



Date: 29.02.2016

BSE Limited
P. J. Towers, Dalal Street,
MUMBAI – 400 001.

National Stock Exchange Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai-400051.

Scrip Code: BSE: 532368 & NSE: LYCOS

Dear Sir,

Sub: Information regarding Extra Ordinary General Meeting on 22.03.2016.

In continuation of our intimation to your office on 08.02.2016, that the Company intends to acquire an Austrian company, TriTeLA GmbH, which owns the assets – mysms™ messenger and the tech platforms SPH Wien and Kika Social.

We hereby inform you that in this connection an Extraordinary General Meeting of the members of the Company will be held on Tuesday, 22nd March, 2016 at 10:00 A.M., at Ellaa Hotels, Hill Ridge springs, Gachibowli, Hyderabad – 500032.

Please find the attached Notice of Extraordinary General Meeting.

Kindly take the above information on record.

Thanking you.

Yours Truly,
for **LYCOS Internet Limited**
(formerly Ybrant digital Limited)

M. Suresh Kumar Reddy
Chairman & Managing Director



LYCOS INTERNET LIMITED

(Formerly Ybrant Digital Limited)
Plot # 7A, MLA Colony, Road # 12, Banjara Hills, Hyderabad – 500034.
Tel: +91 (40) 45678999, efax : +91 (22) 66459677
CIN: L64203TG1999PLC030996



LYCOS INTERNET LIMITED

Registered Office: Plot No. 7A, Road No. 12, MLA Colony, Banjara Hills, Hyderabad – 500034.

Tel: 91 40 4567 8999; eFax: 91 22 6645 9677

Email: ir@lycoscorp.com; website: www.lycos.com

CIN: L64203TG1999PLC030996

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Lycos Internet Limited will be held on Tuesday, 22nd March, 2016 at 10:00 A.M. at Ellaa Hotels, Hill Ridge Springs, Gachibowli, Hyderabad- 500032, to transact the following special business:

SPECIAL BUSINESS:

Item No. 1

APPROVAL FOR ISSUE OF NEW SHARES BY WAY OF SWAP OF EQUITY SHARES

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

RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 as amended ("**Companies Act**") read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act 1956, as amended (without reference to the provisions thereof, that have ceased to have effect upon notification of sections of the Companies Act, 2013) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("**SEBI**") ("**SEBI Regulations**") and the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**") and enabling provisions of the Memorandum and Articles of Association of **Lycos Internet Limited** ("**Company**") and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of the Stock Exchanges and other appropriate authorities as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and 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 include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot up to 2,84,80,000 (Two Crores Eighty Four Lakhs, Eighty Thousand only) equity shares of face value of Re. 2/- (Rupees Two) each ("**Equity Shares**") fully paid up, by way of Swap of Shares determined in accordance with valuation report to Tang Telecom Private Limited (a non-promoter) at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT the equity shares to be allotted to the proposed allottee pursuant to the aforesaid allotment, shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 2/- (Rupees Two) each of the Company, to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the proposed allottee in dematerialised form within a period of 15 days from the date of passing of this resolution



provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in (if any, required) as provided under the provisions of Chapter VII of the SEBI (ICDR) Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including ratio of swap of shares, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares and to do all acts, deeds and things in connection therewith and incidental thereto, as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including the issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other 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 further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications, etc., 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 and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**By order of the Board of Directors
For LYCOS INTERNET LIMITED**

**Sd/-
M. SURESH KUMAR REDDY
Chairman & Managing Director**

Place: Hyderabad
Date: 27.02.2016



NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (“Companies Act”), setting out the material facts concerning each item of special business to be transacted at a general meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

3. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decided for the purpose, being March 15, 2016, may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act.
4. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
5. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. In compliance with the provisions of Sections 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (“Companies Management Rules”) and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services Ltd. (“CDSL”) for facilitating e-voting to enable the Members to cast their votes. E-voting is optional. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members who have not already cast their vote by e-voting shall be able to exercise their vote at the meeting. Members who have already cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.



8. Process for members opting for e-voting:

The instructions for shareholders for voting electronically are as under:

- (i) The voting period begins on March 19, 2016 at 09:00 a.m. and ends on March 21, 2016 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 March 15, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders need to log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Enter their User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical form, should enter the Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed, and Click on Login.
- (vi) 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.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <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 0s 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	<p>Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <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).

(viii) After entering these details appropriately, click on the "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting the 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.

- (x) For Members holding shares in the physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <LYCOS INTERNET LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click “OK”, else to change your vote, click “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of your voting by clicking the “Click here to print” option on the Voting page.
- (xvii) If the Demat account holder has forgotten the password, then Enter the User ID and the image verification code, and click on ‘Forgot Password’ and enter the details as prompted by the system.
- (xviii) 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 will 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.
- (xix) 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.
- (xx) 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



9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of March 15, 2016. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. March 15, 2016 should treat this notice for information purpose only.
12. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. March 15, 2016, may obtain the login ID and password by sending a request at ir@lycoscorp.com and info@arthiconsultants.com.
13. A. Sridhar, practicing Company Secretary, C.P. No. 12011 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. The Scrutinizer shall, 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, within a period not exceeding three working days from the conclusion of the e-voting period, forthwith to the Chairman /or a person authorized by the Chairman in writing of the Company.
15. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.lycos.com) and on the CDSL website of www.evotingindia.com and communicated to the Stock Exchange(s) where the Equity Shares of the Company are listed within two days of passing of the resolutions at the Extraordinary General Meeting of the Company to be held on March 22, 2016.



