

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This exit Letter of Offer (“Exit Letter of Offer”) is being sent to you as a Residual Public Shareholder (as defined below) of Infinite Computer Solutions (India) Limited (the “Company”) in respect of the delisting of Equity Shares (as defined below) from the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (NSE and BSE collectively referred to as the “Stock Exchanges”) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended (“SEBI Delisting Regulations”). In case you have recently sold your Equity Shares in the Company, please hand over this Exit Letter of Offer and the accompanying documents to the member of the stock exchange through whom the sale was effected or the person to whom you sold your equity shares, as the case may be. Capitalized terms used and not defined herein shall have the meaning given to them in the Public Announcement and the Letter of Offer (each as defined below).

<p><b>EXIT LETTER OF OFFER</b>                  for Voluntary Delisting of Equity Shares of the Company                  To: the Residual Public Shareholders of  <b>Infinite Computer Solutions (India) Limited</b>                  (CIN: L72200DL1999PLC171077)  <b>Registered Office:</b> 155, Somdutt Chambers II, 9 Bhikaji Cama Place, New Delhi - 110 066                  Tel: +91 11 4615 0845 - 47, Fax: +91 11 4615 0830  <b>Corporate Office:</b> Plot No. 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru - 560 066                  Tel: +91 80 4193 0000, Fax: +91 80 4193 0009  <b>Website:</b> <a href="http://www.infinite.com">www.infinite.com</a>, <b>Email:</b> <a href="mailto:cs@infinite.com">cs@infinite.com</a>  <b>Contact Person:</b> Mr. Saurabh Madaan, Company Secretary  <b>From</b>  <b>M C Data Systems Private Limited (“Acquirer 1”)</b>  <b>Registered Office:</b> 154-155, Somdutt Chamber II, 9, Bhikaji Cama Place, New Delhi - 110 066                  Tel: +91 11 4615 0845 - 47, Fax: +91 11 4615 0830  <b>E-mail:</b> <a href="mailto:secretarial.rocl@gmail.com">secretarial.rocl@gmail.com</a>  <b>And</b>  <b>Inswell IT Applications Private Limited (“Acquirer 2”)</b>  <b>Registered Office:</b> 157, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi - 110 066                  Tel: +91 11 4615 0845 - 47, Fax: +91 11 4615 0830  <b>E-mail:</b> <a href="mailto:secretarial.rocl@gmail.com">secretarial.rocl@gmail.com</a>  <b>(Acquirer 1 and Acquirer 2 are collectively referred to as “Acquirers”)</b>                  inviting you to tender your fully paid-up equity shares of face value of Rs 10 /- each held by you in Infinite Computer Solutions (India) Limited (“Equity Shares”) to the Acquirers in accordance with Regulation 21 of the SEBI Delisting Regulations, as amended at the Exit Price (as defined below) (“Exit Offer”).  <b>EXIT PRICE: RS. 480/- PER EQUITY SHARE (“EXIT PRICE”)</b>                  NOTE: THE EQUITY SHARES OF THE COMPANY WILL BE DELISTED FROM BSE AND NSE WITH EFFECT FROM DECEMBER 21, 2018</p>	
<p><b>THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR REGISTERED POST/SPEED POST OR COURIER (AT SHAREHOLDER’S OWN RISK AND COST) ALONG WITH ALL APPLICABLE DOCUMENTS IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN THIS EXIT LETTER OF OFFER</b></p>	
<p><b>Exit period opening date: December 21, 2018, Friday</b></p>	<p><b>Exit period closing date: December 20, 2019, Friday</b></p>
<p><b>MANAGER TO THE EXIT OFFER</b></p>	<p><b>REGISTRAR TO THE EXIT OFFER</b></p>
 <p><b>SPA Capital Advisors Limited</b>                  SEBI Regn. No.: INM000010825                  25, C - Block, Community Centre                  Janak Puri, New Delhi - 110 058                  Tel. No. +91 11 4558 6600, 4567 5500                  Fax No. +91 11 2557 2342                  Email: <a href="mailto:infinite.delist@spagroupindia.com">infinite.delist@spagroupindia.com</a>                  Investor Grievance e-mail id:  <a href="mailto:grievances.mb@spagroupindia.com">grievances.mb@spagroupindia.com</a>                  Website: <a href="http://www.spacapital.com">www.spacapital.com</a>                  Contact Person: Ms. Manisha Sharma /                  Mr. Sri Krishna Tapariya</p>	 <p><b>Bigshare Services Private Limited</b>                  SEBI Regn. No.: INR000001385                  4-E/8, First Floor, Jhandewalan Ext                  New Delhi - 110 055                  Tel: +91 11 2352 2373                  Fax: +91 11 2352 2373                  E-Mail: <a href="mailto:delisting@bigshareonline.com">delisting@bigshareonline.com</a>                  Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>                  Contact Person: Mr. Y. K. Singhal</p>

Dear Shareholder(s),

**This is an invitation to tender your Equity Shares in Infinite Computer Solutions (India) Limited to the Acquirers at the Exit Price of Rs. 480/- per Equity Share, subject to details and the terms and conditions provided below (“Exit Offer”).**

The Acquirers (i.e., M C Data Systems Private Limited and Inswell IT Applications Private Limited) issued a public announcement (“**Public Announcement**”/ “**PA**”) on October 04, 2018 in Business Standard (English and Hindi all India Editions) and Nav Shakti (Marathi – Mumbai Edition) and dispatched letter of offer dated October 04, 2018 (“**Letter of Offer**”) to all Public Shareholders of the Company. The Acquirers made an offer to acquire 8,344,478 Equity Shares, representing 25.02% of the paid-up capital of the Company from the Public Shareholders in accordance with the SEBI Delisting Regulations and on the terms and conditions set out in the Letter of Offer. The Public Shareholders holding Equity Shares of the Company were invited to tender their Equity Shares (“**Bids**”) pursuant to the reverse book-building process as prescribed in the SEBI Delisting Regulations through the Stock Exchange Mechanism (“**Reverse Book Building**”) during the Bid period which opened on October 11, 2018 and closed on October 17, 2018 in accordance with the SEBI Delisting Regulations. Upon completion of the Bid period, the Acquirers issued a post offer public announcement dated October 18, 2018 (the “**Post Offer Public Announcement**”/ “**Post Offer PA**”) published on October 20, 2018 announcing the success of the Delisting Offer in accordance with the provisions of Regulation 17(a) of the SEBI Delisting Regulations, at an Offer Price of Rs. 480/- per Equity Share. Post completion of the Delisting Offer, the Acquirers acquired 64,86,068 Equity Shares from the Public Shareholders of the Company at the Exit Price of Rs. 480/- per Equity Share determined under the Reverse Book Building as per the SEBI Delisting Regulations (“**Exit Price**”). Pursuant to the acquisition of the Equity Shares validly tendered by the Public Shareholders in the Delisting Offer, the shareholding of the Promoter Group of the Company has increased to 94.43% of the paid up equity share capital of the Company of this Exit Letter of Offer.

