

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Registered Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066

Corporate Office: 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru-560066

CIN: L72200DL1999PLC171077 | **Website:** www.infinite.com | **E-Mail:** cs@infinite.com

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NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, the Resolution appended below for Re-appointment of Independent Director is proposed to be passed as a Special Resolution by the Members of Infinite Computer Solutions (India) Limited (the “**Company**”) by way of Postal Ballot including voting by electronic means (“**e-voting**”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form (“**Postal Ballot Form**”). Pursuant to Rule 22(5) of the Rules, the Board of Directors (“**the Board**”) of your Company, at its meeting held on February 14, 2019, have appointed Mr. Prashant Balodia, of M/s. PDS & Co; Practicing Company Secretaries, New Delhi, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before **17:00 Hours (IST), Friday, March 22, 2019**. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. The Company has engaged National Securities Depository Limited (“**NSDL**”), an agency authorised by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members. Members are requested to follow the procedure as stated in the instructions of this Notice and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson, or any person authorized by him. The results of the Postal Ballot shall be declared on or before **Friday**,

29 March 2019, on which date, the Resolution would be deemed to have passed, if approved by the requisite majority. The said results would be uploaded and displayed on the Company’s website www.infinite.com and on the website of NSDL www.evoting.nsdl.com.

RESOLUTION:

ITEM NO. 1

RE-APPOINTMENT OF MR. RAVINDRA RAMARAO TURAGA (DIN: 01687662), AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT**, pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Ravindra Ramarao Turaga (DIN: 01687662), who was appointed as an Independent Director of the Company for a term up to March 31, 2019, by the shareholders, be and is hereby reappointed as an Independent Director of the Company with effect from April 01, 2019 to March 31, 2024, not liable to retire by rotation;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors or to any executives / officers of the Company, to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

By Order of the Board
For Infinite Computer Solutions (India) Limited

Sd/-
Saurabh Madaan
Company Secretary
M. No. A22920

Gurugram, Haryana
February 14, 2019

Registered office:

155, Somdutt Chambers II,
9 Bhikaji Cama Place, New Delhi - 110 066

CIN: L72200DL1999PLC171077

Tel: +91 11 4615 0845 - 47, **Fax:** +91 11 4615 0830

Website: www.infinite.com, **Email:** cs@infinite.com

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company’s website, www.infinite.com and on the website of National Securities Depository Limited (“NSDL”) www.evoting.nsd.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, 15, 2019 (“cut-off date”)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
5. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to investor.del@bigshareonline.com or cs@infinite.com. The registrar and transfer agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. The postal ballot period commences on **February 21, 2019** (9:00 Hours IST) and ends on **March 22, 2019** (17:00 Hours IST).
7. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are mentioned in this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 Hrs IST) on **March 22, 2019**. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members,

will also be accepted. If any postal ballot is received after 17:00 Hrs IST on **March 22, 2019**, it will be considered that no reply from the Member has been received.

11. The Scrutinizer will submit his report to the Chairman, or any other person authorised by the Chairman on or before **Friday, 29 March 2019** and then the result of the voting by postal ballot will be announced by the Chairman / any officer authorised by the Chairman on or before **Friday, 29 March 2019** at the Registered Office of the Company and the results will also be displayed on the Company’s website (www.infinite.com). The resolution shall be deemed to have passed on the date, on which, the results of postal ballot will be announced, if approved by the requisite majority.
12. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 15:00 Hrs (IST) to 17:00 Hrs (IST) on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

INSTRUCTIONS:

For the purpose of offering e-voting facility, the Company has engaged National Securities Depository Limited (“NSDL”). E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from www.infinite.com.