ANNEXURE TO NOTICE
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting.

Item No.1

Tang Telecom Limited is the shareholder of TriTelA GmbH. TriTelA GmbH, owns the assets – mysms™ messenger and the tech platforms SPH Wien and Kika Social. mysms is a platform-independent SMS service that synchronizes texts across mobile, Web and desktop – all through a single online account. This also means that users can write their texts from their laptop/desktop computer. It's like iMessage, but for multiple platforms.

mysms™ was launched in summer 2012 with a vision to send and receive texts on all devices like smartphone, tablet & PC. In 2014, they launched a premium offering and started the path to monetization. As on January 2016, it had installs in the range of 1,000,000 to 5,000,000.

mysms™ brings a lot of versatility to your SMS/MMS service. The convenience of being able to use your carrier SMS account to send and receive messages, view your message archive and have everything synced across all of your devices. This is exactly the solution that mysms™ offers you. mysms™ provides apps for your Android phone or tablet, Windows or Mac desktop and a web app that can be used in any browser. Your messages are synced to the cloud and can be accessed from anywhere.

mysms™ has around 15,000 premium users and 3 million registered users. Premium users are subscribed for an annual fee of \$9.99 and are poised to grow 20% next year. While, the registered users will be charged an average of \$0.99 per year.

Lycos Internet metamorphosed from a back-end technology player to a global provider of end-to-end digital marketing services by successfully acquiring and integrating seven digital marketing companies. LYCOS integrates different internet tools to provide monetizable solutions to publishers and advertisers. LYCOS focuses on monetizing traffic on the websites of its publishers and maximizing the return on advertising spends for its advertisers.

LYCOS offers online marketing through various channels, comprising of display advertisements, search marketing, email marketing, lead generation, affiliate marketing, social website marketing, video advertising and mobile marketing. LYCOS also provides various other services related to digital marketing, such as licensing of technology platforms, digital media planning and buying, advertisement serving, analytics and data collection and aggregation.

The proposed acquisition of TriTelA GmbH properties mysms™ messenger and the tech platforms SPH Wien and Kika Social by Lycos Internet Limited will add another feather to its offering of wide range of digital marketing solutions thereby being a true end-to-end digital marketing solutions provider. This acquisition is in line with the global trends to achieve size, technology integration and greater digital marketing mix with a view to enhancing customer relationships and thereby shareholders' wealth.

Consent of the shareholders is sought for issuing the Equity Shares on swap basis as stated in the resolution which shall result in issuance of up to 2,84,80,000 (Two Crores Eighty Four Lakhs, Eighty Thousand only) further equity shares of the Company.



The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to Tang Telecom Private Limited who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013 consent of the shareholders is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Regulations.

The Equity Shares allotted would be listed on BSE and NSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("**Regulations**"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

(i) The Objects of the issue through preferential offer by swap of shares:

Lycos Internet Limited and mysms™ are complementary to each other. mysms™ has 3 million daily active traffic which is under monetized. LYCOS with its expertise on digital marketing tools can monetize this traffic and create a synergy between the entities. This acquisition also brings in cloud-based framework to LYCOS that can tie multiple nodes (SMSes, instant messages, wearables, cars and appliances) with the consumer through multiple devices (smart phones, Tablets, laptops and OTTs), essentially connecting the dots. This also gives the large user base of mysms™ messenger an opportunity to access all the services in the LYCOS ecosystem.

This will enable the acquirer to derive benefits of vertical and horizontal integration and benefits of synergy which would ultimately contribute to the future of the business and profitability of the combined entity.

(ii) The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

The Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and the Promoters, Directors or Key Management Personnel of the Company do not intend to subscribe to the offer.

(iii) Relevant Date:

Relevant Date for the purpose is February 19, 2016 which is the date 30 days prior to the date of EGM (being the day preceding the weekend/holiday) where this resolution is being considered for approval.

(iv) Pricing (No. Swap Shares):

The Swap of Shares is determined in terms of valuation of assets of TriTeIA GmbH subject to Regulation 76 SEBI (ICDR) Regulations. Further, the Company undertakes to re-compute the same, if at all required, in terms of the provisions of these regulations where it is required to do so.

(v) Identity of the proposed allottees:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:



Sl. No.	Identity of Proposed Allottee	Category of Allottee	Pre Issue % holding	Number of Equity shares to be allotted	Post Issue % holding	Beneficial Ownership
1.	Tang Telecom Private Limited	Company Limited by Shares	NIL	2,84,80,000	5.64%	Tang Telecom Limited

(vi) Particulars of the Proposed Allottee:

Tang Telecom Private Limited, a Company incorporated under the Companies Act, 2013.

