

# INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

**Registered Office:** 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066  
**Corporate Office:** 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru-560066  
**CIN:** L72200DL1999PLC171077 | **Website:** www.infinite.com | **E-Mail:** cs@infinite.com  
**Phone:** +91 80 41930000, +91 11 46150845 | **Fax:** +91 80 41930009, +91 11 46150830



## NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given to the members of Infinite Computer Solutions (India) Limited, pursuant to Section 110 of the Companies Act, 2013 (“**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**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 voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) is proposed to be passed as a Special Resolution by way of Postal Ballot/Electronic voting in compliance with Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (“**Delisting Regulations**”).

The Board of Directors of the Company at its meeting held on January 24, 2018 (“**Board Meeting**”) had, subsequent to the receipt of letter dated January 08, 2018 received from the Promoter and Promoter Group of the Company in this regard, and 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 the voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) pursuant to the provisions of Chapter IV of the Delisting Regulations.

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 (“**Postal Ballot Form**”) for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Company has appointed Mr. Prashant Kumar Balodia, Partner, M/s. PDS & Co; 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, Somdutt Chambers -II, 9, Bhikaji Cama Place, New Delhi - 110066, not later than close of working hours (5.00 pm IST) on March 07, 2018. 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 March 07, 2018 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 March 09, 2018 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. March 09, 2018 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**

**Voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”)**

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

#### **Special Resolution:**

**“RESOLVED THAT** pursuant to letter dated January 08, 2018 received from the Promoter and Promoter Group of the Company conveying their intention to delist the equity shares of the Company, approval of the Board of Directors of the Company granted in their meeting held on January 24, 2018 to delist the equity shares of the Company, all the applicable provisions of the Companies Act, 2013 and the rules framed

## Infinite Computer Solutions (India) Limited

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, the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to other applicable regulations and guidelines issued by Securities and Exchange Board of India and / Reserve Bank of India 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 of the Company be and is hereby accorded to the voluntary delisting of the Equity Shares of the Company from the National Stock Exchange of India Limited and BSE Limited through acquisition of the 8,344,478 equity shares of the Company held by public shareholders (representing 25.02% of the paid up equity capital of the Company) ("**Delisting Offer**") in accordance with the Delisting Regulations ("**Proposed Delisting**").

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to appoint intermediaries as may be required for the purpose of the Proposed Delisting and to take all steps as may be necessary to give effect to the aforesaid resolution including but not limited to making application to the Stock Exchanges seeking their In-principal and Final approval for the proposed voluntary delisting of equity shares of the Company, file necessary returns, documents, applications with respective regulatory authorities, if any, to appear, represent discuss and respond to queries of any such regulatory authority 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.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors, Director(s) or any other officers/authorized representatives of the Company to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

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

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

Gurugram, January 24, 2018

### 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 upto March 07, 2018.

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

#### Item No. 1

#### **Voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")**

The equity shares of the Company are presently listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (collectively referred to as the "**Stock Exchanges**"). The Promoter & Promoter Group of the Company holds 25,011,036 equity shares of face value of Rs. 10 each representing 74.98% of the total paid up equity share capital of the Company and the balance 8,344,478 equity shares of face value of Rs. 10 each representing 25.02% of the total paid up equity share capital of the Company is held by the Public Shareholders. The Promoter and Promoter Group has informed the Company vide their letter dated January 08, 2018 of their intention to voluntarily delist the equity shares of the Company from the Stock Exchanges in accordance with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**").

#### **Rationale for Delisting**

Substantial acquisition of equity shares and voting rights accompanied with delisting of the Company will enable the Promoter and Promoter Group to:

- A. obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
- B. save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's Business; and
- C. provide an exit opportunity to the public shareholders of the Company.

In view of the above, The Promoter and Promoter Group believe that the Delisting Proposal can provide the Public Shareholders an opportunity to exit from the Company at a price discovered in accordance with the Delisting Regulations. The final delisting price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations ("**Discovered Price**").

#### **Floor Price**

M/s Amit Ray & Co., Chartered Accountants, have vide their certificate dated January 10, 2018 certified that in terms of the Regulation 15(2) of the Delisting Regulations read with Regulation 8(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Floor Price is Rs. 258.51 (Rupees Two Hundred Fifty Eight and Paise Fifty One only) per equity share. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price.

Further, the Board in their meeting held on January 24, 2018 took on record the due diligence report dated January 23, 2018 submitted by SPA Capital Advisors Limited, the Merchant Banker. The Board has further certified in the said meeting that:

1. the Company is in compliance with the applicable provisions of the securities laws;
2. the Promoter and Promoter Group and their related entities are in compliance with the sub-regulation (5) of Regulation 4 of the Delisting Regulations; and
3. the proposed delisting is in the interest of the shareholders.

The offer for the delisting of equity shares will open, subject to receipt of shareholders approval to this resolution and in-principle delisting approvals from the Stock Exchanges. The Promoter shall not proceed with the Delisting Offer unless:

- (i) the Promoter accepts the Discovered Price;
- (ii) the number of Equity Shares validly tendered in the Delisting Offer is sufficient enough to result in the Delisting Offer being successful as per the Delisting Regulations;
- (iii) The Promoter having obtained all the necessary regulatory and statutory approvals as may be required under applicable laws including the Delisting Regulations.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires the approval of the shareholders of the Company by way of a Special Resolution passed through the Postal Ballot/ E-voting. The Special Resolution shall be acted upon if and only if the votes casted in favor of the proposal amounts to atleast two times of the number of votes cast by the public shareholders against it.

The approval of the shareholders is sought for the aforesaid Special Resolution, after which the Promoters will proceed at their discretion, to make an offer to the shareholders of the Company and purchase the shares at an exit price in accordance with the provisions of the SEBI Delisting Regulations

Mr. Sanjay Govil, Non-Executive Chairman of the Company, also being the Promoter of the Company is interested in this resolution.

None of the Directors / Key Managerial Personnel or their relatives (other than Mr. Sanjay Govil) is concerned or interested in the resolution except to the extent of their shareholding in the Company.

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

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

Gurugram, January 24, 2018

#### **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](http://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.

##### **A. 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](http://www.evoting.nsdl.com)

## Infinite Computer Solutions (India) Limited

- 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.

### **B. 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 January 26, 2018 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 January 26, 2018 will be considered for the purpose of voting.
  5. Members can download the Postal Ballot Form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or [www.infinite.com](http://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., New Delhi 110055, 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 Kumar Balodia, Partner, M/s. PDS & Co., 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 February 06, 2018 at 9.00 am IST and ends on March 07, 2018 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 March 07, 2018. 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), March 07, 2018, 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 him, 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](http://www.infinite.com). The results of the Postal Ballot will be announced on March 09, 2018 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. March 09, 2018, shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.
  12. For any queries, members/beneficial owners may contact the Company’s Registrar & Transfer Agent M/s. Bigshare Services Private Limited at 4E/ 8, Jhandewalan Ext. New Delhi-110055.

# INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

CIN: L72200DL1999PLC171077

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

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

Website: www.infinite.com | E-Mail:shareholder@infinite.com

Phone: +91 80 41930000, +91 11 46150845 | Fax: +91 80 41930009, +91 11 46150830



## 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)
To approve voluntary delisting of the Equity Shares of the Company from the National Stock Exchange of India Limited and BSE Limited through acquisition of the 8,344,478 equity shares of the Company held by public shareholders.			

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.