

# infibeam | INFIBEAM INCORPORATION LIMITED

Our Company was incorporated as Infibeam Incorporation Limited on June 30, 2010, at Ahmedabad, as a public limited company under the Companies Act, 1956. For further details, see the section "History and Certain Corporate Matters" beginning on page 143 of the Red Herring Prospectus dated March 11, 2016, (the "RHP").

**Registered Office:** 9th Floor, "A" wing, Gopal Palace, Opposite Ocean Park, Nehrunagar, Satellite Road, Ahmedabad 380 015; **Tel:** +91 79 4040 3600; **Fax:** +91 79 4040 3636; **Corporate Office:** 909, 9th Floor, Shitiratna Complex, Near Panchwati Circle, Off C.G. Road, Ellis Bridge, Ahmedabad 380 006; **Tel:** + 91 79 2644 0364; **Fax:** + 91 79 2644 0359 **Contact Person:** Shyamal Trivedi, Company Secretary and Compliance Officer; **Email:** ir@infibeam.ooo; **Website:** http://www.infibeam.ooo **Corporate Identity Number:** U64203GJ2010PLC061366

## Promoters of our Company: Ajit Mehta, Vishal Mehta, Malav Mehta and Jaysree Mehta

**PUBLIC ISSUE OF [·] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF INFIBEAM INCORPORATION LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [·] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [·] PER EQUITY SHARE) AGGREGATING UP TO ₹ 4,500 MILLION. THE ISSUE WILL CONSTITUTE [·]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**Price Band: ₹ 360 to ₹ 432 per Equity Share**

**The Floor Price is 36.0 times the Face Value and the Cap Price is 43.2 times the Face Value.**

**Bids can be made for a minimum of 34 Equity Shares and in multiples of 34 Equity Shares thereafter.**

### Risks to Investors:

- SBI Capital Markets Limited, GCBRLM for the Issue, has handled five public issues in the past three financial years out of which three issues have closed below the issue price on listing date. Elara Capital (India) Private Limited, BRLM for the Issue, has not handled any public issue in the past three financial years.**  
The Draft Red Herring Prospectus with respect to the Issue was filed with SEBI on June 30, 2015 with SBI Capital Markets Limited, ICICI Securities Limited and Kotak Mahindra Capital Company Limited as the global co-ordinators and book running lead managers and Elara Capital (India) Private Limited as the book running lead manager. Subsequently, ICICI Securities Limited and Kotak Mahindra Capital Company Limited have withdrawn their participation from the Issue.
- Since the EPS of the Company for the financial year 2015 on restated consolidated basis is negative and that there are no listed peers who are engaged in similar business as the Company, the comparison of price/earnings ratio based on diluted EPS on the basis of the Price Band with the average industry peer group price/earnings ratio cannot be calculated.**
- Weighted Average Return on Net Worth for financial year 2015, financial year 2014 and financial year 2013 on restated consolidated basis is (0.31%) (negative).**
- The average cost of acquisition of Equity Shares by our Promoters is as follows: (i) Ajit Mehta : ₹ 0.028 per Equity Share; (ii) Vishal Mehta : ₹ 4.99 per Equity Share, (iii) Malav Mehta : ₹ 2.17 per Equity Share; and (iv) Jaysree Mehta : ₹ 0.028 per Equity Share.**
- The Company does not have a listed peer which is involved exclusively in e-commerce business for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of the Company for the purpose of investment in the Issue.**

**BID / ISSUE PERIOD**

**OPENS ON: MONDAY, MARCH 21, 2016  
CLOSES ON: WEDNESDAY, MARCH 23, 2016**

**ASBA\***

**Simple, Safe, Smart way of Application - Make use of it!!!**

\*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

**Mandatory in Public Issue from January 1, 2016. No cheque will be accepted.**

In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), and together with the BSE, the "Stock Exchanges", by issuing a press release, and also by indicating the change on the website, of the GCBRLM and the BRLM and at terminals of the Syndicate Members.

In terms of Rule 19(2)(b)(i) of the SCRR, this is an Issue for at least 25% of the post-Issue paid-up equity share capital of our Company. In the event the post-Issue Equity Share capital of our Company calculated at the Issue Price is greater than ₹16,000 million but less than or equal to ₹ 40,000 million, then the Issue will be deemed to be undertaken in terms of Rule 19(2)(b)(ii) of the SCRR where the minimum offer to public will be at least such percentage which will be equivalent to ₹ 4,000 million calculated at the Issue Price. The Issue is being made through the Book Building Process in compliance with Regulation 26(2) of the SEBI Regulations, wherein at least 75% of the Issue shall be Allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs"), 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 75% of the Issue cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), subject to valid Bids being received at or above the Issue Price. For details in relation to allocation to Retail Individual Bidders, specific attention of the investors is invited to the section "Issue Procedure - Basis of Allotment" beginning on page 280 of the RHP. All potential investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"), to participate in this Issue. For details, see the section "Issue Procedure" beginning on page 247 of the RHP.

**Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder as available on the records of the Depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to the Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders' sole risk. Bidders should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected.**

**Contents of the Memorandum of the Company as regards its Objects:** Investors are requested to refer to clause III of the Memorandum of Association of the Company for the main objects to provide and other objects of the Company. The Memorandum of Association of the Company is a material document for inspection in relation to the Issue. For details, see the section "Material Contracts and Documents for Inspection" on page 304 of the RHP.

**Liability of the members of the Company:** Limited by shares.

**Amount of share capital of the Company and Capital structure:** The authorised, issued, subscribed and paid up share capital of the Company as on the date of the RHP is as follows: The authorised capital of the Company is ₹ 630,000,000 divided into 63,000,000 Equity Shares of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 426,746,550 divided into 42,674,655 Equity Shares of ₹ 10 each. For details, see the section "Capital Structure" on page 83 of the RHP.

**Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them:** Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association: and the number of Equity Shares held by them - Ajitbhai Champaklal Mehta (9,000 Equity Shares), Malav Ajitbhai Mehta (9,000 Equity Shares), Vishal Ajitbhai Mehta (9,000 Equity Shares), Jaysree Ajitbhai Mehta (9,000 Equity Shares), Nirali Subhashchandra Amin (9,000 Equity Shares), Anoli Malav Mehta (9,000 Equity Shares), Maulik Jitendra Chokshi (90 Equity Shares) aggregating to 54,090 Equity Shares.

**Listing :** The Equity Shares offered through this RHP are proposed to be listed on the BSE and the NSE. We have received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to their letters each dated July 27, 2015. For the purposes of the Issue, the Designated Stock Exchange shall be the BSE.

**Disclaimer Clause of SEBI:** SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities or the offer document. The investors are advised to refer to page 228 of the RHP for the full text of the Disclaimer Clause of SEBI.

**Disclaimer Clause of BSE (The Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to page 235 of the RHP for the full text of the Disclaimer Clause of the BSE.

**Disclaimer Clause of NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the offer document. The investors are advised to refer to page 236 of the RHP for the full text of the Disclaimer clause of NSE.

**GENERAL RISKS:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 16 of the RHP.

| GLOBAL CO-ORDINATOR AND BOOK RUNNING LEAD MANAGER   | BOOK RUNNING LEAD MANAGER  | REGISTRAR TO THE ISSUE   | COMPANY SECRETARY AND COMPLIANCE OFFICER   |
|---|--|--|--|
|  <p><b>SBI Capital Markets Limited</b><br/>202, Maker Tower 'E'<br/>Cuffe Parade, Mumbai 400 005<br/><b>Tel:</b> (91 22) 2217 8300<br/><b>Fax:</b> (91 22) 2218 8332<br/><b>E-mail:</b> infibeam ipo@sbicaps.com<br/><b>Investor Grievance e-mail:</b> investor.relations@sbicaps.com<br/><b>Website:</b> www.sbicaps.com<br/><b>Contact Person:</b> Shikha Agarwal/ Nithin Kanuganti<br/><b>SEBI Registration No.:</b> INM000003531</p> |  <p><b>Elara Capital (India) Private Limited</b><br/>Indiabulls Finance Centre Tower 3, 21st Floor<br/>Senapati Bapat Marg, Elphinstone Road (West), Mumbai 400 013<br/><b>Tel:</b> +91 22 6164 8599<br/><b>Fax:</b> +91 22 6164 8589<br/><b>E-mail:</b> infibeam.ipo@elaracapital.com<br/><b>Investor grievance email:</b> mb.investorgrievances@elaracapital.com<br/><b>Website:</b> www.elaracapital.com<br/><b>Contact Person:</b> Ms. Kristina Dias<br/><b>SEBI Registration No.:</b> INM000011104</p> |  <p><b>Link Intime India Private Limited</b><br/>C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai 400 078.<br/><b>Tel:</b> +91 22 6171 5400 ;<br/><b>Fax:</b> + 91 22 2596 0329<br/><b>E-mail:</b> iil.ipo@linkintime.co.in<br/><b>Website:</b> www.linkintime.co.in<br/><b>Investor grievance e-mail:</b> iil.ipo@linkintime.co.in<br/><b>Contact person:</b> Shanti Gopalkrishnan<br/><b>SEBI Registration number:</b> INR000004058</p> | <p><b>Shyamal Trivedi</b><br/>9th Floor, "A" wing, Gopal Palace, Opposite Ocean Park, Near Nehrunagar, Satellite Road, Ahmedabad 380 015.<br/><b>Tel:</b> +91 79 4050 3214<br/><b>Fax:</b> +91 79 4040 3636<br/><b>E-mail:</b> ir@infibeam.ooo<br/><b>Website:</b> http://www.infibeam.ooo</p> <p>Bidders can contact the Company Secretary and Compliance Officer, the Registrar to the Issue or the GCBRLM and the BRLM, in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, credit of allotted shares in the respective beneficiary account or refund intimations, etc.</p> |