(vii) Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sr. No.	CATEGORY	PRE ISSUE*		POST ISSUE	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters' holding:				
1.	Indian				
	Individual	52,73,063	1.10	52,73,063	1.04
	Bodies Corporate				
	Sub Total				
2.	Foreign Promoters	18,06,64,244	37.94	18,06,64,244	35.79
	Sub Total (A)	18,59,37,307	39.04	18,59,37,307	36.84
B.	Non Promoters' holding:				
1.	Institutional Investors	9,61,59,259	20.19	31,87,94,192	63.16
2.	Non Institutional Investors				
	Directors	0			
	Indian Public	14,91,95,157	31.33		
	Others (Including NRIs)	4,49,59,776	9.44		
	Sub Total (B)	29,03,14,192	60.96	31,87,94,192	63.16
	GRAND TOTAL (A+B)	47,62,51,499	100.00	50,47,31,499	100.00

* as on January 29, 2016

(viii) Proposed time within which the allotment shall be completed:

The allotment of Shares shall be completed within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

(ix) Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee, up to 2,84,80,000 (Two Crores Eighty Four Lakhs, Eighty Thousand only) Equity shares of face value of Rs. 2/- (Rupees Two) each in such manner and on such terms and conditions as may be determined by the Board



in accordance with the provisions of the Companies Act, 2013 SEBI (ICDR) Regulations, SEBI Listing Regulation and any other applicable provisions.

(x) Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

(xi) Auditors certificate:

The Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and will also be placed at the venue of the EGM.

(xii) Lock in period:

The shares to be allotted on preferential basis shall be subject to lock-in (if any) as per applicable SEBI regulations in this regard.

(xiii) The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities to a person other than existing shareholder, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and other applicable sections and rules of the Companies Act, 2013 and other applicable Regulations. The Board of Directors believe that the proposed issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors/Key Managerial Personnel/their relatives of the Company are in any way concerned or interested in the above referred resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI Listing Regulations.

All the documents referred to in the accompanying Notice and Statement Annexed thereto, would be available for inspection without any fee by the members at the Registered Office of the Company during 10:00 A.M. to 1:00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

**By order of the Board of Directors
For LYCOS INTERNET LIMITED**

**Sd/-
M. SURESH KUMAR REDDY
Chairman & Managing Director**

Place: Hyderabad

Date: 27.02.2016



LYCOS INTERNET LIMITED

CIN: L64203TG1999PLC030996
Plot No. 7A, Road No. 12, MLA Colony, Banjara Hills, Hyderabad – 500034.
Tel: 91 40 45678999 eFax: 91 22 66459677 Email: ir@lycoscorp.com

Website: www.lycos.com

ATTENDANCE SLIP

Extra-Ordinary General Meeting on Tuesday, March 22, 2016 at 10:00 A.M at Ellaa Hotels, Hill Ridges Springs, Gachibowli, Hyderabad- 500032

Regd.Folio No. / DP id & Client ID*

No.of Shares held

Name of the Member (BLOCK Letters)

Name of the Proxy

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Tuesday, March 22, 2016 at 10:00 a.m. at Ella Hotels, Hill Ridges Springs, Gachibowli, Hyderabad- 500032

Signature of Member :

Signature of Proxy :

Note: This form should be signed and handed over at the Meeting venue, no duplicate attendance slip will be issued at the Meeting hall. You are requested to bring copy of the EGM Notice to the Meeting.

* Applicable for investors holding shares in electronic form.



LYCOS INTERNET LIMITED

CIN: L64203TG1999PLC030996
Plot No. 7A, Road No. 12, MLA Colony, Banjara Hills, Hyderabad – 500034.
Tel: 91 40 45678999 eFax: 91 22 66459677 Email: ir@lycoscorp.com

Website: www.lycos.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extraordinary General Meeting on Tuesday, March 22, 2016 at 10:00 A.M

Name of the member(s) :
Registered Address :
Email id :
Folio No. / Client Id :
DP Id :

I / We, being the member(s) of Shares of the above named company, hereby appoint

Name Email:

Address : Signature:

or failing him / her

Name : Email:

Address : Signature:

or failing him / her

Name : Email:

Address : Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, March 22, 2016 at 10:00 a.m. at Ellaa Hotels, Hill Ridges Springs, Gachibowli, Hyderabad- 500032 and at any adjournment thereof in respect of such resolution as indicated below:

Special Resolution	For	Against
1 Approval for issue of new shares by way of SWAP of Equity shares		

Affix
Revenue
Stamp

Signature of Member :

Signature of Proxy :

Signed this _____ day of _____ 2016

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before commencement of the meeting.

To,

If undelivered, please return to:



LYCOS INTERNET LIMITED

Registered Office:

Plot No. 7A, MLA Colony,
Road No. 12, Banjara Hills,
Hyderabad – 500034.