

Report on Corporate Governance

Company's Philosophy on Corporate Governance

Your Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and its interaction with its stakeholders including shareholders, employees, lenders and the Government. The Company's philosophy is built on fair and transparent governance and disclosure practices. The Company's essential character revolves around values based on transparency, integrity, professionalism and accountability. At the highest level, the Company endeavors continuously to improve upon these aspects. This is done by adopting innovative approaches for leveraging resources and converting opportunities into achievements through proper empowerment and motivation, thereby fostering a healthy growth and development of its human resources.

Governance Framework

Your Company's Governance Structure consists of Board of Directors, its Committees and the Management.

I. Board of Directors

A. Composition of Board

Your Company's Board has an optimum combination of Executive, Non-Executive and Independent Directors with considerable experience in their respective fields. Out of 7 (seven) members on the Board, your company has a Non-Executive Chairman who is also the Promoter of the Company & a Non-executive Director and 4 (Four) Independent Directors who are known for high level of experience and good governance. The Managing Director & CEO is responsible for the overall management of the affairs of the Company under the supervision of the Board of Directors.

The composition of our Board and the number of Directorships held by each Director is detailed below:

Table 1

Name of the Director	Category	Number of Directorships held in other companies	Number of Board Committee Memberships held in other companies	Number of Chairmanship of Board Committees held in other companies
Mr. Sanjay Govil, Promoter & Chairman	Non - Executive	-	-	-
Mr. Upinder Zutshi, Managing Director & CEO	Executive	1	-	-
Mr. Ravindra Rama Rao Turaga	Independent	-	-	-
Mr. Narendra Kumar Agrawal	Non - Executive	9	-	-
Mr. Ajai Kumar Agrawal	Independent	-	-	-
Mr. Ashok Kumar Garg*	Independent	-	-	-
Mrs. Sadhana Dikshit**	Independent	-	-	-

* Appointed on the Board as an Additional Independent Director w.e.f November 13, 2014.

** Appointed on the Board as an Additional Independent Director w.e.f February 12, 2015.

Note:

Table 1 excludes Directorships in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

As of March 31, 2015 none of the Directors are related inter-se.

As per the disclosures received, none of the Directors of the Company hold membership in more than ten committees nor act as a Chairman of more than five committees of boards across all Companies where he/ she holds Directorships.

B. Independent Directors

Your Company has during the year 2014-15, appointed 2(two) Additional Independent Directors pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement for a period of 5(five) and 3(three) consecutive years.

The Independent Directors have submitted declarations that they meet the criteria of Independence as per the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. A statement in regard to this is annexed in the Board Report. Further, the Independent Directors have confirmed that they do not hold directorship in more than 7(seven) listed companies.

Your Company had also issued formal appointment letters to all the Independent Directors in the same manner as provided under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Board Meetings Procedures

The Board meets at least 4 (four) times a year i.e atleast once in every quarter and the maximum gap between two meetings is not more than 120 days. The Board also meets as and when necessary to address specific issues concerning the business of your Company. The tentative annual calendar of the Board Meetings for the ensuing year is decided in advance by the Board.

The Board Meetings are governed by a structured Agenda. The Agenda along with the detailed explanatory notes and supporting material is circulated to the members of the board before each meeting to facilitate effective decision making. The Board members are also apprised by the Managing Director & CEO on the overall performance of the Company through presentations and detailed notes.

The Board has complete access to any information within your company which includes the information as specified in Annexure X to Clause 49 of the Listing Agreement and they are updated about their roles and responsibilities in the Company.

The Board periodically reviews Compliance Reports of all laws applicable to the Company and steps taken by the Company to rectify instances of non-compliances, if any.

The Company in accordance with the Companies Act, 2013 provisions and the Rules thereunder provides for the facility to the Directors to attend the Meetings of the Board through video conferencing mode except the meetings which are not permitted to be carried out by video conferencing.

The proceedings of each of the meetings of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014.

During the Financial Year 2014-15, 7 (Seven) Board Meetings of the Company were held on May 15, 2014; June 04, 2014; July 16, 2014; August 11, 2014; November 13, 2014; January 19, 2015 and February 12, 2015.

