credit, liquidity and operational and preserve the integrity of the system(s); monitor retail payment system developments and related issues in the country and internationally to avoid shocks, frauds and contagions that may adversely affect the system(s) and / or the economy in general, to fulfil policy objectives and operate on the principles of fairness, equity and competitive neutrality in determining participation in the system; frame necessary rules and the related processes to ensure that the system is safe, sound and that payments are exchanged efficiently, to carry on any other business as suitable to further strengthen the retail payments ecosystem in the country and endeavor to offer innovative payment systems to include hitherto excluded cross-sections of the society and which enhance access, customer convenience and safety and make the same distinct yet interoperable, to interact and be interoperable to the extent possible with the systems operated by NPCI and to participate in Reserve Bank's payment and settlement systems, including having a current account with Reserve Bank, if required."

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/or Mr. Vishwas Patel, Director and /or Mr. Shyamal Trivedi, Vice President & Company Secretary, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be

suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

Item No. 4:

Adoption of new set of Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 5,14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, the consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company, as the Articles of Association of the Company in the place and in exclusion and substitution of the entire existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/ or Mr. Vishwas Patel, Director of the Company and/or Mr. Shyamal Trivedi, Vice President & Company Secretary, be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Item No. 5:

To grant loan to the subsidiary of the Company pursuant to the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, and in furtherance to the existing loans given, the consent of the Members be and is hereby accorded for grant of loans or issue of Corporate Guarantee or providing Security in one or more tranches during the Financial Year 2021-22, for an amount upto Rs. 5 Crore (Rupees Five Crore Only) to Infibeam Digital Entertainment Private Limited, subsidiary of the Company, on such terms and conditions as may be mutually agreed upon and for their principal business activities.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid Loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion

deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this 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 Limited**

**Shyamal Trivedi
Vice President &
Company Secretary**

Date: February 11, 2021

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special business set out as items of the accompanying notice is annexed herewith.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India (“MCA”), and the SEBI, have allowed companies to conduct Extraordinary General Meetings (“EGM”) through VC/ OAVM without the physical presence of Members.
3. This EGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/-CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI (“MCA and SEBI Circulars”).
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar Gujarat - 382355 India. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at ir@ia.ooo.
6. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013.

7. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Link Intime Private Limited/ Depositories. Members may note that the Notice of the EGM will be available on the Company's website www.ia.ooo, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Process for those members whose email addresses are not registered – for registration of Email addresses to obtain EGM Notice:

- (a) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of the shareholder by email to ir@ia.ooo.
 - (b) Members holding shares in Demat mode can get their E-mail address registered by contacting their respective Depository Participant(s).
11. To support the "Green Initiative", the Members holding shares in physical form are requested to notify/send their email addresses to the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant(s) and register their email addresses and bank account(s) for communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
 13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company i.e. Link Intime

India Pvt. Ltd., 5th Floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad – 380 009, Gujarat, India for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website www.ia.ooo.

14. SEBI has mandated the submission of 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.
15. Shareholders seeking any information with regard to the matter to be placed at the EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
16. During the EGM, copy of the proposed amended Memorandum of Association (MOA), proposed new set of Articles of Association (AOA), and all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
17. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

18. General Information:

- (i) Shareholders/Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- (ii) Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (iii) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (iv) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

19. Procedure for joining the EGM through VC / OAVM

- (i) Members will be able to attend the EGM through VC / OAVM or view the live webcast of EGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's EGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- (ii) Members who need assistance before or during the EGM, can contact the following NSDL officials Ms. Pallavi Mhatre or Ms. Sarita Mote at Toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in "
- (iii) Shareholders who would like to express their views or ask questions during the EGM may register themselves as a speaker in advance at least 7 days before the EGM by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at ir@ia.ooo. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

20. VOTING THROUGH ELECTRONIC MEANS :

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses 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 NSDL.
- B. The Members, who will be present in the EGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- C. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participant in the EGM through VC but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences at 9.00 a.m. on Friday, March 05, 2021 and ends at 5:00 p.m. on Monday, March 08, 2021. 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. Tuesday, March 02, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL 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.

21. Instructions for remote e-voting and e-voting at the EGM:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/> (for remote e-voting process)

Step 2: Cast your vote electronically on NSDL e-Voting system. (for remote e-voting and e-voting at the EGM)

Step 1:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to

you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

(c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

(d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 :

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

22. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or a contact NSDL officials Ms. Pallavi Mhatre or Ms. Sarita Mote at Toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

23. Other Instructions:

(i) M/s. SPANJ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM process in a fair and transparent manner.

(ii) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions passed at the EGM shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

(iii) Based on the report received from the scrutinizer the Company will submit within 48 hours of the conclusion of the Meeting to the stock exchanges i.e BSE Limited and National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the LODR.

(iv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ia.ooo and results shall also be communicated to the Stock Exchanges.

(v) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. March 02, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ir@ia.ooo

(vi) Following is the process for those shareholders whose email addresses are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in the notice:

In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ir@ia.ooo

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ir@ia.ooo.

