

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the Members of **INFIBEAM AVENUES LIMITED** will be held on Friday February 25, 2022 at 11.30 a.m. IST through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESSES:

Item No. 1

Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act"), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 140,00,00,000/- (Rupees One Hundred and Forty Crores Only) divided into 140,00,00,000 (One Hundred and Forty Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each to Rs. 280,00,00,000/- (Rupees Two Hundred Eighty Crores Only) divided into 280,00,00,000 (Rupees Two Hundred Eighty Crores) Equity shares of Face Value of Re. 1/- (Rupee One Only) each by addition of 140,00,00,000 (One Hundred and Forty 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. 280,00,00,000/- (Rupees Two Hundred Eighty Crores Only) divided into 280,00,00,000 (Two Hundred Eighty 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, Executive 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. 2

Offer, Issue and Allot Equity Shares On Preferential Basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges") on which the Equity Shares of the Company having Face Value of Re. 1/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the

Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 61,11,111 (Sixty One Lakhs Eleven Thousand One Hundred Eleven) fully Paid up Equity Shares of the Company having a Face Value of Re. 1/- (Rupee One Only) each at a price of Rs. 45/- (Rupees Forty Five only) per Equity Share (including a premium of Rs. 44/- (Rupees Forty Four Only) per share ('Preferential Allotment Price'), aggregating to not exceeding Rs. 27,50,00,000/- (Rupees Twenty Seven Crores Fifty Lakhs Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottee, who is not a Promoter and who does not belong to the Promoter Group of the Company, for consideration other than cash (i.e. swap of shares of Proposed Allottee towards part payment of the total consideration payable for the acquisition of 5,709 Shares representing 36.34% shareholding of the UVIK Technologies Private Limited ("Target Company") as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Name of the Proposed Allottee	Season Two Ventures Fund I LP, <i>(formerly known as Season Two Ventures Management LLC)</i>
Details of the Proposed Allottee	Country of Incorporation: United States of America Category: Non- Promoter
No. of Equity Shares proposed to be issued	61,11,111 Equity Shares of Face Value of Re. 1/- each at a price of Rs. 45/- (Rupees Forty Five only)

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is January 25, 2022 (January 26, 2022

being holiday) the date 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.
- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e. The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, being the acquisition of Shares of Target Company from the Proposed Allottee for non-cash consideration and the transfer of such Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts

that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Item No. 3

Issuance of Bonus Equity Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to relevant provision of the Articles of Association and 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, and 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, the consent of the Shareholders of

the Company be and is hereby accorded for capitalization of a sum of Rs. 1,33,81,55,231/- (Rupees One Hundred Thirty Three Crores Eighty One Lakhs Fifty Five Thousand Two Hundred and Thirty One) out of Securities Premium Reserve and/or Free Reserves and/or Retained Earnings as may be considered necessary, for the purpose of issue of Bonus Equity Shares of Face Value 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 Face Value of Re. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up Equity Share of Face Value 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 after the allotment of Equity Shares on Preferential Issue basis 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 the Bonus Equity Shares shall be issued in the demat mode to the allottees holding shares in the demat mode on the Record Date and the Bonus Equity Shares to the holders holding their shares in physical form shall be credited to the demat suspense account of the Company and on providing the details of demat account, such Bonus Equity Shares shall be credited to the concerned demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.

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 appropriate adjustments on issue of Bonus Equity Shares as aforesaid be made, to the outstanding Employee Stock 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/or Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, such that the exercise price and the number of Employees Stock Options/ SARs for all outstanding Employee Stock 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 Employee Stock Options /SARs available for reissue) shall be proportionately adjusted, if required, which are already and exercised on 'Record Date' (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/or Mr. Shyamal Trivedi, Vice President & Company Secretary of the Company be and are hereby severally 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, Mr. Vishal Mehta, Managing Director and/or Mr. Shyamal Trivedi, Vice President & Company Secretary of the Company be and are hereby severally authorized 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.

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

Date: January 31, 2022

Shyamal Trivedi

Vice President & Company Secretary

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special business set out as an item of the accompanying notice is annexed herewith.
2. In view of the 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"), has 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. 20/2021 dated December 08, 2021 issued by the MCA (collectively referred to as "MCA 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. Pursuant to the provisions of the Companies Act, 2013 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 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, Attendance Slip and route map of the EGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. 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/Authorization Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at ir@ia.ooo
7. 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.
8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.ia.ooo. The Notice can also be accessed from the 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 the EGM Notice is also available on the e-voting website of Link Intime India Private Limited ("Link Intime") (agency for providing the e-Voting facility) i.e. <https://instavote.linkintime.co.in>.
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 or by duly filed in E-communication Registration Form available on the website of the Company i.e. www.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 receiving all 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, 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. 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 RTA of the Company i.e. Link Intime. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form is available on the Company's website www.ia.ooo.
19. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, the listed Companies have to record the PAN, Nominations and KYC details of all the shareholders and Bank Account details of first holder of all the security holders in physical mode. In this regard, the shareholders who are having physical shares are required to update their KYC i.e. PAN, Bank Details, Nomination before April 01, 2023, failing to which their folios will be frozen as per SEBI Circular.
20. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Members holding shares in physical form are required to convert their shares into dematerialized form, failing which the RTA will not initiate and/or accept any request from such Members. Further, upon non-conversion, such shares will be credited to the Suspense Escrow Demat Account of the Company which shall be credited to the Members only upon furnishing their demat details.
21. As per the Central Board of Direct Taxes (CBDT) it is **mandatory to link PAN with Aadhaar number by March 31, 2022**. Security holders who are yet to link the PAN with Aadhar number are requested to get the same done before March 31, 2022. Post March 31, 2022 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhar number. **The folios in which PAN is / are not valid as on the notified cut-off date of March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.**

Note: Security holders from Sikkim can provide self-attested copy of Aadhar Card/Voter's Card/Driving License/Passport or any other identity proof as issued by the Govt.

