

NOTICE

NOTICE is hereby given to the members of LYCOS Internet Limited (formerly known as Ybrant Digital Limited) that the Sixteenth Annual General Meeting of the Company will be held on Monday, 28th September, 2015 at 10:00 A.M at Elba Hotels, Hill Ridge Springs, Gachibowli, Hyderabad- 500032 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended 31st March, 2015, together with the Reports of Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. M. Suresh Kumar Reddy (DIN: 00140515), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s. P. Murali & Co., Chartered Accountants as Statutory Auditors.

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

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended, from time to time, M/s.P.Murali & Co., Chartered Accountants bearing Registration no. 0072575, the retiring Statutory Auditors be and is hereby re-appointed as Statutory Auditors of the Company to hold the office from the conclusion of this 16th Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

- To re-appoint Mr. V. Ramesh Reddy as an Independent Director.

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

RESOLVED THAT pursuant to provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, and Clause 49 of the Listing Agreement entered with Stock Exchanges, Mr.V.Ramesh Reddy, (DIN: 01483626), who qualifies for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years commencing from September 28, 2015."

- To appoint Mrs.S.V.Rajyalaxmi Reddy as Director.

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

RESOLVED THAT Mrs.S.V.Rajyalaxmi Reddy, (DIN: 02547795), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 27, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

- To Appoint Mr. Subrato Saha as an Independent Director.

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

RESOLVED THAT Mr. Subrato Saha (DIN:0728929), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 24, 2015 and who holds the office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a term of five years commencing from September 28, 2015."

- To Appoint Mr. Michael Loren Mauldin as an Independent Director.

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

RESOLVED THAT Mr.Michael Loren Mauldin, (DIN- applied), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 24, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years commencing from September 28, 2015."

- To Alter Articles of Association of the Company.

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

RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended, from time to time, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company in the following manner:

Insertion of Article 117A: after Article 117.

117A. There shall be no for future of unclaimed dividends before the claim becomes barred by law.

Insertion of Article 7(4) after Article 7(3).

The issue of share certificates and duplicates and the issue of new share certificates on consolidation or sub-division or in replacement of share certificates which are surrendered for cancellation due to their being defaced, torn, old or worn out or the cages for recording the transfer have been fully utilized or share certificates which are lost or destroyed, shall be in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit for giving effect to this resolution.

By Order of the Board of
LYCOS INTERNET LIMITED
 (Formerly, Ybrant Digital Ltd)

Sd/-
M. Suresh Kumar Reddy
 Chairman & Managing Director

Dated: August 24, 2015

Registered Office:
 Plot No.7A, Road No.12,
 MLA Colony, Banjara Hills,
 Hyderabad - 500 034,
 Telangana, India.
 CN.L64203TG1999PLC030996
 Email:lycoscorp.com
 www.lycos.com
 Tel:+91 40 45678999 efax: +91 22 66459677

NOTES:

- Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 for the resolutions at Items No(i), 4 to 8 is given below. The relevant details, as required under Clause 49 of the Listing Agreement with Stock Exchanges, of the person seeking appointment/re-appointment as Directors under Item No(i) 4 to 7 of the notice are also annexed.
- A member entitled to attend and vote at the annual general meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
- Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
- Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- The Register of Members and Share Transfer Books of the Company will be closed from September 22, 2015 to September 28, 2015 (both days inclusive).
- The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your Depository Participant(s).
- Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- Members attending the Meeting are requested to complete and bring the attendance slip enclosed with the Annual Report and hand over the same, duly signed, at the entrance of the meeting hall.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

- All documents referred to in the accompanying Notice are open for inspection at the Registered office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
- In compliance with the provisions of section 108 of the Act and the Rules framed hereunder and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for shareholders for voting electronically are as under:

- The voting period begins on September 25, 2015 at 09:00 a.m. and ends on September 27, 2015 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.

- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creator" menu where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <LYCOS INTERNET LIMITED> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.
- Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- In case of queries connected to the e-voting, please contact Mr. Wenceslaus Fernando, Deputy Manager, CDSL, P. J. Towers, 16th Floor, Dalal Street, Fort, Mumbai - 400001. Phone: 1800 200 5533, e-mail: helpdesk.evoting@cdslindia.com

The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman & Managing Director of the Company.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lycos.com; CDSL website www.evotingindia.com and will be forwarded to the Stock Exchanges where shares of the company are listed.

By Order of the Board of
LYCOS INTERNET LIMITED
 (Formerly, Ybrant Digital Ltd)

Sd/-

M. Suresh Kumar Reddy
 Chairman & Managing Director

Dated: August 24, 2015

Registered Office:
 Plot No.7A, Road No.12,
 MLA Colony, Banjara Hills,
 Hyderabad - 500 034,
 Telangana, India.
 CN.L64203TG1999PLC030996
 Email:lycoscorp.com
 www.lycos.com
 Tel:+91 40 45678999 efax: +91 22 66459677

The Board of Directors has appointed Mr. S. Siva Sankar Reddy, Practising Chartered Accountant, Hyderabad as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT

(Pursuant to provisions of Section 102 of the Companies Act, 2013)

Item no. 4

Mr. Y. Ramesh Reddy was appointed as an Independent Director at the Annual General Meeting held on September 30, 2014 for a period of one year pursuant to provisions of Companies Act, 2013 and Listing Agreement and their term of office as Independent Director will expire on September 29, 2015.