**AVAILABILITY OF RHP:** Investors are advised to refer to the RHP, and the Risk Factors contained therein, before applying in the Issue. Full copy of the RHP is available at www.sebi.gov.in, the websites of the GCBRLM at www.sbicaps.com, BRLM at www.elaracapital.com and websites of BSE and NSE i.e. www.bseindia.com and www.nseindia.com, respectively.

**AVAILABILITY OF BID CUM APPLICATION FORMS:** Bid-cum-Application Forms can be obtained from the registered office of Infibeam Incorporation Limited, GCBRLM, BRLM and Syndicate Members GCBRLM. **SBI Capital Markets Limited**, Tel: (91 22) 2217 8300, Fax: (91 22) 2218 8332; **BRLM : Elara Capital (India) Private Limited**, Tel: +91 22 6164 8599, Fax: + 91 22 2596 0329; **Syndicate Members: SBICAP Securities Limited**; Tel: +91 22 4227 3300, Fax: +91 22 4227 3390, **Elara Securities (India) Private Limited**, Tel: +91 22 6164 8500, Fax: +91 22 6164 8569; and at the select locations of the Sub-Syndicate Members (as given below), Registered Brokers, RTAs and CDPs participating in the Issue. The list of Registered Brokers, RTAs and CDPs is available at websites of the Stock Exchanges. Bid-cum-Application Forms will also be available on the websites of Stock Exchanges and at the designated branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** All investors have to compulsorily apply through ASBA only. For details on the ASBA process, please refer to the details given in Bid-cum-Application Form and Abridged Prospectus and also please refer to the section "Issue Procedure" beginning on page 247 of the RHP. Bid cum Application Form can be obtained from the Members of the Syndicate, SCSBs, Registered Brokers, RTAs and CDPs the list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries.

**Escrow Collection Bank, Refund Bank and Public Issue Bank:** HDFC Bank Limited

**Corrigendum and Intimation:** This is with reference to the RHP. On page 145 of the RHP, the Company had disclosed the details of Debenture Subscription Agreement dated February 2, 2012 entered into between BETL and the Company. BETL and the Company have entered into an amendment agreement dated March 14, 2016 extending the period of consummation of the IPO from March 31, 2016 to April 15, 2016. Further, page 76 of the RHP disclosed the address of SBICAP Securities Limited, one of the Syndicate Members as Mafatal Chambers, C Wing, 2nd Floor, N M Joshi Marg, Lower Parel, Mumbai 400 013. SBICAP Securities Limited has informed the Company that the address of SBICAP Securities Limited is Marathon Futurex, A Wing, 12th floor, N M Joshi Marg, Lower Parel, Mumbai- 400013. The RHP stands accordingly updated and amended to the extent stated hereinabove. This corrigendum and intimation should be read in conjunction with the RHP.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For INFIBEAM INCORPORATION LIMITED  
On behalf of the Board of Directors  
Sd/-

Company Secretary and Compliance Officer

Place : Ahmedabad  
Date : March 17, 2016

INFIBEAM INCORPORATION LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its equity shares and has filed a red herring prospectus (the "RHP") with the Registrar of Companies, Gujarat situated at Ahmedabad. The RHP is available on the website of the Securities and Exchange Board of India at www.sebi.gov.in as well as on the websites of the Global Co-ordinator and Book Running Lead Manager and the Book Running Lead Manager at www.sbicaps.com and www.elaracapital.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see "Risk Factors" beginning on page 16 of the RHP.

The Equity Shares of the Company have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or an exemption from registration under the U.S. Securities Act. There will be no public offering of securities in the United States.