22. 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.
- v. 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.

23. VOTING THROUGH ELECTRONIC MEANS:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, 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 Link Intime India Private Limited.

- 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 09:00 a.m. on Tuesday, February 22, 2022 and ends at 5:00 p.m. on Thursday, February 24, 2022. 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. Friday, February 18, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited for e-voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from 09:00 a.m. on Tuesday, February 22, 2022 and ends at 5:00 p.m. on Thursday, February 24, 2022 or e-Voting during the EGM. 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, being Friday, February 18, 2022.

24. Instructions for Remote E-voting and E-voting at the EGM:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</p> <p>After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdsindia.com/myeasi/home/login or www.cdsindia.com and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdsindia.com/myeasi./Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK-INTIME.	<p>Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>► Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:-</p> <p>User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>► Click "confirm" (Your password is now generated).</p> <ol style="list-style-type: none"> 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Type of shareholders	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

24. Process and manner for attending the Extraordinary General Meeting through InstaMeet:

For a smooth experience of EGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html>.

Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

- a. Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> and register with your following details:

DP ID / Client ID or Beneficiary ID or Folio No.	Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company.
PAN	Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
Mobile No.	Enter your mobile number.
Email ID	Enter your email id, as recorded with your DP/ Company.

- b. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

25. Instructions for Shareholders/Members to Vote during the Extraordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".

- b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.

- c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- d. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.

After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

- 26. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on:-
Tel: 022-49186175.**

27. Other Instructions:

- i. M/s. SPANJ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.
- ii. Based on the report received from the scrutinizer, the Company will submit within Two working days 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 Listing Regulations and shall also be placed on the Company's website www.ia.ooo and on the website of Link Intime <http://instavote.linkintime.co.in>.

ANNEXURE TO THE NOTICE

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

Item No. 1

Presently, the Authorized Share Capital of the Company is Rs. 140,00,00,000/- (Rupees One Hundred and Forty Crores Only) divided into 140,00,00,000 (One hundred and Forty crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 280,00,00,000/- (Rupees Two Hundred Eighty Crores Only) divided into 280,00,00,000 (Two Hundred Eighty Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each by addition of 140,00,00,000 (One hundred and Forty crores) Equity Shares of Face Value of Re. 1/- (Rupee One) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

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 holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

Item No. 2

The Members are hereby informed that in line with the strategy to grow and gain market share and strengthen its leadership position, the Board in its meeting held on January 31, 2022 has approved the acquisition of 100% shareholding of UVIK Technologies Private Limited ("Target Company"). For the said acquisition it is decided to acquire 5,709 Shares constituting 36.34 % stake of the Target Company from the Proposed Allottee.

Thus, the Members are hereby informed that in line with the said acquisition, the Board pursuant to its resolution dated January 31, 2022 has approved the proposed preferential issue of 61,11,111 Equity Shares at a price of Rs. 45/- (Including premium of Rs. 44/-) (Rupees Forty Five only) to the Proposed Allottee for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottees.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

1. Particulars of the offer including date of passing of Board resolution

The Board, pursuant to its resolution dated January 31, 2022, has approved the proposed preferential issue of 61,11,111 Equity Shares at a price of Rs. 45/- (Including premium of Rs. 44/-) (Rupees Forty Five only), for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. The Objects of the issue

The Company has agreed to discharge part of the total Purchase Consideration payable for acquisition of the Target Company by acquiring 5,709 Shares constituting 36.34% stake of the Target Company from the Proposed Allottee for consideration other than cash settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued

The Company has agreed to issue upto 61,11,111 Equity Shares at a price of Rs. 45/- (Including premium of Rs. 44/-) (Rupees Forty Five only) which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. Basis on which the price has been arrived at

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

For the purpose of computation of the price per Equity Share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered.

The Floor Price of Rs. 43.06/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares and is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 43.06/- per Equity Shares;
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 42.51/- per Equity Shares.

However, the price per Equity Share of Rs. 45/- (Rupees Forty Five only) is higher than the above Floor Price determined in accordance with Regulation 164 (1) of SEBI ICDR Regulations.

5. The price or price band at/within which the allotment is proposed

The price per Equity Share to be issued is fixed at Rs.45/- (Rupees Forty Five Only) which consists of Re. 1/- (Rupee One Only) as Face Value and Rs.44/- (Rupees Forty Four Only) as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Tuesday, January 25, 2022 (January 26, 2022 being holiday) being the date 30 days prior to the date of EGM.

