

## NOTICE OF THE ANNUAL GENERAL MEETING

### 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: shareholder@infinite.com  
Phone: +91 80 41930000, +91 11 46150845 | Fax: +91 80 41930009, +91 11 46150830

NOTICE is hereby given that the Eighteenth (18<sup>th</sup>) Annual General Meeting (“AGM”) of the members of Infinite Computer Solutions (India) Limited (“Company”) will be held on Thursday, September 28, 2017 at 10.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi – 110003 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the Financial Year ended as on March 31, 2017 together with Reports of Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Sanjay Govil (DIN 01141389) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, M/s HDSG & Associates, Chartered Accountants (FRN: 002871N) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Amit Ray & Co., Chartered Accountants (FRN: 000483C), the retiring Statutory Auditors, to hold office for a term of five (5) years i.e. from the conclusion of this meeting till the conclusion of the Twenty Third (23rd) Annual General Meeting of the Company to be held in the year 2022, subject to ratification each year, at such remuneration as shall be mutually agreed between the Board of Directors or Committee of the Board thereof and the statutory Auditors .

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”), read with Schedule V to the Act and pursuant to the Articles of Association of the Company, the consent of the members be and is hereby accorded for payment of remuneration mentioned herein below to Mr. Upinder Zutshi, Managing Director & CEO (DIN: 01734121) of the Company, for financial year 2017-18.
  - a. Salary – ₹ 17.79 lakh per month with authority to the Board of Directors to revise it from time to time subject however to a ceiling of ₹ 25.00 lakh per month.
  - b. Performance Bonus:- for each accounting year as may be decided by the Board of Directors upto a sum not exceeding ₹ 3.00 Crore per annum

In addition to the above, he shall also be provided the following benefits as per policy/rules of the Company or as approved by the Board of Directors from time to time:

- Company car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone /Internet Connection(s) at home.
- Company's contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- Admission and Annual Membership Fee for Clubs.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company's policy.
- He will also be eligible for other stock and non-stock based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

RESOLVED FURTHER THAT the other terms and conditions with respect to appointment of Mr. Upinder Zutshi, Managing Director & CEO of the Company, as mentioned in the resolution passed in the 14th Annual General Meeting held on August 30, 2013, shall remain the same.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, performance evaluation payment, perquisites and other allowances payable to Mr. Upinder Zutshi shall not exceed the limits prescribed under the Companies Act, 2013 and the Rules made there under or any statutory modification or re-enactment thereof read with schedule V of the Act, except with the approval of Central Government (if required).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary return(s) with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

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

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

Place : Bengaluru  
Date : May 23, 2017

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE RECEIVED BY THE COMPANY NOT LATER THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.
2. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS MAY BE APPLICABLE. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS IS ANNEXED HERETO AND FORMS A PART OF THE NOTICE.
4. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
5. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution/Power of Attorney together authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Additional information, as required under Regulation 36 (3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of the Director recommended for appointment/re-appointment at the Annual General Meeting is annexed hereto and forms a part of the notice.
7. Additional information, as required under Secretarial Standards-2 issued by Institute of Company Secretaries of India, in respect of increase in the remuneration of Mr. Upinder Zutshi, Managing Director & CEO (DIN: 01734121) of the Company at the Annual General Meeting is set out in the explanatory statement
8. The Register of Directors and Key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the meeting. The Register of Contracts or Agreements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
9. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
10. The route map showing directions to reach the venue of the AGM is enclosed to this notice.
11. Relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 10:00 a.m. to 2:00 p.m. except on Saturdays, Sundays and all Public Holidays upto the date of Annual General Meeting.
12. The Register of Members and the Share Transfer Books of the Company shall remain closed on the Book Closure Dates i.e. September 22, 2017 to September 28, 2017 (both days inclusive).
13. The certificate from the Auditors of the Company certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 is available for inspection at the Registered Office of the Company between 10.00 a.m. to 2.00 p.m. except on Saturdays, Sundays and all Public Holidays upto the date of AGM and will also be available for inspection during the AGM.
14. Pursuant to the provisions of Section 125(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends from time to time on due dates to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Authority (Appointment of Chairperson and Members, holding of meetings and provision for offices and officers) Rules, 2016 [erstwhile Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012], the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 29, 2016 (date of last Annual General Meeting) on the website of the Company ([www.infinite.com](http://www.infinite.com)), as also on the website of the Ministry of Corporate Affairs.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
16. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company/RTA for registration of transfer of securities.

17. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
18. Members are requested:
  - a. to notify any change in their registered address along with PIN CODE number to their respective Depository Participants (DPs) in respect of shares held in electronic form and to the Registrar & Share Transfer Agent of the Company – Bigshare Services Private Limited in respect of shares held in physical form; and
  - b. to register their e-mail address and changes therein from time to time with respective DPs for shares held in demat form and with Company's RTA for shares held in physical form.
19. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to send their queries as addressed to the Company Secretary at the Company's Registered Office, at least 10 days before the Meeting, so that the information can be compiled in advance.
20. Members/proxies are requested to kindly take note of the following:
  - i. Copies of the Annual Report will not be distributed at the venue of the Meeting;
  - ii. Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting;
  - iii. In all correspondence with the Company and/or the R&T Agent, Folio No./DP ID & Client ID and contact details such as e-mail address, contact no. must be quoted.
21. Electronic Copy of the Notice of the 18<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip, Proxy Form and route map is being sent to all the Members whose E-mail IDs are registered with the Company/Company's registrar/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.
22. Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent by the permitted mode.
23. Members may also note that the Notice of the 18<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2017 will also be available on the Company's website [www.infinite.com](http://www.infinite.com) for download.
24. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Amit Ray & Co., Chartered Accountants (FRN: 000483C) shall retire at the conclusion of the 18<sup>th</sup> Annual General Meeting of the Company. Pursuant to the said provisions, the Board of Directors has on recommendation of the Audit Committee, recommended for the appointment of M/s HDSG & Associates, Chartered Accountants (FRN: 002871N) as Statutory Auditors of the Company for a term of five (5) years i.e. from the conclusion of this meeting till the conclusion of the Twenty Third (23rd) Annual General Meeting of the Company to be held in the year 2022, subject to ratification each year, at such remuneration as shall be mutually agreed between the Board of Directors or Committee of the Board thereof and the Statutory Auditors.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. HDSG & Associates, Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. HDSG & Associates, Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.
25. Further, members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
26. 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 at the 18<sup>th</sup> Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). However, members who do not have access to e-voting facility, the Ballot paper shall be made available at the venue of the meeting to cast their votes and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

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

A. In case of shareholders receiving e-mail from NSDL

- i. 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.
- ii. Launch the internet browser and type the following URL: [www.evoting.nsd.com](http://www.evoting.nsd.com)
- iii. Click on the Shareholder – "Login"
- iv. Put User ID and Password as initial password noted in step (a) above.
- v. 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.
- vi. Home page of "e-voting" opens, click on "e-voting: Active Voting Cycles"
- vii. Select "EVEN (Electronic Voting Event Number)" of Infinite Computer Solutions (India) Limited.
- viii. Once you enter the "Cast Vote" Page will open. Now you are ready for e-voting.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. 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](mailto:prashant@pdsco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case of shareholders' receiving physical copy of Notice of AGM:

- i. Initial password is provided at the bottom of the Attendance Slip for the AGM:

EVEN (Remote E-voting Event Number) USERID PASSWORD/PIN

Please follow all steps from S.No. (b) to (l) above, to cast vote.

General Instructions for e-voting:

- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com). You may also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The remote e-voting period commences on Sunday, September 24, 2017 at 9:00 A.M.(IST) and ends on Wednesday, September 27, 2017 at 5:00 P.M. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e., Thursday, September 21, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 21, 2017.
- v. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- vi. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [shareholder@infinite.com](mailto:shareholder@infinite.com) by mentioning their Folio No./DP ID and Client ID No.

However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)

- vii. Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- viii. M/s PDS & Co, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- ix. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- x. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast (2) witnesses not in the employment of the Company. Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the meeting submit the Scrutinizer's Report to the Chairman or Company Secretary of the Company.
- xi. The results declared alongwith the Scrutinizers Report shall be placed on the website of the Company at [www.infinite.com](http://www.infinite.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or the Company Secretary. The results shall also be communicated to the Stock Exchanges, where the shares of the Company are listed.

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

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

Place : Bengaluru  
Date : May 23, 2017

## DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT/APPOINTMENT IN THE 18<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO REGULATION 26(4) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS.