Table 2

Attendance of Directors at Board Meetings and at the Annual General Meeting (AGM)

Name of the Director	No. of Board Meetings Attended	Whether attended the AGM held on September 24, 2014
Mr. Sanjay Govil	3	Yes
Mr. Upinder Zutshi	7	Yes
Mr. Ravindra Rama Rao Turaga	6	Yes
Mr. Narendra Kumar Agrawal	7	Yes
Mr. Ajai Kumar Agrawal	7	Yes
Mr. Ashok Kumar Garg*	2	N.A.
Mrs. Sadhana Dikshit**	0	N.A.

* Appointed on the Board as an Additional Independent Director w.e.f November 13, 2014.

** Appointed on the Board as an Additional Independent Director w.e.f February 12, 2015.

Familiarization Programme

Pursuant to Clause 49 of the Listing Agreement, your Company conducts Familiarization Programme for the Independent Directors about their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model, operations of the Company etc. They are also informed about the Code of Conduct for the Board Members and the Code of Conduct to regulate, monitor and report Insider trading etc.

The Familiarization Programme in terms of Listing Agreement is uploaded on the website of the Company and can be accessed through the following link:

<http://www.infinite.com/downloads/policies/FamilizationProgrammeforIndependentDirectors.pdf>

Independent Directors Meeting

The Independent Directors Meeting in accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement was held on February 11, 2015, without the presence of the Chairman & Managing Director and other Non-executive Non-Independent directors of the Company.

Performance Evaluation

The Nomination & Remuneration Committee of the Company, in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement laid down the criteria for the Performance Evaluation of the Board and every Director including Independent Directors.

Accordingly, the Performance Evaluation of the Board, each Director and the Committees was carried out for the Financial Year under review. All the Directors are participative, interactive and communicative. The information flow between the Company's management and the Board is complete, timely with good quality and sufficient quantity.

II. Committees of the Board

The Board has constituted 4 (four) sub-committees namely Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

The proceedings of the meetings are captured in the same manner as the Board meetings. The minutes of the Committee meetings are tabled at the Board Meeting and the members of the Board are debriefed on the important discussions and deliberations.

A. Audit Committee

The Company has a duly constituted Audit Committee in line with the statutory provisions of the Clause 49 of the Listing Agreement and the Companies Act, 2013 and the Rules made thereunder. Majority of the members of the Committee are Independent Directors.

The Chairman of the Committee is Mr. Ravindra Rama Rao Turaga. He is a member of the Institute of Chartered Accountants of India and into practice for the last 34 years. He heads a practicing CA firm T. Rama Rao & Co., providing professional services in the field of Audit, Taxation, Accountancy, Company Law, Finance, Investments and Capital Market Services. All the other members of the Committee are financially literate and have accounting or related financial management expertise.

The Company invites such of the executives as it considers appropriate to be present at the Audit Committee meetings. The Executive Vice President & CFO ("Chief Finance Officer"), Statutory and the Internal Auditors are invited to attend and participate in these meetings. The Company Secretary of the Company acts as the Secretary to the Committee.

Composition and Attendance

During the Financial Year 2014-15, 4 (four) meetings of the Committee were held on May 15, 2014; August 11, 2014; November 13, 2014 and February 11, 2015.

The Composition of the Committee and details of the meetings held and attended by the members is as under:

Table 3

Name of the Director	Category of Director	Chairman / Member	No. of Board Meetings Attended
Mr. Ravindra Rama Rao Turaga	Non - Executive Independent Director	Chairman	4
Mr. Narendra Kumar Agrawal	Non - Executive	Member	4
Mr. Ajai Kumar Agrawal	Non - Executive Independent Director	Member	4

Powers of the Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of Reference of the Audit Committee

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- c. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.
- d. Reviewing with management, the Annual Financial Statements and Auditors Report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - ii. Changes, if any, in Accounting Policies and Practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - iv. Significant adjustments made in the Financial Statements arising out of Audit findings.
 - v. Compliance with Listing and other legal requirements relating to Financial Statements.
 - vi. Disclosure of any Related Party Transactions.
 - vii. Qualifications in the draft Audit Report.
- e. Reviewing with the management, the quarterly Financial Statements before submission to the Board for approval.
- f. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g. Review and monitor the Auditor's independence and performance and effectiveness of the Audit process.
- h. Approval or any subsequent modification of transactions of the Company with Related Parties.
- i. Scrutiny of Inter-Corporate Loans and Investments.
- j. Valuation of undertakings or assets of the Company, wherever it is necessary.
- k. Evaluation of Internal Financial Controls and Risk Management Systems.
- l. Reviewing with the management, performance of statutory and Internal Auditors and the adequacy of Internal Control systems.
- m. Reviewing the adequacy of Internal Audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- n. Discussing with Internal Auditors any significant findings and follow up thereon.
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board.
- p. Discussing with Statutory Auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r. To review the functioning of the Whistle Blower Mechanism.
- s. Approval of appointment of CFO (i.e. Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
- t. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B. Nomination & Remuneration Committee