7. The pre issue and post issue shareholding pattern of the Company

The pre issue shareholding pattern of the Company as on December 31, 2021 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned hereinbelow:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	29,80,73,580	22.38	29,80,73,580	22.27
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	11,57,63,750	8.69	11,57,63,750	8.65
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
Sub Total(A)(1)		41,38,37,330	31.07	41,38,37,330	30.93
2	Foreign				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Others (Specify)	-	-	-	-
Sub Total(A)(2)		-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		41,38,37,330	31.07	41,38,37,330	30.93
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	4,49,862	0.03	4,49,862	0.03
(b)	Financial Institutions / Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	10,10,80,456	7.59	10,10,80,456	7.56
(g)	Foreign Institutional Investors	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-
(i)	Any Other-Foreign Body Corporate	-	-	61,11,111	0.46
Sub-Total (B)(1)		10,15,30,318	7.62	10,76,41,429	8.04
B2	Promoter and Promoter Group's Shareholding				
(a)	Bodies Corporate	12,18,50,179	9.15	12,18,50,179	9.11
(b)	Individuals	-	-	-	-
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	14,05,05,142	10.55	14,05,05,142	10.50
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	45,75,79,918	34.35	45,75,79,918	34.19
(c)	NBFCs registered with RBI	1,47,000	0.01	1,47,000	0.01

(d)	Any Other (specify)					
	- Non Resident Indians	2,60,90,902	1.96	2,60,90,902	1.95	
	- Clearing Member	8,12,270	0.06	8,12,270	0.06	
	- Trust	15,000	0.00	15,000	0.00	
	- Hindu Undivided Family	5,15,06,272	3.87	5,15,06,272	3.85	
	- LLP	1,25,77,167	0.94	1,25,77,167	0.94	
	Sub-Total (B)(2)	81,10,83,850	60.89	81,10,83,850	60.61	
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	91,26,14,168	68.51	91,87,25,279	68.66	
	TOTAL (A)+(B)					
(C)	Non Promoter - Non Public					
1	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	55,92,622	0.42	55,92,622	0.42	
	Sub-Total (C):	55,92,622	0.42	55,92,622	0.42	
	GRAND TOTAL (A)+(B)+(C)	1,33,20,44,120	100.00	1,33,81,55,231	100.00	

***Note:**

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottee would have subscribed to and been allotted all the Equity Shares. In the event for any reason, the Proposed Allottee does not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
3. In the event of allotment of ESOPs from the date of this notice to the date of allotment of Equity Shares to the Proposed Allottee, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company.

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

8. Name and address of valuer who performed valuation

The Valuation was performed by Mr. Rishit Jain, a Registered Valuer (Reg. No. IBBI/RV/06/2019/11822) having his office at No. 752, Ground Floor, 10th Main, 5th Cross, BSK 1st Stage, 2nd Block, Bangalore, India - 560050,

9. Amount which the Company intends to raise by way of such securities

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 45/- (Rupees Forty Five only) per share at a premium of Rs. 44/- (Rupees Forty Four only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottee, towards part payment of total consideration payable by the Company for the acquisition of the entire issued and Paid-Up Share Capital of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

11. The class or classes of persons to whom the allotment is proposed to be made

The aforementioned allotment, if approved, is proposed to be made to Season Two Ventures Fund I LP, (formerly known as Season Two Ventures Management LLC) under Non- Promoter Category of the Company.

12. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer

The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

14. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them

The Proposed Allottee is Season Two Ventures Fund I LP, (Formerly known as Season Two Ventures Management LLC) and the Percentage of post preferential offer capital held by it is 0.46%

15. The change in control, if any, in the Company that would occur consequent to the preferential offer

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment of any securities has been made to any person.

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The Company proposes to discharge part of the total Purchase Consideration payable for acquisition of the Target Company by acquiring 5,709 Shares constituting 36.34 % stake of the Target Company from the Proposed Allottee for consideration other than cash by issuance of Equity Shares on preferential basis to the Proposed Allottee.

The valuation of the same is based on the independent valuation report dated January 31, 2022 received from Mr. Rishit Jain, a Registered Valuer (Reg. No. IBBI/RV/06/2019/11822) in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

18. Lock-in Period

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

19. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares.

The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the Proposed Allottee

The name of the Proposed Allottee is Season Two Ventures Fund I LP, (Formerly known as Season Two Ventures Management LLC). Mr. Sajan Pillai is the Ultimate Beneficial owner of the Proposed Allottee as he holds 100% shareholding of the Proposed Allottee.

21. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue

The percentage of post preferential issue capital that may be held by the Proposed Allottee and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allot- tee subscribing to the Shares	Category	Natural per- sons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(1)	Season Two Ventures Fund I LP, (formerly known as Season Two Ventures Management LLC)	Non-Promoter	Mr. Sajan Pillai	0.00	0.00	61,11,111	61,11,111	0.46

Mr. Sajan Pillai is the Ultimate Beneficial owner of the Proposed Allottee and holds 100% shareholding of the Proposed Allottee.

Further, There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

22. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter.

The Current and proposed status of the Proposed Allottee post the preferential issue is " Non-Promoter".