Name of the Director	Mr. Sanjay Govil
Date of Birth	April 02, 1966
Brief Resume and Nature of Expertise in specific functional areas	<p>Sanjay Govil is the founder and Chairman of Infinite, a global IT outsourcing that provides Platformized™ business solutions as well as next generation mobility products and services to the Healthcare, BFSI, Media &amp; Publishing and Telecommunications verticals.</p> <p>Under his leadership, Infinite has grown debt free and without venture capital funding. The Company has global group strength of over 5,000 employees and over 151 premier clients, including several leading Fortune 50 companies. It is considered a global leader in the IT outsourcing space with offices in 8 countries and a sprawling campus in Bangalore, India and major development centers in Chennai, Gurgaon, Chicago, Rockville, Westford and Sacramento. As part of its service offerings, Infinite is primarily focused on Technology Solutions, Product Engineering Services and Mobility &amp; Messaging Solutions.</p> <p>In 2010, Infinite became a publicly traded Company on the Indian stock exchange (BSE: 533154, NSE: INFINITE) with one of the most successful IPOs of the year.</p> <p>In May 2011, Infinite created a wholly owned subsidiary called Infinite Convergence Solutions to support its mobility business which comprises an integrated approach towards mobility, social, and cloud. Infinite Convergence provides complete messaging products and services to Tier1/Tier2 Operators and Enterprises worldwide. Infinite Convergence is a result of Infinite's strategic alliance with Nokia Siemens Networks (formerly Motorola). Infinite leverages communication related Intellectual Property to develop a range of mobility products. The business processes 900+ Billion mobile messages annually serving 130 Million+ mobile subscribers around the world. In 2012 Infinite Convergence rolled out its award winning Enterprise Messaging Service (EMS) and Rich Communication Suite (RCS) while continuing to be an exclusive MMSC provider to the largest multimedia messaging services in the USA (considered the most successful in the world as measured by MMS uptake). The business continued its innovative product launches by releasing Netsfere in 2014. Netsfere is a new cloud-based enterprise messaging service that provide businesses with a secure platform for internal communication and give IT departments complete control over how employees send and access information across multiple devices.</p> <p>Infinite is SEI CMMi level 5, ISO 9001-2000, ISO 27001 certified and TL9000 certified.</p> <p>Mr. Sanjay Govil has been recognized and featured in media throughout the world. In the early days of Infinite, he was a winner of the prestigious E&amp;Y Entrepreneur of the Year Award. A BSEE graduate of Auburn University and a MSEE graduate from Syracuse University, he is an alumni and Fellow of the Wharton School of Business. He has been a member of the Global CEO Advisory Council for the Wharton Fellows Program and Board of Directors for the Future of Advertising Project at the Wharton School of Business. He is currently a member of the Wharton Graduate Executive Board.</p>
List of other companies (Indian) in which Directorships are held	<ol style="list-style-type: none"> <li>1. Creative Thermolite Power Private Limited.</li> <li>2. Infinite Tech Ventures Limited</li> </ol>
List of Committees of the Board of Directors in which Chairmanship/Membership is held	Nil
No. of Equity Shares held in the Company	8,100
Relationship with any Director inter-se and KMPs of the Company	None
Remuneration last drawn	Nil
Terms and conditions of re-appointment	Not applicable
No. of meetings attended during the year	1
Details of membership/chairman of committees of other Boards	Nil
Date of first appointment on the Board of the Company	September 06, 1999

**EXPLANATORY STATEMENT(S) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

## Item no. 4

The shareholders in its Fourteenth [14<sup>th</sup>] Annual General meeting held on August 30, 2013 had approved the re-appointment of Mr. Upinder Zutshi, Managing Director & CEO of the Company for a further period of five years with effect from April 01, 2013 ending on March 31, 2018 at the basic salary of ₹ 12.09 lakh/- P.M. in the salary grade of ₹ 16.92 lakh p.m. on the following terms and conditions:-

- ₹ 12.09 lakh per month with authority to the Board of Directors to revise it from time to time subject however to a ceiling of ₹ 16.92 lakh per month.
- Performance Bonus for each accounting year as may be decided by the Board of Directors upto a sum not exceeding ₹ 2.03 Crore per annum.

In addition to the above, he shall also be provided the following benefits as per policy/rules of the Company or as approved by the Board of Directors from time to time:

- Company Car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone/Internet Connection(s) at home.
- Company's Contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- Admission and Annual Membership Fee for Clubs.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company's policy.
- He will also be eligible for other stock and non-stock based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

In view of his experience and invaluable contribution made towards the growth of the Company and on recommendation of the Remuneration & Compensation Committee, the Board of Directors in their meeting held on May 23, 2017 has considered and approved the proposal for increase in the remuneration of Mr. Upinder Zutshi, Managing Director & CEO of the Company for the financial year 2017-18 on the same terms and conditions with revised remuneration, as approved by the members in their annual general meeting held on August 30, 2013 which are detailed above under Item No. 4.