The Board at its meeting held on May 15, 2014, changed the nomenclature of the existing Remuneration & Compensation Committee to Nomination & Remuneration Committee in line with the statutory provisions of the Clause 49 of the Listing Agreement and the Companies Act, 2013 and the Rules made thereunder and also revised its terms of reference.

Composition & Attendance

During the Financial Year 2014-15, 4 (four) meetings of the Committee were held on May 15, 2014; August 11, 2014; November 13, 2014 and February 11, 2015 which were attended by all its members.

The composition of the Nomination & Remuneration Committee is as follows:

Table 4

Name of the Director	Category of Director	Chairman / Member
Mr. Ajai Kumar Agrawal	Non - Executive Independent Director	Chairman
Mr. Narendra Kumar Agrawal	Non - Executive	Member
Mr. Ravindra Rama Rao Turaga	Non - Executive Independent Director	Member

Terms of reference:

- a. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with a prescribed criteria, recommend to the Board their appointment and removal.
- b. Lay down the evaluation criteria for Performance Evaluation of Independent Directors and the Board.
- c. Carry out evaluation of every director's performance and also the performance of the Board.
- d. Formulation of the criteria for determining, qualifications, positive attributes and Independence of a Director.
- e. Recommending to the Board a policy, relating to the remuneration of Directors, Key Managerial Personnel and other employees. While formulating the policy, the committee must ensure that:
 - i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
 - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - iii. Remuneration of Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
 - iv. Taking into account factors it deems relevant and gives due regard to the interest of shareholders and to the financial and commercial health of the Company.
- f. Devise a policy on Board diversity.
- g. Administration and Superintendence of the Employee Stock Option Scheme (ESOS)
- h. Formulation of detailed terms and conditions of the ESOS.
- i. To determine the number of stock options to be granted under the Company's ESOS and perform such other functions as may be specified under the SEBI (ESOS & ESOS) Guidelines, 1999/SEBI (Share Based Employee Benefits) Regulations, 2014
- j. To secure attendance of any person/outside with relevant expertise, if it considers necessary
- k. Such other matters as may from time to time be required by any Statutory, contractual or other regulatory requirements to be attended by the Nomination & Remuneration Committee.

Remuneration Policy

The Remuneration Policy of the Company is based on the following criteria:

- Performance of the Company, its division and units
- Track Record, potential and individual performance
- External Competitive Environment
- Balance between the fixed and incentive pay

Details of the Compensation to Non-Executive Directors' compensation and disclosures

Non-Executive Directors are not entitled to any remuneration except sitting fees being paid to them in accordance with the provisions of Section 197 of the Companies Act, 2013 for attending the Board and Committee Meetings.

The details of the sitting fees paid for the Financial Year 2014-15 and the number of shares held by the Non-Executive Directors in the Company are as follows:

Table 5

Name of the Director	Sitting Fee (in Rs.)	No. of Shares held
Mr. Sanjay Govil	-	8,100
Mr. Ravindra Rama Rao Turaga	4,00,000	650
Mr. Narendra Kumar Agrawal	4,00,000	NIL
Mr. Ajai Kumar Agrawal	4,00,000	NIL
Mr. Ashok Kumar Garg*	80,000	NIL
Mrs. Sadhana Dikshit**	0	NIL

* Appointed on the Board as an Additional Independent Director w.e.f November 13, 2014.