23. Practicing Company Secretary's Certificate

A certificate from Mr. Ashish Doshi, Partner of M/s. SPANJ & Associates, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at www.ia.ooo.

24. Undertaking

- Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.*

* Since the Company's Equity Shares are listed on recognized Stock Exchanges for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. None of the Directors and/or Key

Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No.2 of this Notice, for the approval of the Members.

Item No. 3

In appreciation of continuing support from Shareholders of the Company , the Board of Directors at its meeting held on January 31, 2022, subject to consent of the Members of the Company , approved and recommended issue of Bonus Equity Shares of Face Value of Re. 1/- (Rupee One) each credited as fully paid-up to eligible Members of the Company in the proportion of 1 (One) new fully paid-up Equity Share of Face Value of Re. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up Equity Share of Face Value of Re. 1/- (Rupee One only) each held by them, by capitalizing a sum of Rs. 1,33,81,55,231/- (Rupees One Hundred Thirty Three Crores Eighty One Lakhs Fifty Five Thousand Two Hundred and Thirty One) out of Securities Premium Reserve and/or Free Reserves and/or Retained Earnings . Further, the Articles of Association of the Company permits the said issuance of Bonus Equity Shares to the Members of the Company.

The Record Date for the Bonus Equity Shares shall be after the process of allotment of the Equity Shares on Preferential Issue basis.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

The issue of Bonus Equity Shares inter alia, requires appropriate adjustments with respect to all options under all Employee Stock Option Plan and SARs under SAR Scheme, such that all the Employee Stock Option Plan / SARs outstanding on a Record Date to be determined by the Board of Directors of the Company , both vested and unvested including lapsed and forfeited Employee Stock Options / SARs available for reissue, shall be proportionately adjusted and the number of Employee Stock Options / SARs which are available for grant and those already granted but not exercised shall also be appropriately adjusted.

Further, in compliance with applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard, the Bonus Equity Shares to the holders holding their shares in physical form shall be credited to the demat suspense account of the Company and such Bonus Equity Shares shall be credited to the concerned demat account of the shareholder on providing the details of demat account.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Equity Shares of the Company requires the approval of the Members of the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.3 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company.

Registered Office:

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

Date: January 31, 2022

By the Order of the Board,
For Infibeam Avenues Limited

Shyamal Trivedi
Vice President & Company Secretary

SPANJ
& ASSOCIATES
Company Secretaries
Peer Reviewed Firm

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J.Towers,
Dalal Street,
Mumbai – 400 001

To,
The Manager - Listing Compliance
National Stock Exchange of India Limited
‘Exchange Plaza’. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 61,11,111 Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, M/s. **SPANJ & Associates**, Practicing Company Secretary, have verified the relevant records and documents of **Infibeam Avenues Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and certify that:

- a) None of the proposed allottee has sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, proposed allottee does not belong to Promoter/ Promoter Group entity.
- b) None of the proposed allottee having pre-preferential shareholding, therefore locked in requirement in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018 is not applicable. Further, there is no sale/ pledge of pre-preferential holding from 25th January, 2022 till date of lock-in, since the proposed allottee does not hold any shares. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
		NIL		

(*) client id/ folio no in case allottee hold the securities in physical form

- c) None of the proposed allottees belonging to Promoter(s) or the Promoter Group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018, However, proposed allottee does not belong to Promoter / Promoter Group entities.
- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.



SPANJ
& ASSOCIATES
Company Secretaries
Peer Reviewed Firm

- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Place: Ahmedabad

Signature :

Date: 31/01/2022

Name of practicing CS:

Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries
F3544
2356
F003544C002354431



ACS/FCS No. :
C P No :
UDIN :

SPANJ
& ASSOCIATES
Company Secretaries
Peer Reviewed Firm

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J.Towers,
Dalal Street,
Mumbai – 400 001

To,
The Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 61,11,111 Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

1. We M/s. SPANJ & Associates, Practicing Company Secretary, hereby certify that the minimum issue price for the proposed preferential issue of **Infibeam Avenues Limited**, based on the pricing formula prescribed under Regulation 164 /165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 43.06/-.

The relevant date for the purpose of said minimum issue price was 25th January, 2022.

2. The highest trading volume in respect of the Equity Shares of the Company has been recorded in the National Stock Exchange of India Limited (NSE) during the preceding 90 trading days prior to the Relevant Date.
 3. We hereby certify that the Articles of Association of the issuer provides for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018 then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Accordingly, We have calculated the floor price which worked out as Rs. 43.06.
 4. The workings for arriving at such minimum issue price have been attached herewith.