Now, the Board of Directors recommended the resolution as set out in item No. 4 for approval of the Members of the Company by way of an Ordinary Resolution for revision in payment of remuneration.

Except Mr. Upinder Zutshi or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

Additional details as per Secretarial Standard-2 are given below:

Date of Birth	April 24, 1962.
Age	55 Years
Date of first appointment on the Board	April 01, 2008
Qualifications	BE (Hons)
Experience	33 Years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As stated under item no.4 of this notice.
Last drawn remuneration, if applicable Shareholding in the company as on March 31, 2017	₹ 16.92 Lakhs p.m. and Performance Bonus of ₹ 2.03 Crores. 1,051,731 Equity Shares of ₹ 10/- each comprising 3.18% of the total share capital of the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
The number of Meetings of the Board attended during the year 2016-17	5
Other Directorships, Membership/Chairmanship of Committees of other Boards as on March 31, 2017	1. Infinite Techmind Limited, Director 2. Infinite Techdata Limited, Director 3. Infinite Tech Ventures Limited, Director 4. India Comnet International Private Limited, Director 5. Mustaani Exports Imports And Retail Private Limited (OPC), Director 6. Primasource Products And Services Private Limited, Director





# Form No. MGT – 11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

## INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

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

CIN	L72200DL1999PLC171077
Name of the Company	Infinite Computer Solutions (India) Limited
Registered Office	155, Somdutt Chambers – II, 9, Bhikaji Cama Place, New Delhi – 110066
Name of the Members(s)	:
Registered Address	:
E-mail ID	:
Folio No.	:
*DP ID/ *Client ID	:

\*For shares held in demat form

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

- Name : .....  
Address : .....  
E-mail ID : .....  
Signature : ..... or failing him/her
- Name : .....  
Address : .....  
E-mail ID : .....  
Signature : ..... or failing him/her
- Name : .....  
Address : .....  
E-mail ID : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, September 28, 2017 at 10.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi – 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	For*	Against*
<b>ORDINARY BUSINESS</b>		
1. Consider and adopt the Audited Annual Accounts of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon.		
2. Re-appointment of Mr. Sanjay Govil (DIN 01141389) as Director, retiring by rotation and being eligible, offering himself for re-appointment.		
3. Appointment of M/s HDSG & Associates, Chartered Accountants (FRN: 002871N) as Statutory Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of the Twenty Third (23rd) Annual General Meeting of the Company.		
<b>SPECIAL BUSINESS</b>		
4. Revision in payment of remuneration to Mr. Upinder Zutshi, Managing Director & CEO for the year 2017-18.		

Signed this .....day of ....., 2017

Signature of Shareholders : ..... Signature of Proxy holder(s):.....

Affix  
Revenue  
Stamp

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- No instruments of proxy shall be valid unless
  - In case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing.
  - In case of joint holder, it is signed by the shareholder first named in the register or his /her attorney, duly authorized in writing
  - In the case of a body corporate, signed by its officer or an attorney duly authorized in writing.
- The proxy together with
  - the power of attorney or other authority (if any) under which it is signed or
  - a copy of the power or authority, certified by a Notary Public or a Magistrate, should be deposited at the registered office of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- This is only optional. Please put a (X) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.
- The Proxy should carry its identity proof, duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.





## INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

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

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

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

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

Date : September 28, 2017 (Thursday)

Time : 10:30 a.m

Venue : Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi – 110003.

### ATTENDANCE SLIP FOR ATTENDING 18<sup>TH</sup> ANNUAL GENERAL MEETING

Regd. Folio No : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

\*DP ID No : \_\_\_\_\_

\*Client ID No : \_\_\_\_\_

\*For shares held in demat form

I certify that I am a member/ proxy for the member(s) of the Company.

I hereby record my presence at the 18th Annual General Meeting of the Company on Thursday, September 28, 2017 at 10.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi – 110003.

.....

Member's/Proxy's name in Block Letters

.....

Signature of Member/Proxy

Note:

Please fill up this attendance slip and hand over at the Attendance Verification Counter at the entrance of the Meeting Hall. Person attending the meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report shall not be issued at the Annual General Meeting.

## Route Map to the AGM Venue



**Sri Sathya Sai International Centre,**  
Pragati Vihar, Lodi Road,  
New Delhi - 110003