Upon closure of the Delisting Offer and in accordance with Regulation 8(5) of the SEBI Delisting Regulations, the Company had applied on October 31, 2018 with the Stock Exchanges seeking final delisting approval of its Equity Shares from the Stock Exchanges. BSE vide its notice number 20181130-41 dated November 30, 2018, has communicated **that trading in the Equity Shares of the Company (Scrip Code: 533154) will be discontinued with effect from December 14, 2018, Friday and the above referred scrip will be delisted from Exchange Record with effect from December 21 2018, Friday,** NSE vide its circular reference number 1323/2018 dated November 30, 2018, has communicated **that the security, Infinite Computer Solutions (India) Limited (“Symbol – INFINITE, Series – EQ/BL) will be suspended from trading with effect from December 14, 2018, Friday (i.e. with effect from closing hours of trading on December 14, 2018, Friday) and further the admission to dealings in security of Infinite Computer Solutions (India) Limited (“Symbol – INFINITE, Series – EQ/BL) shall be withdrawn (delisted) from NSE with effect from December 21 2018, Friday,**

**Thus the date of Delisting of the Equity Shares of Infinite Computer Solutions (India) Limited from Stock Exchanges is Friday December 21, 2018. Delisting means that the Equity Shares of the Company cannot be traded on the Stock Exchanges and a liquid market for trading of the Equity Shares will no longer be available.**

In accordance with Regulation 21 of the SEBI Delisting Regulations, the **Acquirers hereby provides an exit opportunity to the remaining public shareholders** of the Company who did not or were not able to participate in the Reverse Book Building Process, or who unsuccessfully tendered their Equity Shares in the Reverse Book Building Process and are currently holding Equity Shares in the Company (“**Residual Public Shareholders**”), to tender their Equity Shares for a period of one year from the Date of Delisting of the Equity Shares of the Company. Residual Public Shareholders can tender their Equity Shares to the Acquirers at the Exit Price of Rs. 480 per Equity Share at any time from December 21, 2018, Friday till December 20, 2019, Friday (the “**Exit Period**”), on the terms and subject to the conditions set out in this Exit Letter of Offer. This Exit Letter of Offer has been dispatched to all the Residual Public Shareholders of the Company, **whose names appear in the records of registrar of the Company and to the owners of Equity Shares whose names appear as beneficiaries on the records of the respective depositories (as the case may be) as on December 14, 2018, Friday.**

**1. PROCEDURE FOR TENDERING EQUITY SHARES UNDER THE EXIT OFFER BY THE RESIDUAL PUBLIC SHAREHOLDERS**

- If you wish to tender your Equity Shares pursuant to this Exit Offer to the Acquirers, you should:  
Read this Exit Letter of Offer and the instructions herein carefully;
- Complete and sign the accompanying exit application form (“**Exit Application Form**”) in accordance with the instructions contained therein and in this Exit Letter of Offer;
- Ensure that you have credited your Equity Shares to the specified Special Depository Account (details of which are set out in clause 1.1.3 of this Exit Letter of Offer). For details of procedure for tendering the Equity Shares, please refer to para 1.1 of this Exit Letter of Offer.
- **Residual Public Shareholders holding shares in physical form are advised to first dematerialize physical shares which they intend to tender in the Exit offer, since as per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018, inter-alia, every holder of securities of an unlisted public company who intends to transfer such securities on or after October 02, 2018 shall get such securities dematerialized before the transfer. The Company has entered into Tripartite Agreement with NSDL and CDSL to facilitate dematerialization of Equity Shares, pursuant to which ISIN No. INE486J01014 has been allotted in respect of Equity Shares of the Company. The Shareholders interested to dematerialize their equity holding in the company may approach any of the Depository participant of NSDL or CDSL**
- Submit the required documents as mentioned in clause 1.7 and 2.2 of this Exit Letter of Offer, as applicable, by hand delivery or registered post/speed post or Courier to the Registrar to the Exit Offer in accordance with the terms and conditions set out in this Exit Letter of Offer.

*Please contact (“**Registrar to the Exit Offer**”) at the contact details set out on cover page of this Exit Letter of Offer, if you require any clarification regarding the procedure for tendering your Equity Shares.*

## **1.1 Details of Procedure for Tendering the Equity Shares**

- 1.1.1 The Residual Public Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer must submit the following documents by hand delivery or by registered post or speed post or courier (at their own risk and cost) with the envelope marked “**INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED – DELISTING – EXIT OFFER**” so as to reach the Registrar to the Exit Offer at the address as mentioned on the cover page and in clause 1.5 of this Exit Letter of Offer on or before **December 20, 2019, Friday** (i.e. the last date of the Exit Period):
- a. The enclosed Exit Application Form duly filled and signed along with requisite documents, as applicable; and
  - b. A counterfoil / photocopy of their depository participant instruction evidencing transfer of dematerialized Equity Shares to the Special Depository Account, as detailed in clause 1.1.3 below,
- 1.1.2 If the Registrar to the Exit Offer does not receive the documents listed above but receives the shares in the Special Depository Account (as defined below), then the Acquirers may deem the Exit Offer to have been accepted by such resident Residual Public Shareholders.
- 1.1.3 The Residual Public Shareholders must transfer their dematerialized Equity Shares from their respective depository account, in off-market mode, to the special depository account to the Exit Offer with SPA Securities Limited. (“**Special Depository Account**”) details of which are as follows:

<b>DP Name:</b>	SPA Securities Limited
<b>DP ID:</b>	12058600
<b>Client ID:</b>	00086693
<b>Depository:</b>	Central Depository Services (India) Limited
<b>Account Name:</b>	BIGSHARE – INFINITE COMPUTER EXIT OFFER ESCROW ACCOUNT

**Residual Public Shareholders having their beneficiary account with National Securities Depository Limited (NSDL) have to use the inter-depository delivery instruction slip for the purpose of crediting**

**their Equity Shares in favor of the special depository account opened with Central Depository Services (India) Limited (CDSL).**