** Appointed on the Board as an Additional Independent Director w.e.f February 12, 2015.

Details of Remuneration to Managing Director & CEO

The table below shows the amount paid to the Managing Director & CEO of the Company for the Financial Year 2014-15:

Table 6

Name	Upinder Zutshi CEO & Managing Director
Salary & Allowances	16,189,028
Bonus/Performance Incentive	75,00,000
Perquisites	-
Retiral Benefits**	3,03,835
Stock options	As detailed below
Tenure	Upto March 31, 2018
Notice Period & Severance Pay	Two months' notice period and a severance pay of twelve months salary plus 1.5 months' salary for every year of service from the start date of the prior employment contract i.e. April 01, 2008
Performance Criteria	As determined by the Nomination & Remuneration Committee

**The above figures do not include provisions for gratuity and premium paid for Group Health Insurance as separate actuarial valuation/premium paid is not available.

Mr. Upinder Zutshi also holds certain stock options granted under the ESOP Scheme of the Company. The details of the same as on March 31, 2015 are as under:

Grant Date	No. of options granted	Grant Price for the options	No. of options vested
September 06, 2010	875,000	160.65	875,000

the options are exercisable within 5 years from the date of vesting

Non-Executive Directors are not entitled to any remuneration except sitting fees being paid to Independent Directors for attending the Board and Committee Meetings. The details of the number of shares held by the Non-Executive Directors are given in Table 5 above.

C. Stakeholders Relationship Committee

The Board at its meeting held on May 15, 2014, changed the nomenclature of the existing Shareholders'/ Investors' Grievance Committee to Stakeholders Relationship Committee in line with the Clause 49 of the Listing Agreement and Companies Act, 2013 and also revised its terms of reference.

The Committee has a mandate to review and redress the shareholder grievances.

Composition and Attendance

During the Financial Year 2014-15, 4 (four) meetings of the Committee were held on May 15, 2014, August 11, 2014, November 13, 2014 and February 11, 2015. The Composition of the Committee and details of the meetings attended by the members is as under.

Table 7

Name of the Director	Category of Director	Chairman / Member	No. of Meetings Attended
Mr. Narendra Kumar Agrawal	Non - Executive	Chairman	4
Mr. Ajai Kumar Agrawal	Non - Executive Independent Director	Member	4
Mr. Ravindra Rama Rao Turaga	Non - Executive Independent Director	Member	4

Mr. Sanjeev Gulati, Executive Vice President & CFO acted as the Compliance Officer till January 18, 2015 after which Mr. Rajat Kalra, Company Secretary of the Company was made the Compliance Officer of the Company by the Board of Directors.

Terms of reference

- To approve share transfers and transmissions.
- To approve splitting of share certificates, consolidation of share certificates and related matters including issue of fresh share certificates in lieu of split/consolidated certificates.
- Issue of duplicate share certificates in lieu of lost, mutilated and destroyed certificates.
- Matters relating to dematerialization of shares and securities.
- Investor relations and redressal of shareholders grievances in general and relating to non-receipt of dividends, interests, non-receipts of balance sheet etc. or any other matter as the Board may think fit/delegate to the Committee.

The Company gives utmost priority to the interests of the shareholders. All the requests/complaints of the shareholders have been resolved to the satisfaction of the shareholders within the statutory time limits.

The status of the shareholders' complaints received during the financial year are as follows:

Particulars	Pending as on April 01, 2014	Received during the year	Disposed of during the year	Pending as of March 31, 2015
Complaints	0	16	16	0

The complaints received were mainly in the nature of non-receipt of remat, rejection non-receipt of dividend and non-receipt of Annual Report.

D. Corporate Social Responsibility (CSR) Committee

During the Financial Year under review, the Board constituted a CSR Committee comprising of 3 (three) Directors with the Chairman being an Independent Director pursuant to the provisions of Section 135 of the Companies Act, 2013.

Composition and Attendance

During the Financial Year 2014-15, the Committee met once on February 11, 2015. The Composition of the Committee and details of the meetings attended by the members is as under:

Table 8

Name of the Director	Category of Director	Chairman / Member	No. of Meetings Attended
Mr. Ashok Kumar Garg*	Non - Executive Independent Director	Chairman	1
Mr. Ravindra Rama Rao Turaga	Non - Executive Independent Director	Member	1
Mr. Narendra Kumar Agrawal	Non - Executive	Member	1

* Appointed on the Board as an Additional (Independent) Director w.e.f November 13, 2014.

