

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Registered Office: 155, Somduitt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066
Corporate Office: 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru-560066
CIN: L72200DL1999PLC171077 | Website: www.infinite.com | E-Mail: shareholder@infinite.com
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NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below for the proposed issue of bonus shares as fully paid up equity shares having a face value of ₹ 10/- each by Infinite Computer Solutions (India) Limited (the "Company") to the existing shareholders of the Company with an exception to promoter / promoter group is proposed to be passed as a special resolution by way of postal ballot / electronic voting.

The Board of Directors of the Company at its meeting held on September 14, 2017 ("Board Meeting") had, subject to the approval of the members of the Company by way of special resolution and approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved issue of bonus equity shares of ₹ 10/- each, credited as fully paid up, to the holders of the existing equity shares of the Company, to the exception of the Promoter and Promoter Group of the Company, whose names appear in the Register of members/list of Beneficial Owners on such date ("Record Date") in the ratio of 1 (One) equity share for every 26 (Twenty Six) equity shares held, to attain the minimum public shareholding as required under Regulation 19A of Securities Contract (Regulations) Rules, 1957, subject to Section 63 of the Companies Act, 2013, Securities and Exchange Board of India Circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015 as amended from time to time and in accordance with the Rules made thereunder.

An explanatory statement pursuant to section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (the "Postal Ballot Form") for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Prashant Balodia, Partner, M/s. PDSCO & Co; Practicing Company Secretary as the Scrutinizer for the Postal Ballot process. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The members holding equity shares of the Company are requested to carefully read the instructions enclosed with the postal ballot form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at the Registered Office of the Company at 155, Somduitt Chambers -II, 9, Bhikaji Cama Place, New Delhi - 110066, not later than close of working hours (5.00 pm IST) on October 21, 2017. Please note that any postal ballot form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on October 21, 2017 for voting by the members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means ("e-voting") to its members to enable them to cast their votes through e-voting instead of returning duly filled postal ballot forms. E-Voting facility is also provided to all members to enable them to cast their votes electronically instead of dispatching postal ballot forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The members holding equity shares of the Company have both the options of voting i.e. by e-voting and through postal ballot form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through postal ballot form or e-voting. If you are opting for e-voting, then do not vote through postal ballot form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him/the Board in writing, after completion of scrutiny of postal ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on October 23, 2017 and will be displayed at the website of the Company i.e., www.infinite.com and on the website of M/s. Bigshare Services Private Limited and communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE"), (BSE & NSE collectively as the "Stock Exchanges") being the stock exchanges where the equity shares of the Company are listed.

The date of declaration of the results of the postal ballot i.e. October 23, 2017 shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority. The members are requested to consider and, if thought fit, pass the following resolution:

Special Business: Item No. 1

To approve issue of Bonus Shares.

To consider and, if thought fit, to pass the following resolution as a special resolution:

Infinite Computer Solutions (India) Limited

Special Resolution:

RESOLVED THAT in accordance with Section 23, Section 63 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015 issued by Securities and Exchange Board of India ("SEBI") and subject to other applicable regulations and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time and subject to such permissions, sanctions and approvals as may be required from appropriate authorities in this regard and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include a Committee of the Board duly authorized in this behalf) for capitalization of such sum standing to the credit of the capital redemption reserve, the securities premium account and/or any other permitted reserves/ surplus of the Company as per the audited financial statements of the Company for the financial year ended March 31, 2017, as may be considered appropriate, for the purpose of issue of bonus equity shares of ₹ 10/- (Rupee Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, to the exception of the Promoter and Promoter Group of the Company, whose names appear in the Register of members/list of Beneficial Owners on such date ("Record Date") as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 26 (Twenty Six) existing equity share held by them.

RESOLVED FURTHER THAT the Company shall not issue fractional share certificate(s) and instead consolidate all such fractional entitlement(s), if any, and there upon issue and allot equity shares in lieu thereof to a Director or Key Managerial Personnel (KMP) of the Company or such other person or institution authorized to act as trustee, as the Board shall appoint in this behalf, who shall hold the equity shares in trust on behalf of the members entitled to fractional entitlement(s) with the express understanding that such Director(s) or KMP(s) or Person(s) or Institution(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, other than the promoter and promoter group entities, on the date of listing of such shares or within such period of listing as may be decided by the Board, and distribute their sale proceeds (less expenses, if any), subject to taxes, to the members in proportion to their respective fractional entitlement(s) and that in case the aggregate of such shares to be allotted to the Director(s) or KMP(s) or Person(s) or Institution(s) by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in the Company to such Director(s) or KMP(s) or Person(s) or Institution(s) in lieu of such fraction.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident members, Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT in the case of members who hold equity shares or opt to receive the equity shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution including but not limited to fixing of record date, filing of listing application and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit and to give such directions as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner and to do such other acts, things and deeds as may be considered to be necessary or expedient for the purpose of giving effect to this resolution."

