

Notice 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

NOTICE is hereby given that the Nineteenth (19th) Annual General Meeting (“AGM”) of the Members of Infinite Computer Solutions (India) Limited (“Company”) will be held on Thursday, September 27, 2018 at 3.30 p.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, 2018 together with Reports of Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. N K Agrawal (DIN 02103551) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Upinder Zutshi (DIN 01734121) as Managing Director and CEO of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as a 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 be and is hereby accorded for re-appointment of Mr. Upinder Zutshi, as the CEO & Managing Director (DIN: 01734121) of the Company for a period of 5 years with effect from April 01, 2018 on terms and condition including remuneration as mentioned herein below:

- 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 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 be the minimum remuneration subject to the approval of Central Government and/or shareholders, if required as governed by provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to vary the terms and conditions of the appointment including the remuneration payable within the overall limits prescribed under the Act, to file necessary forms, 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.”

4. Re-appointment of Mrs. Sadhana Dikshit (DIN 00204687) as Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sadhana Dikshit (DIN: 00204687), Independent Director of the Company whose current period of office is expiring on February 11, 2018 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for another term of 5 years with effect from February 12, 2018.”

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

Sd/-
Upinder Zutshi
Managing Director & CEO
DIN: 01734121

Place : Bengaluru
Date : May 30, 2018

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 on General Meeting (SS-2) issued by Institute of Company Secretaries of India, in respect of appointment/re-appointment of Directors including Independent Director 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. All relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during business hours 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, 2018 to September 27, 2018 (both days inclusive).
13. Since, all the outstanding ESOP has been surrendered and not outstanding as on March 31, 2018, the Company has not disclosed the certificate from the Auditors of the Company certifying that the Company stock option plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014.
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 28, 2017 (date of last Annual General Meeting) on the website of the Company (www.infinite.com), and 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 19th 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 2017-18 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 19th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2018 will also be available on the Company's website www.infinite.com for download.
24. 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.

25. 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 19th 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
- 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) USER ID PASSWORD/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.nsd.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 Monday, September 24, 2018 from 9.00 am (IST) and ends on Wednesday, September 26, 2018 at 5.00 pm (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 20, 2018, 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 Thursday, September 20, 2018.
- 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 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

- iv. 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.
- v. M/s PDS & Co, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. 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.
- vii. 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 at least (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 Consolidated Scrutinizer's Report of the total votes cast in favor or against to the Chairman or Company Secretary of the Company, who shall countersign the same and declare the result of the voting forthwith.
- viii. The results declared along with the Scrutinizers Report shall be placed on the website of the Company at www.infinite.com and on the website of NSDL i.e. 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/-
Upinder Zutshi
Managing Director & CEO
DIN: 01734121

Place : Bengaluru
Date : May 30, 2018

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No 3:

Mr. Upinder Zutshi was appointed as CEO & Managing Director of the Company for a period of five years w.e.f. 01/04/2013 up to 31/03/2018 vide resolution passed by the shareholders in the Annual General Meeting held on August 30, 2013.

The Board of Directors of the Company ("the Board") on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 13/02/2018 has approved the appointment of Mr. Upinder Zutshi as CEO & Managing Director of the Company for a period of 5 years with effect from April 01, 2018, subject to approval of members, on the terms and conditions including remuneration as stated under item no. 4 of the notice.

It is proposed to seek members' approval for the appointment of Mr. Upinder Zutshi as CEO & Managing Director, in terms of the applicable provisions of the Act.

The remuneration details and terms and conditions are set out in the resolution no. 4 of the Notice may be treated as an abstract of the terms of appointment pursuant to Section 190 and 196 of the Companies Act, 2013.

The relevant documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the date of AGM and will also be available for inspection at the venue of the AGM.

The details of Mr. Upinder Zutshi, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards – 2 on General Meetings, are attached to the Notice.

Save and except Mr. Upinder Zutshi and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, Financially or otherwise, in the resolution set out in item no. 4.

Item No 4:

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mrs. Sadhana Dikshit (DIN: 00204687) was appointed as independent director of the Company for a period of five years w.e.f. February 12, 2018 upto February 11, 2023. Since, Mrs. Sadhana Dikshit has completed her initial term as independent director of the Company on February 11, 2018 in terms of Companies Act, 2013, she is eligible for re-appointment for one more term. Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on November 14, 2017, have approved the re-appointment of Mrs. Sadhana Dikshit for the second term as provided in the resolution, and she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mrs. Sadhana Dikshit confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Sadhana Dikshit fulfill the conditions specified in the said Act and is independent of the management. Copy of the draft letter for re-appointment of Mrs. Sadhana Dikshit setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, the Board recommends the passing of resolution(s) set out in Item No.5 as Special Resolution.

Except Mrs. Sadhana Dikshit and her relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, Financially or otherwise, in the resolution as set out in item no. 5 of the Notice.