- 1.1.4 A photocopy of the delivery instructions or counterfoil of the Delivery instructions/inter depository submitted to the depository participant of the Residual Public Shareholder's depository account and duly acknowledged by such depository participant crediting the Residual Public Shareholder's Equity Shares to the Special Depository Account, should be attached to the Exit Application Form. **Please note that all such transfers should be in off-market mode.** Failure to credit your dematerialized Equity Shares into the Special Depository Account shall result in your tender being invalid.
- 1.1.5 In case your depository participant offers the facility of online transfer of shares, then instead of the photocopy of the acknowledged delivery instruction slip you may attach a printout of the computer generated confirmation of transfer of Equity Shares. **Note that the transfer should be made in off-market mode.**
- 1.1.6 It is the responsibility of the Residual Public Shareholders to ensure that their Equity Shares are credited in the Special Depository Account in the manner as mentioned above and their Exit Application Form reaches the Registrar to the Exit Offer before the expiry of the Exit Period.
- 1.1.7 The Equity Shares will be held in the Special Depository Account until the consideration payable has been dispatched to the eligible Residual Public Shareholders. In any case, if Equity Shares are not accepted, the unaccepted Equity Shares will be credited back to the Residual Public Shareholders' depository account.
- 1.1.8 Residual Public Shareholders who are not a residents of India should also submit along with their Exit Application Form, all documents as specified in clause 2.2.
- 1.1.9 Please contact the Registrar to the Exit Offer or Manager to the Exit Offer if you require any clarification regarding the procedure for tendering your Equity Shares.
- 1.2 Residual Public Shareholders holding Equity Shares in physical form**  
Residual Public Shareholders holding shares in physical form are advised to first dematerialize physical shares which they intend to tender in the Exit offer, since as per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018, inter-alia, every holder of securities of an unlisted Public company who intend to transfer such securities on or after October 02, 2018, shall get such securities dematerialized before the transfer. Acquirers therefore cannot accept Exit application form with shares if any, tendered in physical form.
- 1.3 It shall be the responsibility of the Residual Public Shareholders tendering their Equity Shares in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Acquirers or the Registrar to the Exit Offer or the Manager to the Exit Offer shall take no responsibility for the same.** The Residual Public Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable. The Residual Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares failing which the Exit Application Forms may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to such Residual Public Shareholders. On receipt of the Equity Shares in the Special Depository Account, the Acquirers shall assume that the eligible Residual Public Shareholders have submitted their Exit Application Forms only after obtaining applicable approvals, if any. The Acquirers reserves the right to reject those Exit Application Forms which are submitted without attaching a copy of such required approvals.
- 1.4 The Equity Shares to be acquired under this Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected.**
- 1.5 Residual Public Shareholders should ensure that their Exit Application Form, together with the necessary enclosures is received by the Registrar to the Exit Offer on or before the last day of the**

**Exit Period i.e. December 20, 2019, Friday, at the address of the Registrar to the Exit Offer given on the cover page of this Exit Letter of Offer. Further note that hand delivery shall be accepted from Monday to Friday 10AM to 5 PM, except on public holidays.**

In the event some Residual Public Shareholders do not receive, or misplace their Exit Letter of Offer, they may obtain a copy by writing to the Registrar to the Exit Offer at, Bigshare Services Private Limited at their office at 4-E/8, First Floor, Jhandewalan Ext. New Delhi - 110 055, clearly marking the envelope ‘**INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED – EXIT OFFER**’. Further, Residual Public Shareholders may also obtain a soft copy of the Exit Letter of Offer and Exit Application Form from the website of the Registrar to the Offer i.e. [www.bigshareonline.com](http://www.bigshareonline.com) or the website of the Company i.e. [www.infinite.com](http://www.infinite.com)

1.6 In the event that Equity Shares are being tendered on behalf of the Residual Public Shareholders by power of attorney holders (“**PoA Holders**”), the Exit Application Forms shall be signed by the PoA Holders. Further, a copy of the power of attorney executed in favor of the PoA Holders should also be provided in the event that such power of attorney is not duly registered with their depository participant.

1.7 Residual Public Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form:

<b>Category</b>	<b>Procedure / Documents to be submitted</b>
Individual / HUF	1. Exit Application Form duly filled and signed by the registered shareholder
	2. The duly executed /acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares ( <i>in case of online transfer of shares</i> )
Corporate	1. Exit Application Form duly filled and signed by an authorized signatory who is duly authorized by the board resolution.
	2. The duly executed /acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares ( <i>in case of online transfer of shares</i> )
	3. Corporate Authorization / Board Resolution
Bids submitted through Power of Attorney (“ <b>POA</b> ”)	1. Exit Application Form duly filled and signed by the POA holder(s)
	2. The duly executed / acknowledged copy of the delivery instruction slip / a printout of the computer – generated confirmation of transfer of shares ( <i>in case of online transfer of shares</i> ).
	3. Shareholder should ensure that the POA is duly registered with their depository participant.
Custodian	1. Exit Application Form duly filled and signed by an authorized signatory
	2. The duly executed / acknowledged copy of the delivery instruction slip / a printout of the computer – generated confirmation of transfer of shares ( <i>in case of online transfer of shares</i> ).
	3. Corporate Authorization / Board Resolution

## 2. NON-RESIDENT SHAREHOLDERS

2.1 It shall be the responsibility of the Residual Public Shareholders who are non-resident Indians, persons resident outside India, overseas corporate bodies (“**OCBs**”), Foreign Institutional Investors (“**FII**”) / Foreign Portfolio Investors (“**FPI**”), etc. (“**Non- Resident Residual Public Shareholders**”) tendering their Equity Shares in the Exit Offer, to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Acquirers shall take no responsibility for the same. The Non-Resident Residual Public Shareholder should attach a copy of any such approval to the Exit Application Form, wherever applicable. Further, Non-Resident Residual Public Shareholders will have to enclose the original certificate which can authorize the Acquirers to not deduct tax from the consideration payable to such shareholder(s) or as the case may be, to deduct the tax at lower than normal applicable tax rate, obtained from income-tax authorities under Section 195(3) or Section 197 as the case may be, of the Income Tax Act, 1961, and also attach necessary

documentary evidence with respect to period of holding and the cost of acquisition of shares. Further, for tax related clarity Non-Resident Residual Public Shareholders may also refer to clause 6 of this Exit Letter of Offer.