Place: Ahmedabad

Signature

Date: 31/01/2022

Name of practicing CS:

Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries

ACS/FCS No. :
C P No :
UDIN :

Company Secretaries
F3544
2356
E003544C002354596



Date of EGM: 25/02/2022

Relevant Date: 25/01/2022

A. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of Infibeam Avenues Limited quoted on the National Stock Exchange of India Limited ('NSE') preceding the relevant date (considering relevant date as January 25, 2022):

Trading Days	Date	volume weighted average price
1	16-Sep-21	45.04
2	17-Sep-21	42.91
3	20-Sep-21	42.57
4	21-Sep-21	41.34
5	22-Sep-21	41.78
6	23-Sep-21	43.01
7	24-Sep-21	42.65
8	27-Sep-21	43.35
9	28-Sep-21	42.79
10	29-Sep-21	41.91
11	30-Sep-21	41.54
12	01-Oct-21	41.72
13	04-Oct-21	43.27
14	05-Oct-21	43.74
15	06-Oct-21	46.29
16	07-Oct-21	47.44
17	08-Oct-21	46.45
18	11-Oct-21	46.65
19	12-Oct-21	49.99
20	13-Oct-21	50.77
21	14-Oct-21	51.57
22	18-Oct-21	52.12
23	19-Oct-21	49.28
24	20-Oct-21	46.71
25	21-Oct-21	46.09
26	22-Oct-21	45.17
27	25-Oct-21	45.60
28	26-Oct-21	45.19
29	27-Oct-21	45.85
30	28-Oct-21	46.24
31	29-Oct-21	46.26
32	01-Nov-21	45.35
33	02-Nov-21	45.18
34	03-Nov-21	45.95
35	04-Nov-21	45.50
36	08-Nov-21	45.64



37	09-Nov-21	45.37
38	10-Nov-21	45.01
39	11-Nov-21	44.08
40	12-Nov-21	44.08
41	15-Nov-21	44.04
42	16-Nov-21	44.24
43	17-Nov-21	44.36
44	18-Nov-21	43.02
45	22-Nov-21	41.64
46	23-Nov-21	41.39
47	24-Nov-21	42.09
48	25-Nov-21	43.48
49	26-Nov-21	42.27
50	29-Nov-21	40.21
51	30-Nov-21	39.85
52	01-Dec-21	40.19
53	02-Dec-21	40.54
54	03-Dec-21	40.56
55	06-Dec-21	40.07
56	07-Dec-21	40.17
57	08-Dec-21	40.95
58	09-Dec-21	41.71
59	10-Dec-21	42.14
60	13-Dec-21	42.43
61	14-Dec-21	42.18
62	15-Dec-21	40.67
63	16-Dec-21	40.73
64	17-Dec-21	40.02
65	20-Dec-21	38.77
66	21-Dec-21	39.75
67	22-Dec-21	40.25
68	23-Dec-21	40.13
69	24-Dec-21	39.66
70	27-Dec-21	39.32
71	28-Dec-21	39.90
72	29-Dec-21	40.42
73	30-Dec-21	40.22
74	31-Dec-21	40.27
75	03-Jan-22	40.24
76	04-Jan-22	40.05
77	05-Jan-22	40.23
78	06-Jan-22	39.94
79	07-Jan-22	39.96
80	10-Jan-22	40.94
81	11-Jan-22	42.69
82	12-Jan-22	41.42
83	13-Jan-22	41.06



84	14-Jan-22	40.85
85	17-Jan-22	40.96
86	18-Jan-22	45.16
87	19-Jan-22	44.68
88	20-Jan-22	44.15
89	21-Jan-22	42.99
90	24-Jan-22	41.13
volume weighted average price		43.06

B. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of Infibeam Avenues Limited quoted on the National Stock Exchange of India Limited ('NSE') preceding the relevant date (considering relevant date as January 25, 2022):

Trading Days	Date	volume weighted average price
1	11-Jan-22	42.69
2	12-Jan-22	41.42
3	13-Jan-22	41.06
4	14-Jan-22	40.85
5	17-Jan-22	40.96
6	18-Jan-22	45.16
7	19-Jan-22	44.68
8	20-Jan-22	44.15
9	21-Jan-22	42.99
10	24-Jan-22	41.13
volume weighted average price		42.51

A	Average of 90 Trading Days VWAP	43.06
B	Average of 10 Trading Days VWAP	42.51
Applicable Minimum Price (Higher of the A or B)		43.06



Den Valuation (OPC) Private Limited

India's 46th Registered Valuer Entity (IBBI/RVE/06/2021/146)

Registered Valuer (Securities or Financial Assets) under Companies (Registered Valuers and Valuation) Rules, 2017

CIN No. : U74999GJ2021OPC121047



To

Date: 29th January 2022

**The Board of Directors,
Infibeam Avenues Limited
CIN - L64203GJ2010PLC061366**

Reg. Off. : 28th Floor,
GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar - 382355.

Dear Sirs/ Madam,

Subject: Valuation of Equity Shares of Infibeam Avenues Limited ("The Company") for the purpose of proposed issue of Equity Shares on preferential basis to the identified investors in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations") and under section 42 & 62(1)(c) of the Companies Act, 2013, read with applicable rules issued thereunder

The management of Infibeam Avenues Limited (hereinafter referred to as "Infibeam" or the "Company") has approached and appointed, Den Valuation (OPC) Private Limited, Registered Valuer's Entity (hereinafter referred to as "Den", "we", "us", "our") on January 25, 2022, to value the Equity Shares of the Company for the purpose of proposed issue of Equity Shares on preferential basis to the identified investors.

On the basis of the discussions that we had and based on the information and documents received from the management of the Company (hereinafter referred to as "**Management**") from time to time, we hereby provide our report on the valuation of equity shares of Infibeam Avenues Limited.



