



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 Seventeenth (17th) Annual General Meeting ('AGM') of the Members of Infinite Computer Solutions (India) Limited will be held on Thursday, September 29, 2016 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, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended as on March 31, 2016.
2. To appoint a Director in place of Mr. Narendra Kumar Agrawal (DIN 02103551) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Amit Ray & Co., Chartered Accountants (Firm Registration No. 000483C), as Statutory Auditors of the Company for the Financial Year 2016-17 to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorize the Board of Directors or Committee thereof, to fix their remuneration and by passing the following resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 139, 142 and such other applicable provisions, if any, of the Companies Act, 2013 and relevant framed their under, as amended from time to time, the appointment of M/s. Amit Ray & Co., Chartered Accountants (Firm Registration No. 000483C), be and is hereby ratified by the Members of the Company, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors or Committee of the Board thereof.

RESOLVED FURTHER THAT the Board 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."

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 19, 2016

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. 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.
4. 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.
5. Additional information, as required under Regulation 36 (3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, 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.
6. 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.
7. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
8. The route map showing directions to reach the venue of the AGM is enclosed to this notice
9. 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.
10. The Register of Members and the Share Transfer Books of the Company shall remain closed on the Book Closure Dates i.e. September 23, 2016 to September 29, 2016 (both days inclusive).
11. 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.
12. The Ministry of Corporate Affairs on May 20, 2012 notified the Investor Education and Protection (uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of Unpaid and Unclaimed amounts as on date of the 16th Annual General Meeting of the Company which was held on September 30, 2015 on the website of the Company under "Unpaid/Unclaimed Amounts" viz. www.infinite.com. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said website and write to the Company's Registrar & Transfer Agent viz. Bigshare Services Private Limited at 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055 before the same is due for transfer to the Investor Education and Protection Fund.
13. 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.
14. Pursuant to Section 72 of the 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.

15. 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.

16. 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.

17. Members/proxies are requested to kindly take note of the following:

- a. Copies of the Annual Report will not be distributed at the venue of the Meeting.
- b. Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting.
- c. 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.

18. Electronic Copy of the Notice of the 17th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent to all the Members whose E-mail IDs are registered with the Company/Company's registrar/Depository Participants 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. Member(s) may also note that the Notice of the Meeting and the Annual Report for Financial Year 2015-16 will also be available on the Company's website www.infinite.com for download.

19. Pursuant to the provisions of section 108 of the Companies Act, 2013 and Rules thereunder and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the stated items of business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its Members. The Company has engaged services of NSDL for providing remote e-voting facilities to the Members. 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.

20. 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.

21. 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 17th Annual General Meeting (AGM) 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

- 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.nsdl.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 with a copy marked to 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) USERIDPASSWORD/PIN

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

General Instructions for e-voting:

- i. 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.nsdl.com. You may also contact NSDL via email at evoting@nsdl.co.in
- ii. 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).
- iii. The remote e-voting period commences on Sunday, September 25, 2016 (9:00 A.M. IST) and ends on Wednesday, September 28, 2016 (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. September 22, 2016, may cast their vote by remote e-voting and also at the AGM. 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 record date i.e. September 22, 2016.
- 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 AGM.
- 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 i.e. September 22, 2016 may obtain the login ID and password by sending e-mail to evoting@nsdl.co.in or 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.nsdl.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. Mr. Prashant Balodia, Partner M/s PDS & Co, Practicing Company Secretary (Membership No. FCS-6047/CP No. 6153), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xi. 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 two (2) working days from the Meeting, submit the Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman or any other Director authorized by the chairman, shall declare the result of the voting forthwith
- xi. The Results declared alongwith the consolidated Scrutinizers Report shall be placed on the website of the Company at www.infinite.com and on the website of NSDL immediately after the declaration of result by the Chairman or the person authorized by him in writing. 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 19, 2016

Details of Director(s) seeking Re-appointment/appointment in the 17th Annual General Meeting pursuant to Regulation 26(4) and 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.