2.2 Non-Resident Residual Public Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form:

Category	Procedure / Documents to be submitted
Non Resident Indian (“NRI”)	1. Exit Application Form duly filled and signed by the registered shareholder(s) or the POA holder(s).
	2. The duly executed/acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares (in case of online transfer of shares).
	3. Should enclose no objection certificate (“NOC”) and Tax Clearance Certificate (“TCC”) under Section 195(3) or Section 197 of the Income Tax Act, 1961 (“Income Tax Act”) from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the shares are held on a long term or short – term basis and cost of acquisition of shares for the purpose of determining capital gains tax.
	4. Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of the RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.
	5. Tax residence certificate (“TRC”) provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.
	6. The NRI shareholder may also provide a bank certificate certifying inward remittance to avail concessional rate of tax deducted at source for long term capital gains under section 115E of Income Tax Act.
	7. Copy of relevant pages of demat account if the shares have been held for more than twenty four months prior to the date of acceptance of Equity Shares under the Exit Offer along with broker invoice/contract note evidencing the date on which the shares were acquired.
	8. Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not available, then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962
Non Resident Company/ FII/ FPI/ OCB	1. Exit Application Form duly filled and signed by an authorized signatory who is duly authorized by the board resolution.
	2. The duly executed/acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares ( <i>in case of online transfer of shares</i> ).
	3. Self-attested SEBI Registration Certificate and copy of notification issued under the Income Tax Act showing name of FPI, as applicable.
	4. Certificate from a chartered accountant (along with proof such as demat account statement) certifying that the shares have been held for more than twenty four months along with acquisition cost, if applicable along with broker invoice /contract note evidencing the date on which the shares were acquired.
	5. Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of the RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.
	6. TRC provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.

	7. Should enclose a NOC under Section 195(3) or Section 197 of the Income Tax Act from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the shares are held on a long term or short term basis and cost of acquisition of shares for the purpose of determining capital gains tax.
	8. Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not available, then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962

2.3 If any of the documents referred to in clause 2.1 and 2.2 above are not enclosed along with the Non-Resident Residual Public Shareholder's Exit Application Form, such Non-Resident Residual Public Shareholder's tender of Equity Shares under the Exit Offer may be treated as invalid.

### 3. PAYMENT OF CONSIDERATION

3.1 Following fulfillment of the conditions mentioned herein, and receipt of the requisite regulatory approvals (if any), the applicable consideration (after deducting applicable withholding tax) will be paid by the Acquirers by way of electronic credit. The Residual Public Shareholders to whom funds have been transferred electronically shall be duly notified by way of a letter by the Registrar to the Exit Offer. The Acquirers will credit the payment to Residual Public Shareholders who have validly tendered their Equity Shares in this Exit Offer following the receipt and verification of duly filled valid Exit Applications Form(s) (together with necessary enclosures, if any) and receipt of the Equity Share(s) in the Special Depository Account.

3.2 The Manager to the Exit Offer, SPA Capital Advisors Ltd., shall instruct Kotak Mahindra Bank Limited, Mumbai (the "**Escrow Bank**") to make electronic fund transfers or issue demand drafts/ pay orders to the Residual Public Shareholders (as the case may be) who have validly tendered their Equity Shares in the Exit Offer. Subject to any regulatory approvals as may be required, the Acquirers intends to make payments on monthly basis, within 10 working days of the end of the calendar month ("**Monthly Payment Cycle**"). The first Monthly Payment Cycle shall commence within 10 working days from the end of **December 31, 2018**. Please note that the Acquirers reserves the right to make payments earlier. The last Monthly Payment Cycle will be within 10 working days from the date of the closure of the Offer i.e. **December 20, 2019**.

3.3 The bank details received electronically from the Residual Public Shareholder's depository participant shall be used for making payment of the consideration. Thus, **the Residual Public Shareholders are advised to ensure that bank account details are updated in their respective depository participant accounts as these bank account details would be used for payment of consideration**. In case the electronic transfers are unsuccessful due to wrong bank accounts details or unavailability of bank account details or availability of incomplete bank account details of the Residual Public Shareholders, the payment of consideration to the Residual Public Shareholder will be done in the form of a demand draft/pay order in favor of the first/sole Residual Public Shareholder and dispatched by registered post/speed post, at the Residual Public Shareholder's sole risk, at the address of the first / sole shareholders' depository participant (however, there will be no obligation on the Acquirers or Manager to the Exit Offer or Registrar to the Exit Offer to do the same). None of the Acquirers, the Company, the Manager to the Exit Offer or the Registrar to the Exit Offer shall be responsible for delay in receipt of consideration by the Residual Public Shareholder.

3.4 The Equity Shares received from any invalid Bids deposited in the Special Depository Account, will be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Residual Public Shareholder in the Exit Application Form.

3.5 The Equity Shares received from Residual Public Shareholder in physical form will be rejected and returned to such Residual Public Shareholder and dispatched by registered post/speed post, at the Residual Public Shareholder's sole risk, at the address of the first/sole shareholders'.

### 4. EXIT PERIOD

4.1 The Residual Public Shareholders may submit their Exit Application Form along with the relevant documents to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. The Residual Public

Shareholders are required to ensure that their Exit Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before **December 20, 2019, Friday**.

## 5. STATUTORY AND OTHER APPROVALS

- To the best of the Acquirer's knowledge, as of the date of this Exit Letter of Offer, there are no statutory or regulatory approvals required to acquire the Equity Shares. If any statutory or regulatory approvals become applicable, the acquisition of Equity Shares by the Acquirers and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- It shall be the primary responsibility of the Residual Public Shareholders tendering Equity Shares in the Exit Offer to obtain all requisite approvals, if any (*including corporate, statutory or regulatory approvals*), prior to tendering the Equity Shares held by them in the Exit Offer, and the Acquirers shall take no responsibility for the same. The Residual Public Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable.

## 6. TAXATION AND TAX TO BE DEDUCTED AT SOURCE

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.**

- 6.1 The consideration payable under this Exit Offer would be chargeable as capital gains under Section 45 of the Income Tax Act, 1961 ("**Income Tax Act**") or as business profits under Section 28 of the IT Act, as the case may be.
- 6.2 All Residual Public Shareholders would be either classified as resident or non-resident. The status as resident or non-resident is to be determined on the basis of criteria laid down in Section 6 of IT Act.
  - (i) In case of Resident Shareholders:**  
No tax is required to be deducted on payment of consideration to resident Residual Public Shareholders.
  - (ii) In case of FIIs / FPIs:**  
As per the provisions of Section 196D(2) of the Income Tax Act, no deduction of tax at source is required to be made from income by way of capital gains arising from transfer of securities payable to a FII or FPI as defined in Section 115AD of the Income Tax Act.
  - (iii) In case of non-resident shareholders, including NRIs:**
    - (a)** As per the provisions of Section 195(1) of the Income Tax Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at the prescribed rate (including applicable surcharge and education cess) and subject to the provisions of the relevant tax treaty. Accordingly, income-tax may have to be deducted at source in the case of Non-resident Indian / foreign company/any other non-resident person at the rate under the Income Tax Act or under the tax treaty, whichever is beneficial to the shareholder unless a lower withholding tax certificate obtained from the tax authorities is furnished to the Acquirers.
    - (b)** The consideration payable to Non-Resident Residual Public Shareholders would be subject to deduction of tax at source at applicable rate of tax (including applicable surcharge and education cess), based on the documents submitted along with the Exit Application Form.
    - (c)** If the non-resident shareholder requires the Acquirer not to deduct tax, or to deduct tax at a lower rate, or on a lower amount, for any reason, they would need to obtain a certificate from the Income tax authorities, either under Section 195(3) or under Section 197 of the Income Tax Act, and submit the same



while submitting the Exit Application Form. In absence of such certificate from the Income tax authorities, the Acquirers shall deduct tax at source at applicable rate of tax (including applicable surcharge and education cess), based on the documents submitted along with the Exit Application Form.