Terms of Reference:

- a. Formulate and Recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- b. Recommend the amount of expenditure to be incurred on the CSR activities referred in Schedule VII.
- c. Monitor the CSR Policy of the Company from time to time.
- d. Such other activities as the Board of Directors may determine from time to time.

The details of the CSR initiatives of the Company form part of the CSR Section in the Annual Report. The CSR Policy has been placed on the website of the Company and can be accessed through the following link:

<http://www.infinite.com/downloads/policies/CorporateSocialResponsibilityPolicy.pdf>

iii. Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary in terms of Clause 49 (V) of the Listing Agreement, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively of the Company.

The minutes of the unlisted subsidiary companies, wherever applicable, as also any significant transaction or arrangement entered into by any of its unlisted subsidiary companies, are placed before the Board for its noting. The Audit Committee reviews the Financial Statements including investments made by the unlisted Subsidiary Companies of the Company.

The Board of Directors of the Company at their meeting held on November 13, 2014 approved a policy for determining “material subsidiaries”. The said Policy has been placed on the website of the company at the below address:

<http://www.infinite.com/downloads/policies/PolicyfordeterminingMaterialSubsidiaries.pdf>

iv. Disclosures

a. Basis of Related Party Transactions

There are no materially significant Related Party Transactions during the year having potential conflict with the interests of the Company. Transactions with the Related Parties, as per the requirements of Accounting Standard 18, are disclosed in the Notes to Accounts annexed to the Financial Statements.

Further, the Company has not entered into any transaction of a material nature with the Promoters or Directors or their subsidiaries or their relatives etc. that may have potential conflict with the interests of the Company.

The related party transactions are placed before the Audit Committee meetings for approval on a quarterly basis. The policy on related party transactions is placed on the website of the Company and can be accessed through the following link:

<http://www.infinite.com/downloads/policies/PolicyonRelatedPartyTransactions.pdf>

b. Disclosure of Accounting Treatment

The Company has not followed any differential treatment from that prescribed under Accounting Standards, for preparation of financial statements during the year.

c. Board Disclosures – Risk Management

The Company has laid down systems to inform Board about the risk assessment and minimization procedures. The risks and company's mitigation strategies are discussed and reviewed by Board of Directors, whenever required, to ensure effective controls.

d. Code of Conduct

The Company has adopted a Code of Conduct for its Board Members and Senior Management pursuant to the requirement under Clause 49 of the Listing Agreement and this code has been posted on the Company's website.

All the Board Members and Senior Management affirm the compliance with the code on an annual basis and a declaration to this effect signed by the Managing Director & CEO is provided elsewhere in this Annual Report.

The policy can be accessed at the below link:

<http://www.infinite.com/downloads/policies/CodeofConductforBoardMembersandSeniorManagement.pdf>

e. Proceeds from public issues, rights issues, preferential issues etc.

The IPO proceeds were fully utilized, as per the objects of the issue, during the Financial Year 2013-14. There were no fresh public issue/right issue/ preferential issues etc. for the Financial Year 2014-15.

f. Management

A detailed report on Management Discussion and Analysis is given as a separate section in this Annual Report.

During the year, there have been no material Financial and commercial transactions made by the management, where they have personal interest that may have a potential conflict with the interest of the Company at large.

g. Shareholders:

i. Means of Communication

The Company's quarterly Financial results and any presentation made to the analysts are posted on the Company's website (www.infinite.com).

The quarterly financial results are generally published in the Business Standard (English & Hindi) editions. Financial Results and all material information are also regularly provided to the Stock Exchanges after these are taken on record by the Board.

ii. Disclosure regarding appointment or re-appointment of Directors

Detailed resumes of the Directors seeking re-appointment in the Sixteenth Annual General Meeting pursuant to Clause 49 of the Listing Agreement are provided in the notes appended to the Notice of the Annual General Meeting.

iii. The details of Stakeholder's Relationship Committee are given elsewhere in this report.

iv. The details of Share Transfer Systems are given elsewhere in this report.

h. Details of Non-Compliance

There were no non-compliances by the Company, nor were any penalty, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from April 1, 2014 to March 31, 2015.

i. Vigil Mechanism

The Company has established the necessary Vigil mechanism in line with Clause 49 of the Listing Agreement and the Companies Act, 2013, for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee.

j. CEO/CFO Certification

As required under Clause 49 of the Listing Agreement, the Certificate from CEO/CFO to the Company's Board is given in this Annual Report. (page No.65)

k. Compliance

The Company has complied with all the mandatory requirements under Clause 49 of the Listing Agreement and has adopted non-mandatory requirements as per details given below:

The Board

The Company maintains the Office of the Chairman at its Corporate Office at Plot No. 157, EPIP Zone, Phase II, Whitefield, Bengaluru-560066 and also reimburses the expenses incurred in performance of his duties.