1. BRIEF DETAILS OF THE COMPANY

Infibeam Avenues Limited is a listed public company limited by shares, incorporated on June 30, 2010, having Corporate Identification Number L64203GJ2010PLC061366. The registered office of the Company is situated at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar,- 382355.

Infibeam is an Indian internet and e-commerce conglomerate involved in e-commerce Platform and internet services. Infibeam is a leading digital payments and e-commerce technology company in India and provides a comprehensive suite of web services spanning digital payment solutions, data Centre infrastructure and software platforms.

The Equity Shares of the Company are currently listed on BSE as well as NSE Limited. They are traded on BSE (Security ID BSE: 539807) and NSE (Security ID NSE: INFIBEAM).

2. PURPOSE OF VALUATION AND ASSET UNDER VALUATION

The Company is proposing to issue equity shares of face value of ₹1/- each ("shares") on preferential allotment basis to certain identified persons. The preferential allotment is proposed to be made for consideration other than cash.

For this purpose, the price of the company's equity shares quoted on the National Stock Exchange of India Limited has been considered, where the Company's existing equity shares traded at the higher volume.

To issue the shares on preferential allotment basis, the Company is required to determine the price at which equity shares should be allotted in accordance with the SEBI ICDR Regulations, 2018 as amended and its articles of association and under Companies Act. Further, section 247 of Companies Act 2013 provides statutory backing to the valuation, which requires that in respect of valuation of any property, stocks, shares, debentures, securities or goodwill or any other assets (herein referred to as the assets) or net worth of a company or its liabilities under the provision of the Companies Act, 2013, read with the Companies (Registered Valuers and Valuation) Rules, 2017, it



should be valued by a person having such qualification and experience and registered as valuer in such manner as may be prescribed.

In view of the above background, the Registered Valuer Entity understands that the purpose of this report is to determine the fair value of equity shares of the Company that will be allotted to the investors in accordance with the requirement of Chapter V of the SEBI ICDR Regulations, 2018 as amended, Section 42 & 62(1)(c) and Section 247 of the Companies Act, 2013 read with the Companies (Registered Valuers and Valuation) Rules, 2017 and the articles of association of the Company, which states that when a company proposes to issue new shares or securities, the price of such shares should be determined by the valuation report of a Registered Valuer.

Accordingly, we have been engaged by the Company to determine the price of Equity Shares of the Company to determine the value at which equity shares may be issued on preferential basis in accordance with the applicable laws described above.

3. DISCLAIMER AND LIMITATIONS

This Valuation Report is prepared by us under a mandate from Infibeam Avenues Limited on the basis of information, documents, papers, representation and explanations given by the management, officers and staff of Infibeam Avenues Limited to us.

This Report is issued to facilitate the Company to determine the price of Equity Shares for the purpose of issue of equity shares may be issued on preferential basis.

In preparing the Valuation Report, we have relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the financial data provided by Infibeam Avenues Limited. We have therefore relied upon all specific information as received and decline any responsibility should the results presented be affected by the lack of completeness, accuracy or truthfulness of such information.



Our work does not constitute an audit or certification or due diligence of the past financials of the Company and we have relied upon the information provided to us by the Company as regards such working results.

We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Company. As implied by the financial statements, Infibeam Avenues Limited is assumed to have those legal rights to the assets and be subject to those claims represented by the liabilities presented in its financial statements. No investigation was undertaken to confirm these legal rights or claims.

Publicly available information deemed relevant for the purpose of the analysis contained in the Valuation Report has also been used. Accordingly, the Valuation Report is based on our interpretation of the information provided by Infibeam Avenues Limited and/or any of its affiliates as well as its representatives and advisors, to date.

We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out herein in this report.

This Valuation Report should not be construed as an investment advice or any form of recommendation either for making or divesting investment in the Company.

This Report does not constitute a fairness opinion, solvency opinion, or an investment recommendation and should not be construed as such either for making or divesting investment. No responsibility is assumed for market prices / multiples that differ from the values presented / assumed in this report.

This Valuation Report is furnished on strictly confidential basis. Neither this Valuation Report nor the information contained herein may be reproduced or passed to any person or used for any purpose other than stated above. For the avoidance of doubt it is clarified that this Valuation Report may be placed for inspection of the shareholders of the Company.



This Report, its contents and the results herein (i) are specific to the purpose of valuation agreed as per the terms of our engagement; (ii) are specific to the date of this report and (iii) are necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the written and oral information made available to us as of date of this report.

Events occurring after this date may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

4. SOURCES OF INFORMATION

- We have relied the data available on NSE website to work out valuation as per SEBI ICDR Regulations, 2018 as amended for frequently traded equity shares;
- Brief Profile of the Company;
- Audited Financials of the Company for last 3 years till FY 2021;
- Unaudited financial results alongwith limited review report for 31st December 2021;
- Future Projections provided by the company.