- (d) As per the provisions of Section 2(37A)(iii) of the Income Tax Act for the purposes of withholding tax under Section 195 the rates of income-tax specified in this behalf in the applicable Finance Act or the rate or rates of income-tax specified in the double tax avoidance agreement (“DTAA”) entered into by the Central Government under section 90 of the Income Tax Act, whichever is applicable by virtue of the provisions of Section 90, or Section 90A, as the case may be, i.e. whichever is beneficial, would be the applicable rate of tax. If the Non- Resident Shareholder opts to avail the beneficial provisions as per DTAA, a tax residency certificate of such person from the tax authorities of the country of which such person is the tax resident and prescribed Form 10F, along with all the other prescribed information, should be submitted along with the Exit Application Form. In absence of such certificate, the Acquirer shall deduct the tax as per clause 6.2 (iii) (a) to 6.2 (iii) (c) above.
- (e) In case of a NRI, where it is claimed that he is governed by the provisions of Section 115E of the Income Tax Act, he should submit the relevant information as requested in the Exit Application Form, along with documents in support thereof and to the satisfaction of the Acquirer. In case the information and documents are not submitted or the Acquirer is not satisfied regarding the same, then the rate of tax would be that as applicable to any other non-residents. These can either be documents proving that the Shares were purchased by the Shareholders either from foreign remittances or from funds lying in the NRE account or FCNR account and that these Shares have been declared as such in the return of income filed by the shareholders.

Section 115 E of the Income Tax Act, 1961 stipulates that where the total income of an assessee, being a non-resident Indian, includes (a) any income from investment or income from long-term capital gains of an asset other than a specified asset; (b) income by way of long-term capital gains, the tax payable by him shall be the aggregate of (i) the amount of income-tax calculated on the income in respect of investment income referred to in clause (a), if any, included in the total income, at the rate of twenty per cent; (ii) the amount of income-tax calculated on the income by way of long-term capital gains referred to in clause (b), if any, included in the total income, at the rate of ten per cent; and (iii) the amount of income-tax with which he would have been chargeable had his total income been reduced by the amount of income referred to in clauses (a) and (b).

- (f) In case of any ambiguity, incomplete or conflicting information or information not being provided by the non-resident shareholders, the tax shall be deducted at the maximum rate prescribed for such nonresident shareholder.
- (g) In order to determine the tax implications pursuant to sale of shares, it is advised to consult your tax advisors for the applicable tax provisions including the treatment that may be given by your respective assessing officers in your case, and the appropriate course of action that you should take including submitting any documents along with the Exit Application Form for the purpose of deduction of tax.

**(iv) Other Information:**

- (a) **For the purpose of determining as to whether the capital gains are short-term or long-term in nature:**
  - i. As per the provisions of Section 2(42A) of the Income Tax Act, where a capital asset (being equity shares of the Company being sold in the instant case) is held for a period of less than or equal to 24 months prior to the date of transfer, the same shall be treated as a short-term capital asset, and the gains arising therefrom shall be taxable as short-term capital gains.
  - ii. Similarly, where a capital asset is held for a period of more than 24 months prior to the date of transfer, the same shall be treated as a long-term capital asset, and the gains arising therefrom shall be taxable as long-term capital gains.

- iii. The Acquirer will rely on the documents provided by the Residual Public Shareholder as to whether the capital asset being equity shares of the Company constitute short-term or long-term capital asset for the Shareholder, for the purpose of deduction of taxes at source.
  - iv. Where the information provided by the Residual Public Shareholder is ambiguous, incomplete or conflicting or the information is not available regarding the same, the capital gain shall be assumed to be short-term in nature.
- (b) The rate of deduction of tax in the case of non-residents is dependent on various factors. Since the Acquirers do not have in-house information in respect of various Residual Public Shareholders, all the Residual Public Shareholders have to specify various details in the Exit Application Form including but not limited the following particulars:**
- i. Whether Residual Public Shareholder is a resident or non-resident in India for the tax year under Consideration.
  - ii. As a non-resident to which category the Residual Public Shareholder belongs i.e. NRI, Foreign National (other than NRIs), OCB / Non-Domestic (Foreign) Company, FPI qualifying as a company, FPI other than a company, or any other non-resident - category to be specified.
  - iii. Whether the Shares are held on Investment / Capital Account or on Trade Account.
  - iv. Where the Shares are held on Investment / Capital Account, whether the Equity Shares qualify as long-term capital asset (held for more than 24 months) or short-term capital asset (held for 24 months or less).
  - v. In case of NRIs, whether the Equity Shares were acquired by the individual himself in convertible foreign exchange.
  - vi. Date of acquisition of Equity Shares along with its cost of acquisition.
- (c) Non-resident shareholders (including FIIs and FPIs) are required to submit their PAN for income-tax purposes. In the case of a non-resident, not being a company, or a foreign company (hereafter referred to as 'deductee') and not having permanent account number, the provisions of section 206AA shall not apply if non-resident shareholder furnishes the following details and documents as per Rule 37BC of the Income-tax Rules, 1962:**
- i. Name, e-mail id, contact number;
  - ii. Address in the country or specified territory outside India of which the deductee is a resident;
  - iii. a certificate (TRC) of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
  - iv. Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.
- In case of non-residents (including FIIs and FPIs), if PAN is not submitted or is invalid or does not belong to the Shareholder or the required details and documents as specified above are not submitted, tax shall be deducted @ 20% (twenty percent) or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher, in accordance with provisions of Section 206AA of the Income Tax Act.
- (d) For the purpose of computing the tax deduction at source, Residual Public Shareholders who wish to sale their Shares must submit the documents as required along with the Exit Application Form.
  - (e) **The tax deducted under this Offer is not the final liability of the Residual Public Shareholders or in no way discharge the obligation of Residual Public Shareholders to disclose the amount received pursuant to this sale of shares.**
  - (f) If for any reasons, the income-tax department raises a vicarious liability and seeks to recover the tax on the transaction (which is actually tax liability of the shareholder), the shareholder agrees to indemnify the same.
  - (h) In case of the documents/information as requested in the Exit Application Form are not submitted to the Acquirers or the Acquirers consider the documents/information submitted to be ambiguous/incomplete/

conflicting or not to the satisfaction of the Acquirers, then the Acquirers reserve the right to withhold tax on the gross consideration at the maximum marginal rate as applicable to the category of the Residual Public Shareholder.