INFORMATION OF DIRECTORS TO BE RE-APPOINTED AT THE FORTHCOMING ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of the Sebi (listing Obligation and Disclosure Requirements) Regulations, 2015 and In Accordance with the Provisions of Companies Act, 2013 Read With Secretarial Standard 2 Issued by the Institute of Companies Secretaries of India (ICSI).

Name of the Director	Mr. Upinder Zutshi
Date of Birth	April 24, 1962
Qualifications	Mechanical Engineering degree from the Birla Institute of Technology & Sciences (BITS)
Experience	34 years of experience in building early stage Companies, setting-up start-up ventures and developing them into growth organizations
Last drawn Remuneration as on March 31, 2018	₹ 21,350,000 as a Salary and ₹ 20,300,000 as a Performance Bonus.
Nationality	Indian
Expertise in specific functional area	Expertise in initiating and establishing startups and building an efficient management team
Date of first appointment on the Board of the Company	17/01/2006
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 Company	1. India Comnet International Private Limited 2. Gulnaar Resorts Private Limited 3. Primasource Products and Services Private Limited 4. Infinite Techmind Limited 5. Infinite Techdata Limited 6. Infinite Tech Ventures Limited 7. Mustaani Exports Imports and Retail Private Limited (OPC)
Membership/Chairmanship of Committees in the Company	NIL
Membership/Chairmanship of Committees in other Companies	NIL
No. of Equity Shares held in the Company	10,92,182
No. of Board meetings attended during the year	7
Relationship with other directors, Manager, key managerial personnel of the Company	None
Terms and conditions of appointment (if any)	As per Employment Contract.
Name of the Director	Mr. Narendra Kumar Agrawal
Date of Birth	July 20, 1942
Qualifications	B.Sc., BE (Hons) and a course of Advance Management Program (AMP) for PEs from the Indian Institute of Management, Ahmedabad.
Experience	40 years of experience in people management and strategic decision-making ability.
Last drawn Remuneration as on March 31, 2018	₹ 380,000 as a Sitting Fees for attending Board Meeting and Committee Meetings held during FY 2017-18.
Nationality	Indian
Expertise in specific functional area	Expertise in people management and strategic decision making.
Date of first appointment on the Board of the Company	06/03/2008
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 Company	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

Membership/Chairmanship of Committees in the Company	Chairman - Stakeholders Relationship Committee of the Company Member - Nomination & Remuneration Committee of the Company Member - Audit Committee of the Company Member - Corporate Social Responsibility Committee of the Company
Membership/Chairmanship of Committees in other Companies	NIL
No. of Equity Shares held in the Company	NIL
No. of Board meetings attended during the year	8
Relationship with other directors, Manager, key managerial personnel of the Company	None
Terms and conditions of appointment (if any)	NA

Name of the Director	Mrs. Sadhana Dikshit
Date of Birth	January 08, 1953
Qualifications	PG in English from Pune University
Experience	38 years of experience in various assignments in Department of Telecom (DoT) and Telecom Regulatory Authority of India (TRAI) in different disciplines such as Financial Management, Regulation, HR, Revenue Mobilization & Assurance, Oversight of PSUs, Internal Audit, Costing & Tariffs, Licensing Finance and Universal Services Obligation Fund.
Last drawn Remuneration as on March 31, 2018	₹ 220,000 as a Sitting Fees for attending Board Meeting and Committee Meetings held during FY 2017-18.
Nationality	Indian
Expertise in specific functional area	Independent Director
Date of first appointment on the Board of the Company	12/02/2015
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 Company	NIL
Membership/Chairmanship of Committees in the Company	NIL
Membership/Chairmanship of Committees in other Companies	NIL
No. of Equity Shares held in the Company	NIL
No. of Board meetings attended during the year	8
Relationship with other directors, Manager, key managerial personnel of the Company	None
Terms and conditions of appointment (if any)	NA

Notes:

1. The proposal for appointment/re-appointments of Directors has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.
2. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed, and the number of Board Meetings attended by them during the year 2017-18 are provided in the Corporate Governance Report.



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

**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]**

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./ *Client ID	:
*DP 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 19th Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 3.30 p.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*
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, 2018 together with Reports of Auditors and Board of Directors thereon.		
2. To appoint a Director in place of Mr. N K Agrawal (DIN 02103551) who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS (ORDINARY RESOLUTIONS)		
3. To appoint Mr. Upinder Zutshi (DIN 01734121) as Managing Director and CEO of the Company for the period of 5 years w.e.f April 01, 2018.		
4. To re-appoint Mrs. Sadhana Dikshit (DIN 00204687) as Independent Director of the Company for the second term of 5 years w.e.f. Feb 12, 2018.		

Signed thisday of, 2018

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



Notes:

- *Please put "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
- Proxy need not be a member of the Company. A person can act as proxy on behalf of for a maximum of 50 Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 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 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 :

Time :

Venue :

Attendance Slip For Attending 19th 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 19th Annual General Meeting of the Company on Thursday, September 27, 2018 at 3.30 p.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.

19th AGM ROUTE MAP

LAND MARK : PRAGATHI VIHAR BUS STOP