5. METHODS AND APPROACH OF VALUATION

In arriving at the fair value of Equity Shares of the Company, we have considered DCF Approach, Cost Approach as well as Market Approach but finally used the Market approach in accordance with the Companies Act, 2013, SEBI ICDR Regulations Regulations, 2018 as amended and the Companies (Registered Valuers and Valuation) Rules, 2017 and have not considered other approaches and methods on account of following grounds:

- a) The equity shares of the Company has been listed on recognized stock exchange for the period of more than 90 trading days;
- b) The Equity Shares of the Company are frequently traded within the meaning of the SEBI ICDR Regulations Regulations, 2018 as amended, the calculation for the same has been presented in **Annexure A**;

- c) The method of valuation for frequently traded shares has been prescribed in SEBI ICDR Regulations, 2018 as amended.
- d) The value derived from DCF Approaches provides lower value.
- e) The value derived from cost approaches provides only its historical value per equity shares. Such value cannot be considered as fair value of equity shares.

A. DISCOUNTED CASH FLOW METHOD – INCOME APPROACH

Under the DCF method the project free cash flows to the equity shareholders are discounted at the cost of equity. The sum of the discounted value of such free cash flow is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's equity capital. i.e. After Tax earnings adjusted for Depreciation, Capital Expenditure, Workings Capital and Net borrowings.

Appropriate discount rate to be applied to cash flows i.e. the cost of equity:

This discount rate, which is applied to the free cash flows, should reflects the opportunity cost to the equity capital providers (namely shareholders). The opportunity cost to the equity capital provider equals the rate of return the equity capital provider expects to earn on other investments of equivalent risk.

The cash flows are typically projected over a limited number of years, depending on the planning horizon of the specific company and other factors related to the particular industry and the general economy. As a result, it is necessary to compute a terminal value as of the end of the last period for which cash flows are projected. This terminal value is essentially an estimate of the value of the

enterprise as of that future point in time, and it incorporates the assumptions of perpetual operations and implicit growth found in the market approach. Discounting the projected future cash flows and the terminal value back to the present and summing the results yields an indication of value for the enterprise as a whole.

Appropriate adjustments have been made to the enterprise value for specific cash and cash equivalents and Value of Non-Operating Assets pertaining to company to arrive at the fair value of the Company.

We have been provided with the Projected Financial Statement for the next 4 years till F.Y.2025-26. Based on which following Value conclusion has been derived:

Equity Valuation	
Particulars	₹ in Crores
Present Value of Explicite Period	1,004.12
Terminal Period Value	3,290.63
Cash & Bank Balance	76.33
Add : Non Operating Asset	399.11
Business Value (Post)	4,770.19
Less: Value of debt	-
Equity Value (Post)	4,770.19
Less: Newly issued equity shares	-
Equity Value (Pre)	4,770.19
Existing No. of Shares (In Crores)	133.20
Value Per Share (₹)	35.81

As per the DCF Method the valuation of per equity shares of the Company is ₹35.81.

B. NET ASSETS VALUE (NAV) METHOD – COST APPROACH

This is a general way of determining a fair value indication of a business, business ownership interest, or security by using one or more methods based on the value of the assets of that business net of liabilities. The cost-based approach establishes value based on the cost of reproducing or replacing the property, less depreciation from physical deterioration and functional and economic obsolescence, if present and measurable. The asset-based approach derives an indication of value based on anticipated cost to replace, replicate, or recreate the assets. It is often considered as "Floor" value. Since the company is operating and profit making company. We have not applied this method to arrive fair value of equity shares of the company. The conclusion of value derived on net assets value is under:

Net Asset Value Method

As on 31.12.2021

Particulars	₹ in Crores
Non-Current Assets	2,653.91
Current Assets	651.55
Total Assets	3,305.46
Non-Current Liabilities	44.24
Current Liabilities	538.75
Total Liabilities	582.99
Net Assts Value	2,722.48
No. of Equity Shares (in Crores)	133.20
Net Assets Value per Equity Share	20.44

C. MARKET PRICE METHOD – MARKET APPROACH

The Company is being a listed Company, the valuation of equity shares under this method is arrived at, by average of volume weighted average market price as per the SEBI ICDR Regulations, 2018 as amended. As per Reg.164 of SEBI ICDR Regulations, 2018 as amended, when the shares of the company is frequently

traded on exchange, then the value of the shares to be determined in following manner:

Regulation 164 (1)

"If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) *the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;*
OR
- b) *the 10 trading days volume weighted average prices of the related equity shares quoted on the recognized stock exchange preceding the relevant date."*

The brief working of the value per equity share of the Company as per Reg. 164(1) of SEBI Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended is set out below:

A) Price as per Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended

Option – I Volume Weighted Average Price of last 90 trading days Stock Price at NSE

Trading Days	Date	Volume Weighted Average Price
1	16-Sep-21	45.04
2	17-Sep-21	42.91
3	20-Sep-21	42.57
4	21-Sep-21	41.34