Shareholders Rights

The quarterly financial results are published in newspapers as mentioned above under the heading "Means of Communication" and also displayed on the website of the Company. The results are not separately circulated to shareholders.

Audit Qualifications

There are no audit qualifications in the Company's Financial Statements for the year under reference.

Separate Posts of Chairman and CEO

The Company has separate persons for the positions of Chairman and Managing Director & CEO.

Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

General Body Meetings

Details in respect of the last three Annual General Meetings (AGMs) of the Company are as mentioned below:

Table 9:

Year	Date of AGM	Venue	Time	Special Resolutions Passed
2011-12	August 23, 2012	Air Force Auditorium, Subroto Park, New Delhi - 110010	3.00 P.M.	None
2012-13	August 30, 2013	Air Force Auditorium, Subroto Park, New Delhi - 110010	10.30 A.M.	Partial Modification in the proposed utilization of the proceeds of the Initial Public Offering (IPO)
2013-14	September 24, 2014	Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi - 110003	3.00 P.M.	Creating mortgage/ charge on the assets of the Company

Special Resolution through Postal Ballot

During the year, no resolution was passed through postal ballot and presently, no resolution has been proposed to be passed through Postal Ballot.

General Shareholder Information

Date of Incorporation	: September 06, 1999
Registration No./CIN No.	: L72200DL1999PLC171077
Corporate Office Address	: 157, EPIP Zone, Phase II, Whitefield, Bengaluru - 560066
Registered Office/Address for Correspondence	: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi - 110066 Tel No.: 011-46150845,46. Fax No.: 011-46150830 Email id: shareholder@infinite.com Website: www.infinite.com
Date, Time and Venue of 16th AGM	: September 30, 2015; 11:30 A.M. Kamani Auditorium, No.1, Copernicus Marg, New Delhi-110001
Book Closure Dates	: September 19, 2015 to September 30, 2015 (both days inclusive) : The e-voting facility will commence from Sunday, September 27, 2015 at 9:00 AM and end on Tuesday, September 29, 2015 at 5:00PM
Dividend Payment Date	: N.A
Financial Year	: April 01, 2014 – March 31, 2015
Financial Calendar for 2015-16 (tentative and subject to change)	: Financial reporting for the first quarter ending June 30, 2015 2nd week of August 2015 : Financial reporting for the second quarter ending September 30, 2015 2nd week of November 2015 : Financial reporting for the third quarter ending December 31, 2015 2nd week of February 2016 : Financial reporting for the year ending March 31, 2016 2nd week of May 2016 : Annual General Meeting for the Financial year ending March 31, 2016 September 2016

Listing on Stock Exchanges : The shares of the Company are listed on the following stock exchanges

The BSE Limited : Stock Code: 533154

National Stock Exchange of India Limited : Stock Code: INFINITE

ISIN Number of the Company : INE486J01014

The Company has paid the Annual Listing Fee for the Financial Year 2015-16 to both the Stock Exchanges.

Registrar and Transfer Agent : Bigshare Services Private Limited
(For share transfers and other communication relating to share certificates and change of address) 4E/8, First Floor, Jhandewalan Extn.
New Delhi-110055
Tel: 022-42425004
Fax: 022-23522373
Contact Person: Mr. YK Singhal
Email: bssdelhi@bigshareonline.com

Share Transfer System

With a view to expedite the process of share transfers, the Shareholder/Investor Grievance Committee of the Company has delegated the power of Share Transfer to Managing Director & CEO with appropriate limit. The Managing Director & CEO attend(s) to and approves the share transfers received by the Company and reports the same to the Stakeholders Relationship Committee at their periodical meetings.