**THE ABOVE NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN.**

**ALL THE RESIDUAL PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THE TAX RATES AND OTHER PROVISIONS MAY UNDERGO CHANGES AND THE TAX WILL BE DEDUCTED AT SOURCE AS PER THE APPLICABLE PROVISIONS OF THE INCOME TAX ACT, 1961 PREVAILING AT THE DATE OF PAYMENT OF THE CONSIDERATION.**

**COMPANY SECRETARY AND COMPLIANCE OFFICER OF INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED**

Mr. Saurabh Madaan  
Company Secretary  
Infinite Computer Solutions (India) Limited  
Plot No. 157, EPIP Zone, 2nd Phase,  
Whitefield, Bengaluru - 560 066  
Tel. No.: +91 80 4193 0000  
Fax No.: +91 80 4193 0009  
Email: [cs@infinite.com](mailto:cs@infinite.com)

MANAGER TO THE EXIT OFFER	REGISTRAR TO THE EXIT OFFER
 <p><b>SPA Capital Advisors Limited</b> SEBI Regn. No.: INM000010825 25, C - Block, Community Centre Janak Puri, New Delhi - 110 058 Tel. No. +91 11 4558 6600, 4567 5500 Fax No. +91 11 2557 2342 Email: <a href="mailto:infinite.delist@spagroupindia.com">infinite.delist@spagroupindia.com</a> Investor Grievance e-mail id: <a href="mailto:grievances.mb@spagroupindia.com">grievances.mb@spagroupindia.com</a> Website: <a href="http://www.spacapital.com">www.spacapital.com</a> Contact Person: Ms. Manisha Sharma / Mr. Sri Krishna Tapariya</p>	 <p><b>Bigshare Services Private Limited</b> SEBI Regn. No.: INR000001385 4-E/8, First Floor, Jhandewalan Ext New Delhi - 110 055 Tel: +91 11 2352 2373 Fax: +91 11 2352 2373 E-Mail: <a href="mailto:delisting@bigshareonline.com">delisting@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Contact Person: Mr. Y. K. Singhal</p>

## **GENERAL DISCLAIMER**

Every Residual Public Shareholder who desires to avail of the Exit Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Exit Offer or the Company whatsoever by reason of any loss which may be suffered by Residual Public Shareholder consequent to or in connection with the Exit Offer.

**Signed for and on behalf of the Board of Directors of Acquirers - M C Data Systems Private Limited and Inswell IT Applications Private Limited:**

**For MC Data Systems Private Limited**

Sd/-  
Dinesh Kumar Bhardwaj  
Director

Sd/-  
Sunil Kumar Sharda  
Director

**For Inswell IT Applications Private Limited**

Sd/-  
Dinesh Kumar Bhardwaj  
Director

Sd/-  
Sunil Kumar Sharda  
Director

Place: New Delhi  
Date: December 15, 2018

**Enclosures:**  
-Exit Application Form

## EXIT APPLICATION FORM

(THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION)

### FOR TENDERING EQUITY SHARES OF INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED AT THE EXIT PRICE OF RS. 480 PER EQUITY SHARE

Please read this document along with the public announcement (“**Public Announcement**” / “**PA**”) of October 04, 2018, the letter of offer (“**Letter of Offer**”) dated October 04, 2018, post offer public announcement (“**Post Offer Public Announcement**” / “**Post Offer PA**”) published on October 20, 2018, exit offer public announcement (“**Exit Offer PA**”) Published on December 14, 2018 and the enclosed exit letter of offer dated December 15, 2018 (“**Exit Letter of Offer**”) issued by **M C Data Systems Private Limited and Inswell IT Applications Private Limited** (“**Acquirers**”).

EXIT OFFER		
Exit Period Opens	December 21, 2018	Friday
Exit Period Closes	December 20, 2019	Friday
Exit Price per Equity Share	Rs. 480/- (Rupees Four Hundred and Eighty Only)	

## EXIT APPLICATION FORM

for tender of fully paid-up Equity Shares of face value of Rs.10/- each of

### INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Pursuant to the Exit Offer by **M C Data Systems Private Limited** and **Inswell IT Applications Private Limited** (“**Acquirers**”)

**Residual Public Shareholders should ensure that their Exit Application Form together with necessary enclosures is delivered by hand or sent by registered post / speed post or courier (at the Residual Public Shareholders’ sole cost and risk) to the Registrar to the Exit Offer so as to reach on or before the last day of the Exit Period, at the address of the Registrar to the Exit Offer given on the cover page of the Exit Letter of Offer and in last of this Exit Application Form.**

Dear Sir(s),

**Re: Exit Offer for fully paid up Equity Shares from the Residual Public Shareholders of the Company by the Acquirers in accordance with the provisions of the SEBI Delisting Regulations.**

1. I/We, having read and understood the terms and conditions set out below, in the PA, Letter of Offer, Post Offer PA, Exit Offer PA and Exit Letter of Offer hereby tender my/our Equity Shares in response to the Exit Offer at the Exit Price.
2. I/We hereby undertake the responsibility for the Exit Application Form and the Equity Shares tendered under the Exit Offer and I/We hereby confirm that the Acquirers/ Registrar to the Exit Offer shall not be liable for any delay/loss in transit resulting into delayed receipt or non-receipt of the Exit Application Form along with all requisite documents, or delay/failure in credit of Equity Shares to the Special Depository Account within due time, due to inaccurate/incomplete particulars/instructions or any reason whatsoever.
3. I/We understand that this application is in accordance with the terms and conditions of the Exit Letter of Offer and all other applicable laws.
4. We understand that the Equity Shares tendered under the Exit Offer shall be held in trust by the Registrar to the Exit Offer until the time of the dispatch of payment of consideration calculated at Exit Price and/or the unaccepted Equity Shares are returned.