By Order of the Board of Directors

for Infinite Computer Solutions (India) Limited

Sd/-
Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Date : September 14, 2017
Place : Gurugram

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special resolution annexed hereto and forms part of this notice.
2. All relevant documents referred to in the explanatory statement are available for inspection of the shareholders at the Company's Registered & Corporate Office on any working day except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST up to October 21, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1

The Company had sought the approval of its shareholders by way of special resolution, through postal ballot notice dated November 02, 2016 for the proposal to Buy-back of upto a total consideration not exceeding ₹ 150 Crores through the Tender Offer route ("Offer"). The shareholders of the Company approved the aforesaid Offer through Postal Ballot, the result of which was announced by the company on December 09, 2016. The Offer opened on February 10, 2017 and closed on February 23, 2017 and the settlement for equity shares accepted under the Offer was made on March 06, 2017. The number of equity shares bought-back under the Buy-back scheme was 56,60,000 at a price of ₹ 265/- per equity, utilizing a total amount of ₹ 149.99 Crores.

Post Buy-back and extinguishment of the shares bought back under the Offer, the paid-up equity share capital of the Company stood at ₹ 330.46 Million comprising of 33,046,459 equity shares of ₹ 10/- each. Further, the public shareholding also reduced from 25.13% to 24.32% of the total equity share capital of the Company.

As per the provisions of the Securities Contract (Regulation) Rules, 1957, the Company is required to maintain a minimum public shareholding of 25% of the aggregate of paid up share capital of the Company. Since presently, the public shareholding is 24.32% of the aggregate of paid-up share capital of the Company, the Company is not in compliance with the minimum public shareholding to the extent of 0.68%.

In order to comply with the requirement of maintaining minimum public shareholding, the Company had approached its Promoter and Promoter Group inter alia requesting them to forgo their entitlement in the bonus issue. The Promoter and Promoter Group of the Company have agreed to forgo their entitlement in the bonus issue to be made by the Company for complying with the requirements of minimum public shareholding of 25% on continuous basis. Therefore, the Company has now proposed to seek approval of the shareholders of the Company to issue and allot fully paid up bonus shares to the members of the Company, to the exception of the Promoter and Promoter Group of the Company, in compliance with the requirements as specified under Circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015 issued by Securities and Exchange Board of India.

It is therefore proposed to capitalise such amount not exceeding ₹ 31 lakhs (Rupees Thirty One Lakhs only) from the capital redemption reserve, the securities premium account and/or any other permitted reserves/surplus of the Company of the Company as per the audited financial statements of the Company for the financial year ended March 31, 2017, as may be considered appropriate, for the purpose of issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, to the exception of the Promoter and Promoter Group of the Company, whose names appear in the Register of Members/ list of Beneficial Owners on such date ("Record Date") as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 26 (Twenty Six) existing equity share held by them. As a result of the proportionate basis of allotment which would be followed during the bonus issuance, there might be fractional shares. The Company shall deal with fractional shares in the manner as proposed in the resolution. As per the Article No. 206 of the Articles of Association of the Company, shareholders' approval is required to capitalise the reserves of the Company.

The Board recommends passing of the special resolution as set out under item no.1 as set out in the notice of postal ballot.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of the shares that may be allotted to them or to their relatives. The Board recommends passing of the resolution set out at Item No. 1 of the notice as a special resolution.

for Infinite Computer Solutions (India) Limited

Sd/-
Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Date : September 14, 2017
Place : Gurugram

Notes and Instructions

1. For the purpose of offering E-Voting facility, the Company has entered into an agreement with NSDL. E-voting is optional for members. A member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from www.infinite.com
2. The instructions for shareholders for e-voting is as under:

Voting Through Electronic Means:

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

Please see the instructions below for details on e-voting facility.