Dematerialization of Equity Shares : The shares of the Company are compulsorily traded in dematerialized form and are available for trading in the depository systems of both NSDL & CDSL. As of March 31, 2015, 40,075,760 equity shares of the Company, forming 99.80% of the share capital of the Company, stands dematerialized.

14. Shareholding Pattern of the Company as of March 31, 2015

Category of Shareholders	No. of Shares Held	% to Total
Promoters	28,978,034	72.16
Corporate Bodies	1,299,608	3.24
Foreign Inst. Investor	15,17,807	3.78
Non Resident Indians	1,740,046	4.33
Indian Public & Others	6,620,964	16.49
TOTAL	40,156,459	100.00

15. Distribution Schedule as of March 31, 2015

No. of Shares	No. of Shareholders	% of Total	No. of Shares Held	% of Total	
1	500	23,418	93.84	1,315,507	3.27
501	1000	668	2.68	540,455	1.35
1001	2000	358	1.43	532,289	1.32
2001	3000	132	0.52	337,022	0.84
3001	4000	90	0.36	324,162	0.81
4001	5000	63	0.25	303,422	0.76
5001	10000	124	0.50	918,088	2.29
10001	& above	104	0.42	35,885,514	89.36
TOTAL	24,957	100.00	40,156,459	100.00	

16. Details of shares held in Suspense Account

Pursuant to Clause 5A of the Listing, Agreement every Company that comes with a Public Issue/Initial Public Offering (IPO) shall make the following disclosure of shares, which remain unclaimed and lie in the Escrow Account of the Company:

S. No.	Description	No. of Shareholders	No. of Shares.
1	Aggregate No. of shareholders & shares pending at the beginning of the year	9	488
2	No. of shareholders who approached for transfer of shares from suspense account during the year	Nil	Nil
3	No. of shareholders and shares transferred from suspense account during the year	Nil	Nil
4	No. of shareholders and shares outstanding at the end of year	9	488

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

17. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

There are no outstanding GDRs/ADRs/Warrants or any convertible instruments as of March 31, 2015

18. Plant Locations

The Company is in software business and does not require any manufacturing plants but has developments centers in India and Abroad.

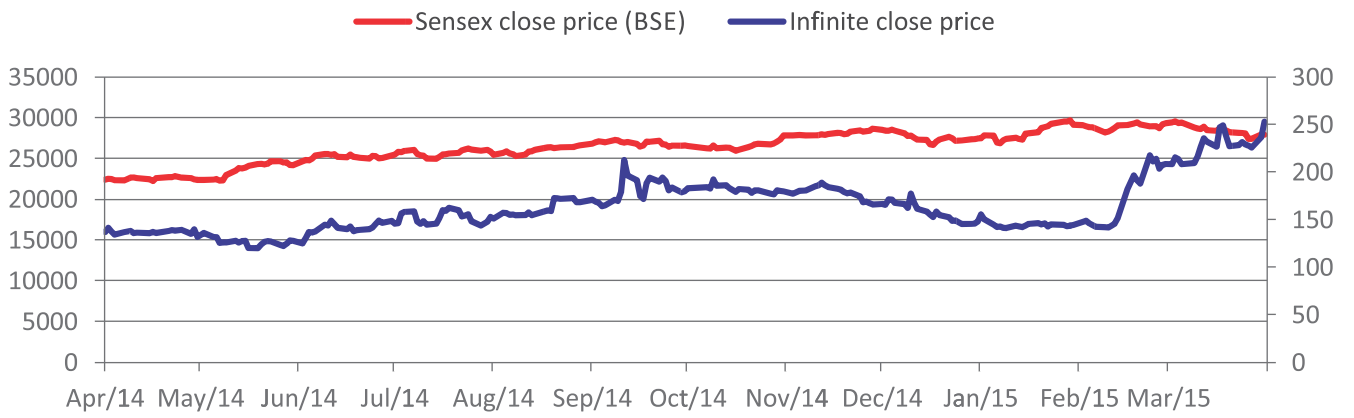
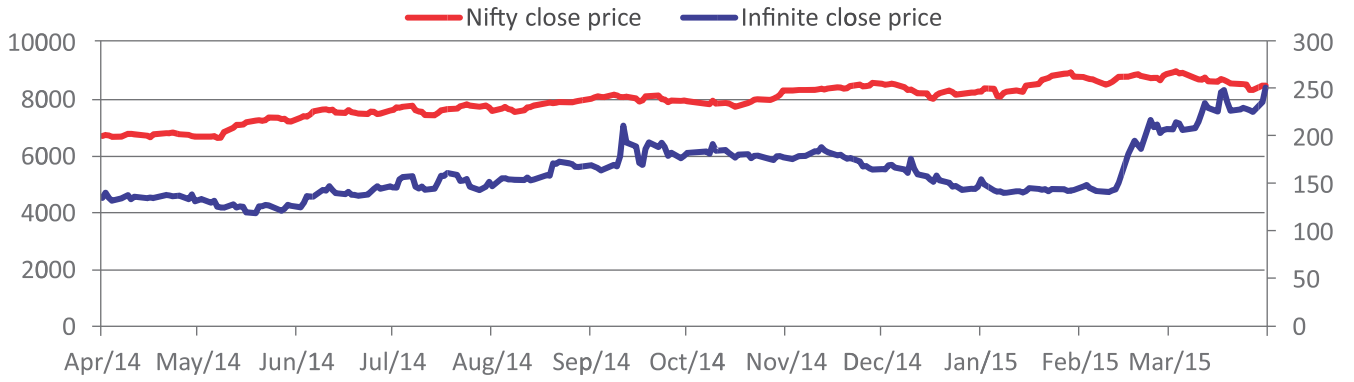
19. Market Price Data