(vii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

ITEM: 1

The Board of Directors at its meeting held on February 11, 2021, subject to the consent of the members of the Company, considered, approved and recommended the re-classification of the existing Authorised Share Capital of the Company of Rs. 90,00,00,000 (Rupees Ninety Crores Only) divided into 89,75,00,000 (Eighty-Nine Crores Seventy-Five Lakhs) Equity Shares of Re. 1/- (Rupee One Only) each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 90,00,00,000 (Rupees Ninety Crores Only) divided into 90,00,00,000 (Ninety Crores) Equity shares of Re. 1/- (Rupee One Only) each.

Further, in order to facilitate issue of bonus shares, if approved by members and /or to meet future fund requirements of the Company, if any, and to enable the Company to issue further shares, it is proposed to increase the authorised share capital of the Company from Rs. 90,00,00,000 (Rupees Ninety Crores Only) divided into 90,00,00,000 (Ninety Crores) Equity shares of Re. 1/- (Rupee One Only) each to Rs. 140,00,00,000 (Rupees One Hundred Forty Crores Only) divided into 140,00,00,000 (One Hundred Forty Crores) Equity Shares of Re. 1/- (Rupee One Only) each by way of creation of additional 50,00,00,000 (Fifty Crores) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

As a consequence to the re-classification and increase in authorized share capital of the Company, the existing authorized share capital clause in the Memorandum of Association of the Company will also be altered. Pursuant to the provisions of Sections 13, 61, and 64 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company requires approval of the Members and any other applicable statutory and regulatory approvals.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holiday).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding in the Company and outstanding grants under ESOP in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 1 as

ITEM: 2

The Board of Directors at its meeting held on February 11, 2021, subject to the consent of the members of the Company, considered, approved and recommended issue of bonus equity shares in proportion of 1 (one) new fully paid-up equity share of Re. 1/- (Rupees One only) each for every 1 (one) existing fully paid-up equity share of Re. 1/- (Rupee One only) each by the Members on the "Record Date" to be determined by the Board by capitalizing a part of the securities premium reserve of the Company, as may be considered appropriate.

Pursuant to the provisions of Sections 63 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, issue of bonus shares of the Company require approval of the Members and any other applicable statutory and regulatory approvals.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding in the Company and outstanding grants under ESOP in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 2 as an Ordinary Resolution.

ITEM: 3

In order to expand the Company's present scope of operations and to avail the opportunity at local and global level across the Digital Payment Industry, the Company is planning to do the business as a Payment Aggregator ("PA"), facilitate and create a separate payment integration system as well as to set up and operate a pan India umbrella entity under a New Umbrella Entity ("NUE") license to be obtained from RBI for retail payment systems. This will enable Company to expand the scope from its current offerings of Payment Gateway and platforms by setting up, manage and operate new payment system in the retail space comprising of but not limited to card networks and remittance services; newer payment methods, standards and technologies, Operate clearing and settlement systems for participating banks and non-banks and to further strengthen the retail payments ecosystem in the country.

To commence the proposed new business activities, the Object Clause [Clause III (A)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting

sub-clause No. 7 and 8 after existing sub-clause No. 6 as stated in the Special Resolution annexed to the Notice. The above amendment would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 3 as a Special Resolution.

ITEM: 4

The Companies Act, 2013 has been amended frequently by way of notifications and amendment acts including Companies (Amendment), 2020. Similarly, securities laws including Securities and Exchange Board of India Act (SEBI Act) and Rules framed thereunder and have also undergone sea change by way of numerous circulars and notifications issued by SEBI and Central Government. Earlier, the company had altered its Articles of Association to implement new provisions of Companies Act, 2013. However, in view of frequent changes thereafter, it was thought fit by the Board of directors of the company that certain clauses of the existing Articles of Association of the company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of Articles of Association to align the same with the prevailing provisions of the Act and Rules referred hereinabove. During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of Articles of Association has also been changed and were required to be renumbered. Therefore, the Board of Directors of the Company are of the view that, the existing set of Articles of Association should be replaced wholly by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares, recent amendment in the Companies Act as well as securities Laws.

The Board at its meeting held on February 11, 2021 has considered and approved proposal of new sets of the AoA of the Company subject to approval of shareholders.

A copy of proposed new set of the Article of Association of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 5, 14 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of adoption of new set of

Articles of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 4 as a Special Resolution.

ITEM: 5

Pursuant to Section 185 of the Companies Act 2013, vide the Companies (Amendment) Act, 2017, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate the Board of Directors whereof are accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company without the prior approval of the Shareholders by means of a Special Resolution.

The Company is currently in the phase of growth by itself and through its subsidiaries. In order to enable the Company and its subsidiary to channelize its resources for expansion and explore areas for future Business opportunities and growth plans, the Board of Directors hereby proposes to grant loans or provide guarantee/security to Infibeam Digital Entertainment Private Limited in one or more tranches, during the Financial Year 2021-22 up to Rs. 5 Crore (Rupees Five Crore Only) for their business growth and principal business activities.

The Board of Directors of the Company recommends the Resolution set out at Item No. 5 in the accompanying Notice for the approval of the Members of the Company by way of Special Resolution.

None of the Directors or KMP of the Company are interested or concerned in the resolution, financially or otherwise.

Registered Office:

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

Date: February 11, 2021

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

**Shyamal Trivedi
Vice President &
Company Secretary**