Infinite Computer Solutions (India) Limited

- i. In case of shareholders receiving e-mail from NSDL
 - a. Open e-mail and open PDF file viz; "INFINITE e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch the internet browser and type the following URL: www.evoting.nsdl.com
 - c. Click on the Shareholder – "Login"
 - d. Put User ID and Password as initial password noted in step (a) above.
 - e. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of "e-voting" opens, click on "e-voting: Active Voting Cycles"
 - g. Select "EVEN (Electronic Voting Event Number)" of Infinite Computer Solutions (India) Limited.
 - h. Once you enter the "Cast Vote" Page will open. Now you are ready for e-voting.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at prashant@pdsco.in with a copy marked to evoting@nsdl.co.in.
- ii. Casting of Vote through Postal Ballot Form
 - a. Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.
 - b. The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.
 - c. The member need not use all the votes nor needs to cast all the votes in the same way.
 - d. Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If sent, the same paper/document would not be acted upon.
3. The postal ballot notice is being sent to all the members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on September 15, 2017 along with a postage prepaid self-addressed Business Reply Envelope. The postal ballot notice is also being sent to members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding).
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on September 15, 2017 will be considered for the purpose of voting.
5. Members can download the Postal Ballot Form from the link www.evoting.nsdl.com or www.infinite.com ; or seek a duplicate Postal Ballot Form from the Company's Registrar and Transfer Agent M/s. Bigshare Services Private Limited from their office at 4E/ 8, Jhandewalan Ext. Karol Bagh, New Delhi 110003, fill in the details and send the same to the Scrutinizer.
6. Kindly note that the members can opt only one mode of voting i.e. either by Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote by Postal Ballot Form also and vice versa. However, in case a member has voted both by Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
7. The Company has appointed Mr. Prashant Balodia, Partner, M/s. PDSCO & Co., Practicing Company Secretary, as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
9. The period for voting through physical Ballot and e-voting starts from September 22, 2017 at 9.00 am IST and ends on October 21, 2017 at 5.00 pm IST and any physical ballots received thereafter shall not be considered and e-voting shall be disabled by NSDL.
10. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 pm IST) on October 21, 2017. No other request / details furnished in the self-addressed envelope will be entertained. The Postal Ballot Forms received after close of working hours (5.00 pm IST), October 21, 2017, will be treated as if the same has not been received from the member.
11. The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by the Board, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website: www.infinite.com. The results of the Postal Ballot will be announced on October 23, 2017 and will be communicated to BSE and NSE where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the website of NSDL. The date of declaration of the results of the Postal Ballot i.e. October 23, 2017, shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

CIN: L72200DL1999PLC171077

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

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POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Please read the instructions printed overleaf carefully before completing this form

Sr. No.

1. Name and Registered Address of the Sole/First named Shareholder :
(in block letters)
2. Name(s) of the Joint Holders, if any :
(in block letters)
3. Registered Folio No. /DPID No.* /Client ID No.* :
(*Applicable to members holding shares in dematerialised form)
4. No. of Equity Shares held :
5. I/We hereby exercise my/our vote(s) in respect of the special resolution to be passed through postal ballot for the special business stated in the Postal Ballot Notice of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) at the appropriate box below:

Description	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Issue of bonus equity shares to the existing shareholders, to the exception of the Promoter and Promoter Group, of the Company.			

Place:

Date :

#E-mail address _____ Tel./Mobile No. _____

#May be provided by the Members holding shares in physical form. Members holding shares in electronic form who have not registered their email ID with the depository participant (DP) may please update their email IDs/contact number with the DP.

Signature of the Shareholder

Electronic Voting Event Number (EVEN)	USER ID	Password

INSTRUCTIONS

1. A Member entitled to vote and desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed Pre-paid envelope. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted. It is however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.
2. A member may convey his/her/its assent/dissent in this postal ballot form. The assent or dissent received in any other form shall not be considered valid. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
3. The Postal ballot shall not be exercised by a proxy. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete, defaced, overwritten, torn, improperly or incorrectly ticked Postal Ballot Forms, or signed Postal Ballot Forms where the Member's signature does not tally will be rejected.
5. The self-addressed envelope bears the address of the Scrutinizer appointed in relation to the Postal Ballot process. The duly completed Postal Ballot Form should reach the Scrutinizer as per the time and date mentioned in the postal ballot notice. All postal Ballot Forms received after this will be strictly treated as if reply from such Member, has not been received.
6. The voting rights shall be reckoned in proportion to the Paid-up value of the equity shares registered in the name of the Members as on .
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time specified above.
8. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
9. Members are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Registered Folio/ Client ID, irrespective of the number of joint holders. A Member need not cast all his / her votes in the same manner.
11. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
12. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
13. The Company is pleased to provide e-voting facility as an alternate, to all the members to enable them cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting as well as voting by postal ballot has been set out in the Notes to the Postal Ballot Notice. If a member has voted through e-voting facility, he / she / it, is not required to send the Postal Ballot Form. If a member votes through the e-voting facility and also sends his vote through the Postal Ballot Form, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid by the Scrutinizer.