Name of the Director	Mr. Narendra Kumar Agrawal
Date of Birth	July 20, 1942
Nationality	Indian
Brief Resume and Nature of Expertise in specific functional areas	<p>Mr. Narendra Kumar Agrawal completed his B.Sc., BE (Honours) and a course of Advance Management Program (AMP) for PEs from the Indian Institute of Management, Ahmedabad. He is having total experience of above 50 years in various fields including Telecom.</p> <p>Mr. Agrawal, an officer of the 1965 batch of the Indian Telecom Service (ITS), has rich experience of working at senior positions of the Telecom Department of Govt. of India. Mr. Agrawal executed important telecom projects of the Govt. of India in Middle East countries. He was also a member of the National Committee on Telecommunications of the Confederation of Indian Industries (CII) during the year 2000-01. He was the Chairman and Managing Director of Government PSU- Hindustan Cables Limited for more than eight years. Besides, he has also held the key position as Director in various other PSUs namely, Hindustan Shipyard Ltd. (Vishakhapatnam) and Indian Telephone Industries Ltd. (Bangalore). Mr. Agrawal has been Governor in the Board of Motilal Nehru Regional Engineering College, Allahabad. He was honoured with the Rashtriya Vikas Shiromani Award presented by the Delhi Telugu Academy in August 2001 for significant contribution in the field of Industry.</p> <p>He is a Fellow Member of the Institution of Electronics and Telecommunication Engineers (Delhi), Life Member of National Institute of Personnel Management (NIPM) Kolkata and also a Fellow Member of the Institution of Engineers (India).</p>
List of other companies in which Directorships are held	<ol style="list-style-type: none"> 1. Infinite Techhub Limited 2. Infinite Infocity Limited 3. Infinite Techworld Limited 4. Infinite Infopark Limited 5. Infinite Infoworld Limited 6. Infinite Thinksoft Limited 7. Infinite Techsoft Limited 8. Infinite Techcity Limited 9. Infinite Skytech Limited
List of Committees of the Board of Directors in which Chairmanship/ Membership is held	<p>Chairman - Stakeholders Relationship Committee of the Company</p> <p>Member - Nomination & Remuneration Committee of the Company</p> <p>Member - Audit Committee of the Company</p> <p>Member - Corporate Social Responsibility Committee of the Company</p>
No. of Equity Shares held in the Company	Nil
Relationship with any other Director inter-se and KMPs of the Company	None
Remuneration last drawn	₹ 4,00,000/- as sitting fees for attending various meetings in 2015-16.
Terms & conditions of re-appointment	Not applicable
No. of meetings of Board attended during the year	6
Details of membership/chairman of committees of other Boards	Nil
Date of first appointment on the Board of the Company	March 06, 2008



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]

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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	:

*applicable for shares held in electronic form

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

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

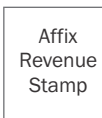
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Thursday, September 29, 2016 at 10.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi - 110003 and at any adjournment thereof in respect of such resolutions in the manner as indicated in the box below:

* I/We direct my/our Proxy to vote on the Resolutions:

Resolution	For*	Against*
ORDINARY BUSINESS		
1. To receive, consider and adopt the Audited Financial Statements, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended as on March 31, 2016.		
2. To appoint a Director in place of Mr. Narendra Kumar Agrawal (DIN 02103551) who retires by rotation and being eligible, offers himself for re-appointment.		
3. To ratify the appointment of M/s Amit Ray & Co., Chartered Accountants (FRN. 000483C), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorize the Board of Directors or Committee thereof, to fix their remuneration		

Signed thisday of, 2016

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



Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. No instruments of proxy shall be valid unless
 - a. In case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing.
 - b. In case of joint holder, it is signed by the shareholder first named in the register or his/her attorney, duly authorized in writing
 - c. In the case of a body corporate signed by its officer or an attorney duly authorized in writing.
4. The proxy together with
 - a. the power of attorney or other authority (if any) under which it is signed or
 - b. 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.
5. 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.
6. 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.
7. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
8. 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.
9. 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.



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

Date : September 29, 2016

Time : 10:30 a.m

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

Attendance Slip for Attending Annual General Meeting

Regd. Folio No : _____

No. of Shares held : _____

*DP ID No : _____

*Client ID No : _____

*applicable for shares held in electronic form

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

I hereby record my presence at the 17th Annual General Meeting of the Company on Thursday, September 29, 2016 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.