The monthly high and low quotations of the Company's equity shares traded on The BSE Limited and National Stock Exchange of India Limited during each month of the Financial Year ended March 31, 2015, are as follows:

Amount in ₹

Month	NSE		BSE	
	High	Low	High	Low
April 2014	145.35	130.55	144.90	131.15
May 2014	136.80	117.00	137.45	116.50
June 2014	153.55	125.40	153.00	125.00
July 2014	168.80	140.10	167.45	140.00
August 2014	184.00	145.10	184.00	150.00
September 2014	213.80	164.25	215.25	163.80
October 2014	199.00	174.50	198.25	176.00
November 2014	193.90	165.25	195.25	165.00
December 2014	182.70	143.30	183.40	144.10
January 2015	159.50	140.05	158.65	140.00
February 2015	231.90	140.35	231.90	141.10
March 2015	259.90	205.00	259.60	205.00

20. Share performance chart of the Company in comparison to broad based indices



Auditors' Certificate

on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreements

To the Members of

Infinite Computer Solutions (India) Limited

We have examined the compliance of conditions of Corporate Governance by Infinite Computer Solutions (India) Limited ("The Company") for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Sd/-

C V Savit Kumar Rao

For **Amit Ray & Co.**

Chartered Accountants

Partner (M.No: 70009)

Firm ICAI Reg. No: 000483-C

Place : Bengaluru

Date : May 21, 2015

Code of Conduct

Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct pursuant to Clause 49 of the Listing Agreement

I, Upinder Zutshi, Managing Director and Chief Executive Officer (CEO) of Infinite Computer Solutions (India) Limited ("the Company") confirm that the Company has adopted a Code of Conduct ("Code") for its Board Members and Senior Management Personnel and the Code is available on the Company's website.

I, further confirm that the Company has in respect of the Financial Year ended March 31, 2015, received from its Board Members as well as Senior Management Personnel affirmation as to compliance with the Code of Conduct.

Sd/-

Upinder Zutshi

Managing Director & CEO

(DIN: 01734121)

Place : Bengaluru

Date : May 21, 2015

CEO/CFO Certification

Certificate by the Chief Executive Officer and Chief Financial Officer pursuant to Clause 49 of the Listing Agreement

The Board of Directors
Infinite Computer Solutions (India) Limited
155, Somdutt Chambers II
9, Bhikaji Cama Place
New Delhi-110066

We, Upinder Zutshi, Managing Director & Chief Executive Officer and Sanjeev Gulati, Chief Financial Officer certify to the Board that:

- a. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2015 and that to the best of their knowledge and belief
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of their knowledge and belief, no transactions entered into by Infinite Computer Solution (India) Limited during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee that-
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

Sd/-
Upinder Zutshi
Managing Director & CEO
(DIN: 01734121)

Sd/-
Sanjeev Gulati
CFO

Place : Bengaluru
Date : May 21,2015