5	22-Sep-21	41.78
6	23-Sep-21	43.01
7	24-Sep-21	42.65
8	27-Sep-21	43.35
9	28-Sep-21	42.79
10	29-Sep-21	41.91
11	30-Sep-21	41.54
12	01-Oct-21	41.72
13	04-Oct-21	43.27
14	05-Oct-21	43.74
15	06-Oct-21	46.29
16	07-Oct-21	47.44
17	08-Oct-21	46.45
18	11-Oct-21	46.65
19	12-Oct-21	49.99
20	13-Oct-21	50.77
21	14-Oct-21	51.57
22	18-Oct-21	52.12
23	19-Oct-21	49.28
24	20-Oct-21	46.71
25	21-Oct-21	46.09
26	22-Oct-21	45.17
27	25-Oct-21	45.60
28	26-Oct-21	45.19
29	27-Oct-21	45.85
30	28-Oct-21	46.24
31	29-Oct-21	46.26
32	01-Nov-21	45.35
33	02-Nov-21	45.18
34	03-Nov-21	45.95
35	04-Nov-21	45.50
36	08-Nov-21	45.64
37	09-Nov-21	45.37
38	10-Nov-21	45.01
39	11-Nov-21	44.08
40	12-Nov-21	44.08
41	15-Nov-21	44.04
42	16-Nov-21	44.24
43	17-Nov-21	44.36

44	18-Nov-21	43.02
45	22-Nov-21	41.64
46	23-Nov-21	41.39
47	24-Nov-21	42.09
48	25-Nov-21	43.48
49	26-Nov-21	42.27
50	29-Nov-21	40.21
51	30-Nov-21	39.85
52	01-Dec-21	40.19
53	02-Dec-21	40.54
54	03-Dec-21	40.56
55	06-Dec-21	40.07
56	07-Dec-21	40.17
57	08-Dec-21	40.95
58	09-Dec-21	41.71
59	10-Dec-21	42.14
60	13-Dec-21	42.43
61	14-Dec-21	42.18
62	15-Dec-21	40.67
63	16-Dec-21	40.73
64	17-Dec-21	40.02
65	20-Dec-21	38.77
66	21-Dec-21	39.75
67	22-Dec-21	40.25
68	23-Dec-21	40.13
69	24-Dec-21	39.66
70	27-Dec-21	39.32
71	28-Dec-21	39.90
72	29-Dec-21	40.42
73	30-Dec-21	40.22
74	31-Dec-21	40.27
75	03-Jan-22	40.24
76	04-Jan-22	40.05
77	05-Jan-22	40.23
78	06-Jan-22	39.94
79	07-Jan-22	39.96
80	10-Jan-22	40.94
81	11-Jan-22	42.69
82	12-Jan-22	41.42

83	13-Jan-22	41.06
84	14-Jan-22	40.85
85	17-Jan-22	40.96
86	18-Jan-22	45.16
87	19-Jan-22	44.68
88	20-Jan-22	44.15
89	21-Jan-22	42.99
90	24-Jan-22	41.13
Average Price		43.06

Option – II Volume Weighted Average Price of last 10 trading days of Stock Price at NSE

Trading Days	Date	Volume Weighted Average Price
1	11-Jan-22	42.69
2	12-Jan-22	41.42
3	13-Jan-22	41.06
4	14-Jan-22	40.85
5	17-Jan-22	40.96
6	18-Jan-22	45.16
7	19-Jan-22	44.68
8	20-Jan-22	44.15
9	21-Jan-22	42.99
10	24-Jan-22	41.13
Average Price		42.51

Price per equity shares as per Reg. 164(1) is higher of the Option-I and Option-II:

Particular	Price Per Shares (₹)
(A) Average of VWAP for last 90 trading Days	43.06
(B) Average VWAP for last 10 trading Days	42.51
Applicable Minimum Price (Higher of above) as per Regulation 164(1) of SEBI (ICDR) Regulations, 2018	43.06

6. CONCLUSION

On the basis of the valuation methodologies and basis for determining value of Equity Shares discussed above and 'Relevant Date' for the purpose of determining the price for the Preferential Allotment of the Equity Shares as January 25, 2022, we hereby certify that in terms of Regulation 164(1) of SEBI ICDR Regulations, 2018 as amended, and for the purposes of Section 42 & 62(1)(c) and section 247 of the Companies Act, 2013 read with the Companies (Registered Valuers and Valuation) Rules, 2017 and the articles of association of the Company, the minimum price shall be at higher of DCF Method or NAV Method or Market Price Method i.e. valuation as per Regulation 164 of SEBI ICDR Regulations, 2018 as amended, hence the Equity Shares may be allotted on preferential basis is not less than **₹43.06**.

FOR, DEN VALUATION (OPC) PRIVATE LIMITED

Shah Jigar
Pradipchandra

Digital signature of Shah Jigar Pradipchandra

Date: 2022.01.29
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CA JIGAR SHAH
Director
IBBI Regd. No. - IBBI/RV-E/06/2021/146

Place: Ahmedabad
UDIN: 22115916ABAUOO1043
Date: 29th January 2022



Annexure – A

Details of Trading in Equity Shares of Infibeam Avenues Limited during last 240 trading days, i.e., February 05, 2021 to January 24, 2022

A. Percentage of Traded Turnover

Total Traded Turnover (Shares in Crores)	159.66
Total No. of Outstanding Shares (in Crores)	133.20
% of Total Traded Turnover	119.82%

(Source: www.nseindia.com)

Since the traded turnover during 240 trading days in the equity shares of the Company is more than 10.00% of the total number of equity shares outstanding, the equity shares of the Company are frequently traded within the meaning of regulation 164 of SEBI ICDR Regulations, 2018 as amended.