5. I/We also understand that the payment of consideration will be done, if this application is accepted, after due verification of this Exit Application Form, documents and signatures. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Exit Application Form or the Exit Letter of Offer, this Exit Application Form may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
6. I/We hereby confirm that I have never sold or parted/dealt with, in any manner, the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
7. I/We hereby declare that there are no restraints/injunctions, or other order of any nature which limits/restricts my/our rights to tender these Equity Shares and I/we are the absolute and only owner of these Equity Shares and legally entitled to tender these Equity Shares under the Exit Offer.
8. I/We hereby declare that, if for any reason, the income tax authorities were to make a claim and/or seek to recover any tax, interest or penalty from the Acquirer (where such claim or recovery pertains to, or is relatable to, my/our tax liability), in connection with the Equity Shares tendered by me/us under this Exit Offer, I/we agree to indemnify the Acquirer for the same along with costs related thereto.
9. I/We authorize the Acquirer, Manager to the Exit Offer and Registrar to the Exit Offer to send the payment of consideration by way of crossed account pay order/demand draft/pay order through through registered post or speed post at the address registered with the Company or as the case may be, by RTGS/NEFT/Direct Credit.
10. I/We undertake to return the amount received by me/us inadvertently, immediately.
11. I/We agree that upon acceptance of the Equity Shares by the Acquirer, tendered by me/us under the Exit Offer, I/ we would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Equity Shares.
12. I/We authorize the Acquirer to accept the Equity Shares so offered, which it may decide to accept in terms of the Exit Letter of Offer.
13. If I/we are a non-resident Residual Public Shareholder, I/we have also enclosed with this Exit Application Form the relevant documents referred to in the Exit Letter of Offer, and that if such documents are not enclosed with this Exit Application Form, the Acquirer reserves the right to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Non Resident Residual Public Shareholders on the gross consideration amount payable to such Non Resident Residual Public Shareholders or may treat the Exit Application Form as invalid;
14. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Exit Letter of Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations.
15. I/We hereby confirm that I/we have full power and authority to tender, sell and transfer the Equity Shares which I/we are tendering (together with all rights attaching thereto) and there are no restraints/injunctions, or other orders of any nature which limit/restrict my/our rights to tender the Equity Shares and that I/we have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.

16. I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

**1. Details of the Residual Public Shareholder**

S.No.	Name (in BLOCK LETTERS)	Holder	Name	PAN	
1	(Please write the names of the joint holders in the same order as appearing in the demat account.	Sole/First Holder			
		Second Holder			
		Third Holder			
2	<b>Contact Details:</b>	Tel No:			
		Mobile No:			
		Email Id:			
3	<b>Full Address</b> of the First/Sole Holder (with pin code)				
4	<b>Type of Investor</b> (Please tick (✓) the box to the right of the appropriate category)	Individual(s)	<input type="checkbox"/>	NRI - Repatriable	<input type="checkbox"/>
		HUF	<input type="checkbox"/>	NRI – Non Repatriable	<input type="checkbox"/>
		Domestic Company / Bodies Corporate	<input type="checkbox"/>	FII / FPI / OCB	<input type="checkbox"/>
		Mutual Fund	<input type="checkbox"/>	Insurance Company	<input type="checkbox"/>
		Banks & Financial Institutions	<input type="checkbox"/>	<b>Others (Please Specify)</b>	<input type="checkbox"/>

**2. Details of Residual Public Shareholder's demat account and delivery instruction** executed in favour of Special Depository Account. Please ensure that your Equity Shares are credited into the Special Depository Account in OFF MARKET MODE

*(to be filled in by the tendering Residual Public Shareholder)*

<b>Name of Depository Participant of the Residual Public Shareholder</b>	
<b>ID No. of Depository Participant of the Residual Public Shareholder</b>	
<b>Client ID No. of the Residual Public Shareholder</b>	
<b>Beneficiary's Name (as appearing in DP's records)</b>	
<b>Date of Execution/Acknowledgement of Delivery</b>	
<b>Instruction (Copy enclosed)</b>	
<b>Number of Equity Shares ( In Figures)</b>	
<b>Number of Equity Shares ( in Words)</b>	

<b>Other enclosures, as applicable</b> (Please tick (✓) the box to the right of the appropriate category)	Power of Attorney	<input type="checkbox"/>	Others (Please specify)	<input type="checkbox"/>
	Death Certificate	<input type="checkbox"/>	Corporate Authorization	<input type="checkbox"/>

- By agreeing to participate in the Exit Offer the NR and NRI shareholders give the Company/Acquirers, as the case may be, the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company/ Acquirers for such regulatory reporting, if required by the Company/Acquirers.

### 3. Signatures

I/We hereby tender to the Acquirers, the number of Equity Shares set out or deemed to be set out in this Exit Application Form in accordance with and subject to the terms and conditions herein.

<b>Signature</b>			
	<b>Sole / First Holder</b>	<b>Second Holder</b>	<b>Third Holder</b>

**Note: In case of joint holdings, all holders must sign. In case of bodies corporate the Exit Application Form is to be signed by the authorized signatory under the stamp of the company and necessary board resolution authorizing the submission of this Exit Application Form should be attached.**

<b>Tax Certification (Non-resident shareholders including Non Resident Indians (“NRIs”) / Overseas Corporate Bodies (“OCBs”) / Foreign Portfolio Investors (“FPIs”)) ONLY</b>					
Please refer to the Exit Letter of Offer for details regarding tax to be deducted at source. Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.					
I/We certify that the Equity Shares referred to in Box 2 are held: Please tick (√)					
<b>On Investment / Capital Account</b>			<b>On Trade Account /to be taxed as Business Profits</b>		
I/We certify that the tax deduction on the Equity Shares referred to in Box 2 is to be deducted on account of					
<b>Short Term Gains</b>		<b>Long Term gains</b>		<b>Business profits</b>	
I/We, confirm that the income arising from the transfer of shares tendered by me/us is in the nature of: Please tick (√)					
<b>Capital Gains</b>			<b>Any other income</b>		
<p>Note: Where the equity shares tendered comprise both long term capital assets and short - term capital asset please furnish a statement showing computation of the break up into short term capital gains and long - term capital gains.</p> <p>In the case of NRIs only, where the Equity Shares have been acquired/purchased with or subscribed to in convertible foreign exchange and the shareholder wants to certify himself as having opted/not opted out of Chapter XII-A of the Income Tax Act, 1961 then please tick (√) in the appropriate box below:</p> <p>I certify that:</p> <p>I have not opted out of Chapter XII-A of the Income Tax Act, 1961</p> <p>I have opted out of Chapter XII-A of the Income Tax Act, 1961</p> <p><b>PERMANENT ACCOUNT NUMBER :</b></p> <p><b>(For tax deduction at source purposes)</b></p>					
<b>Documents for non-resident shareholders (FII / FPI)</b>					
I/We have enclosed the following documents that are applicable to me/us (Please tick (√))					
No objection certificate/Tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961					
Previous RBI approvals for holding the Equity Shares referred to in Box 2 or 3 of this Exit Application Form					
Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not available, then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962					
Self-Attested Copy of SEBI registration certificate along with a copy of notification issued under section 115AD of the Income Tax Act, 1961 showing name of FPI					



Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the FPI is a tax resident and prescribed Form 10F, wherever applicable	
<b>Documents for non-resident shareholders (Other than FIIs / FPIs)</b>	
I/We have enclosed the following documents that are applicable to me/us (Please tick (✓))	
No objection certificate/Tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961	
Previous RBI approvals for holding the Equity Shares referred to in Box 2 or 3 of this Exit Application Form	
Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not available, then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962	
Copy of relevant pages of demat account if the shares have been held for more than twenty four months prior to the date of acceptance of Equity Shares under the Offer along with broker invoice/contract note evidencing the date on which the shares were acquired*	
Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable	
Copies of relevant pages of demat account in case of a shareholder claiming benefit mentioned in clause 6 of the Exit Letter of Offer. In case, shares were acquired in physical form and later converted into demat form, banker's certificate related to payment for acquisition of shares in convertible foreign exchange	
<p>*To verify the date of acquisition</p> <p>Notes:</p> <ol style="list-style-type: none"> <li>a) In case the Equity Shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence/Incorporation and that you do not have a "permanent establishment" in India in terms of the Double Taxation Avoidance Agreement ("DTAA") entered into between India and your country of residence.</li> <li>b) In order to avail the benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a tax residency certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence along with the prescribed Form 10F.</li> <li>c) Non-resident shareholders should enclose a copy of the permission received from RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.</li> <li>d) Non-resident shareholders (including NRIs, OCBs and FPIs) should enclose no objection certificate / tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961, indicating the tax to be deducted, if any, by the Acquirers before remittance of consideration at a rate lower than the applicable rate. In absence of such certificate from the Income-tax authorities, the Acquirers shall deduct tax at source at applicable rate of tax (including applicable surcharge and education cess), based on the documents submitted along with the Exit Application Form.</li> <li>e) NRIs, OCBs, FPIs and non-resident shareholders are required to furnish bankers' certificates certifying inward remittance of funds for their original acquisition of Equity Shares of the Company.</li> <li>f) NRIs holding shares on non-repatriable basis and OCBs shall also enclose a copy of the permission received from the RBI, if any, for tendering their Equity Shares in the Exit Offer.</li> <li>g) FPIs are requested to enclose the SEBI Registration Letter;</li> <li>h) Non-resident shareholders (including NRIs, OCBs and FPIs) should also enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. Infinite Computer Solutions (India) Limited and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Delisting Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.</li> <li>i) OCBs are requested to enclose Form OAC of the current year.</li> </ol>	

**CHECKLIST (Please (✓) tick)**

1.	EXIT APPLICATION FORM	
2.	COPY OF ACKNOWLEDGED DEMAT SLIP	
3.	OTHER DOCUMENTS, AS APPLICABLE	

**Notes:**



- **All documents/remittances sent by / to the Residual Public Shareholders will be at their risk and Residual Public Shareholders are advised to adequately safeguard their interests in this regard.**
- **Please read these notes along with the entire contents of the PA, Letter of Offer and Exit Letter of Offer.**
- In the case of **Residual Public Shareholders** other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, etc, as applicable and required in respect of support/verification of this Exit Application Form shall also be provided otherwise the Exit Application Form shall be liable for rejection. Please refer to clause 1.7 and 2.2 of the Exit Letter of Offer, as applicable, for details of documents
- The number of Equity Shares tendered under the Exit Offers should match with the number of Equity Shares credited in the Special Depository Account under the respective Client ID number.
- The consideration shall be paid in the name of sole/first holder.
- In case, the Exit Application Form is not complete in all respects, the same may be liable for rejection.
- **It is the sole responsibility of the Residual Public Shareholders to ensure that their Equity Shares are credited to the Special Depository Account in the manner as mentioned in the Exit Letter of Offer and their application is delivered or reach the Registrar to the Exit Offer on or before the last date of the Exit Period.**
- Before submitting this Exit Application Form to the Registrar to the Exit Offer, please issue necessary instructions to your depository participant (where you hold the depository account in which the Equity Shares of Company are presently held) to credit your Equity Shares **into the Special Depository Account to the Exit Offer (details of which are below)**. Please ensure that your Equity Shares are credited into the Special Depository Account in **OFF MARKET MODE**.

Account Name	BIGSHARE – INFINITE COMPUTER EXIT OFFER ESCROW ACCOUNT
Depository Participant (DP) Name:	SPA Securities Limited
DP ID:	12058600
Client ID:	00086693
Depository:	Central Depository Services (India) Limited

Residual Shareholders having their beneficiary account with National Securities Depository Limited (NSDL) have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the special depository account opened with Central Depository Services (India) Limited (CDSL).

- **It is the sole responsibility of Residual Public Shareholders to ensure that their Equity Shares are credited to the Special Depository Account before the Exit Period ends**

**THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR REGISTERED POST/SPEED POST OR COURIER ALONG WITH ALL APPLICABLE DOCUMENTS IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN THIS EXIT LETTER OF OFFER**

<b>MANAGER TO THE EXIT OFFER</b>		<b>REGISTRAR TO THE EXIT OFFER</b>	
	<b>SPA Capital Advisors Limited</b> SEBI Regn. No.: INM000010825 25, C - Block, Community Centre Janak Puri, New Delhi - 110 058 Tel. No. +91 11 4558 6600, 4567 5500 Fax No. +91 11 2557 2342 Email: <a href="mailto:infinite.delist@spagroupindia.com">infinite.delist@spagroupindia.com</a> Investor Grievance e-mail id: <a href="mailto:grievances.mb@spagroupindia.com">grievances.mb@spagroupindia.com</a> Website: <a href="http://www.spacapital.com">www.spacapital.com</a> Contact Person: Ms. Manisha Sharma / Mr. Sri Krishna Tapariya		<b>Bigshare Services Private Limited</b> SEBI Regn. No.: INR000001385 4-E/8, First Floor, Jhandewalan Ext New Delhi - 110 055 Tel: +91 11 2352 2373 Fax: +91 11 2352 2373 E-Mail: <a href="mailto:delisting@bigshareonline.com">delisting@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Contact Person: Mr. Y. K. Singhal

Residual Public Shareholders are requested to submit all the documents as specified in clause 1.7 and 2.2 of the Exit Letter of Offer, as applicable, along with the Exit Application Form.

**ACKNOWLEDGEMENT SLIP**

**EXIT OFFER FOR INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED**

Received from Mr./Ms./M/s. \_\_\_\_\_ an Exit Application Form for \_\_\_\_\_ Equity Shares of Infinite Computer Solutions (India) Limited at the Exit Price of Rs.480/- per equity share.

Received a photocopy of the Depository Participant Instruction for the transfer of such Equity Shares from the account bearing

<b>DEMAT SHAREHOLDER</b>	
DP ID NO.	
CLIENT ID NO	
NUMBER OF EQUITY SHARES	

<b>ACKNOWLEDGEMENT</b>	
DATE OF RECEIPT	
SIGNATURE OF OFFICIAL	