The instructions for shareholders for e-voting and voting through postal ballot are as under:

A. Voting through Electronic Means

1. Members whose email addresses are registered with the Company / depository participant(s) will receive an email from NSDL informing them of their User ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (a) Open email and open the PDF file titled “INFINITE e-voting.pdf” using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - (b) Launch the internet browser and type the following URL: www.evoting.nsd.com.
 - (c) Click on the Shareholder – “Login”
 - (d) Put User ID and Password as initial password noted in step (a) above.
 - (e) If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of “e-voting” opens, click on “e-voting: Active Voting Cycles”
 - (g) Select “EVEN (Electronic Voting Event Number)” of Infinite Computer Solutions (India) Limited.
 - (h) Now you are ready for e-voting as the “Cast Vote”

page opens.

- (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at e-mail at prashant@pdsco.in with a copy marked to evoting@nsdl.co.in.
2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available in the 'Downloads' section of www.evoting.nsdl.com.
 3. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 4. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 5. The e-voting period commences on **February 21, 2019 (09:00 Hours IST)** and ends on **March 22, 2019 (17:00 Hours IST)**. 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. February 15, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
 6. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. February 15, 2019. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

B. Voting through Postal Ballot Form

1. Members desiring to cast their vote in postal ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.
2. The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.
3. The Member need not use all the votes nor needs to cast all the votes in the same way.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If sent, the same paper / document would not be acted

EXPLANATORY STATEMENT:

Pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

ITEM NO. 1

The members are informed that at the Annual General Meeting held on September 24, 2014, the members of the Company had appointed Mr. Ravindra Ramarao Turaga (DIN: 01687662) as an Independent Director for a period of 5 years effecting from April 01, 2014, pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Turaga will hold office as Independent Director of the Company up to March 31, 2019 ("First Term").

Considering the skills, experience, knowledge and based on the performance evaluation report of Mr. Turaga, the Nomination and Remuneration Committee, has recommended for re-appointment of Mr. Turaga for a second term of 5 (five) consecutive years, as an Independent Director on the Board of the Company effective from April 01, 2019 until March 31, 2024.

Basis aforesaid recommendation and considering the contribution made by Mr. Turaga during his tenure, the Board believes that the continued association of Mr. Turaga would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, it is proposed to re-appoint Mr. Turaga as Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Turaga fulfills the requirements of Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and has given his consent to act as a Director of the Company, if re-appointed. Further, he is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Turaga fulfills the conditions for appointment as Independent Directors as specified in the Act and he is independent of the management.

In terms of applicable Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, further details in respect of Mr. Turaga has been provided in the Annexure to this Notice.

Mr. Turaga is interested in the resolution mentioned in the Postal Ballot Notice. Further, his relatives may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution mentioned in the Postal Ballot Notice.

The Board commends the Special Resolution set out in the Postal Ballot Notice for approval by the members.

*By Order of the Board
For Infinite Computer
Solutions (India) Limited*

*Sd/-
Saurabh Madaan
Company Secretary
M. No. A22920*

**Gurugram, Haryana
February 14, 2019**

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ANNEXURE TO THE NOTICE**Details of Director(s) seeking appointment / re-appointment in accordance with the provisions of the Companies Act, 2013 read with Secretarial Standard-2 issued by the Institute of Company Secretaries of India:**

Name of the Director	Ravindra Rao Turaga
Date of Birth	26 January 1948 (71 years)
Qualifications	CA, B. Com
Experience	Mr. Turaga is into CA practice since last 37 years. He is heading a practicing CA firm T. Rama Rao & Co. which provides professional services in the field of Audit, Taxation, Accountancy, Company Law, Finance, Investments and Capital Market Services.
Terms and conditions of appointment or re-appointment	Appointment from April 01, 2019 to March 31, 2024, not liable to retire by rotation.
Remuneration sought to be paid / Remuneration last drawn	Entitled for sitting fee only
Date of first appointment on the Board	25 th April 2008
Shareholding in the Company	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Board Meetings attended during the year	6
Names of other Companies in which Directorship held excluding foreign and section 8 Company	Nil
Membership and Chairmanship of Committees in the Company	Chairperson: Audit Committee Stakeholders Relationship Committee Member: Nomination and Remuneration Committee Corporate Social Responsibility Committee
Membership and Chairmanship of Committees in Other Companies	Nil