Notice has been received from the members proposing the candidature of aforesaid Director for the office of Independent Director along with requisite deposit. He had given declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he had fulfilled the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Mr. Y. Ramesh Reddy and his relatives, is concerned or interested in the resolution at Item No. 4 of the Notice relating to his appointment.

The Board recommends the Special Resolution as set out at Item no. 4 of the Notice for approval of the Members.

Item no. 5

Mrs. S. V. Rajyalaxmi Reddy was appointed as Additional Director of the Company w.e.f. March 27, 2015 and will hold the office till the conclusion of the ensuing Annual General Meeting.

A Notice has been received from a member proposing the candidature of aforesaid Director for the office of director along with requisite deposit. The Board of Directors of the Company recommends the appointment of aforesaid additional director as Director of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mrs. Rajya Laxmi Reddy and Mr. M. Suresh Kumar Reddy, is concerned or interested, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution as set out at Item no. 5 of the Notice for approval of the Members.

Item no. 6 & 7

Mr. Subrato Saha and Mr. Michael Loren Mauldin were appointed as Additional Directors of the Company w.e.f. August 24, 2015 and will hold the office till the conclusion of the ensuing Annual General Meeting.

Notice has been received from the members proposing the candidature of aforesaid Directors for the office of Independent Director along with requisite deposit. They had given declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, they had fulfilled the conditions specified in the Act and the Rules framed there under for appointment as Independent Director.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Mr. Subrato Saha and Mr. Michael Loren Mauldin and their relatives, is concerned or interested in the respective resolutions at Item No. 6 & 7 of the Notice relating to their appointment.

The Board recommends the Ordinary Resolutions as set out at Item no. 6 & 7 of the Notice for approval of the Members.

Item no. 8

The existing Articles of Association (AoA) of the Company were adopted by the Members of the Company at the AGM held on September 30, 2014. As per the direct listing requirements of National Stock Exchange of India Limited, the Company has given an undertaking to amend AOA to include certain Articles as mentioned at the resolution no. 8, at the ensuing AGM.

Accordingly Board of Directors of the Company has approved to insert the said Articles in AOA of the Company in the manner as detailed in the resolution set out at Item no. 8.

None of the Directors, Key Managerial Personnel and their respective relatives is concerned or interested, in the Special Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

By Order of the Board of
LYCOS INTERNET LIMITED
(Formerly, Ybrant Digital Ltd)

Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director

Dated: August 24, 2015
Registered Office:
Plot No.7A, Road No.12,
MLA Colony, Banjara Hills,
Hyderabad - 500 034,
Telangana, India.
CIN: L64203TG1999PLC030996
Email: lycos@lycos.com
www.lycos.com
Tel: +91 40 45678999 ext: +91 22 66459677

Additional Information on Directors seeking appointment / re-appointment at the ensuing Annual General Meeting as per Clause 49 of the Listing Agreement

Name of Director	Mr. M. Suresh Kumar Reddy	Mr. Y. Ramesh Reddy	Mrs. S. V. Rajyalaxmi Reddy	Mr. Subrato Saha	Mr. Michael Loren Mauldin
Date of Birth	25.10.1966	24.10.1966	28.02.1972	23.10.1966	23.03.1959
Date of Appointment on the Board of the Company	26.06.2012	26.06.2012	27.03.2015	24.08.2015	24.08.2015
Category	Chairman & Managing Director	Independent Director	Director	Independent Director	Independent Director
Relationship with other Directors	Husband of Mrs. S.V. Rajyalaxmi Reddy	None	Wife of Mr. M. Suresh Kumar Reddy	None	None
Expertise in specific function area	Software Industry and Business Intelligence Development	IT, Manufacturing and Investment Banking	Computer Storage	Process Management	Artificial Intelligence and Information Retrieval
Qualification	Master of Science from Iova State University and B.Tech. from IIT, Kharagpur	Chemical Engineering from IIT, Chennai and Management Degree in Finance and Marketing from XLRI, Jamshedpur	Bachelor Degree in Computer Science	B. Tech (Hons.), Chemical Engineering from IIT, Kharagpur	*Ph.D., in Computer Science from Carnegie Mellon University*
List of other directorships held as on 31.03.2015 (Excluding Private, Section 25 Companies & Foreign Companies)	NIL	NIL	NIL	NIL	NIL
Chairman / Member of the Committee of the Board of Directors of the Company	Chairman of Corporate Social Responsibility Committee; Member of Stakeholders Relationship Committee	Chairman of Audit Committee, Member of Nomination & Remuneration Committee	NIL	NIL	NIL
Chairman / Member of the Committees in other companies in which he is a Director	NIL	NIL	NIL	NIL	NIL
Number of shares held in the Company as on 31.03.2015	74777435	NIL	4834000	NIL	NIL