

## Notice of the Annual General Meeting

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.infinte.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 Fifteenth Annual General Meeting of the members of Infinite Computer Solutions (India) Limited will be held on Wednesday, September 24, 2014 at 3.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, Statement of Profit & Loss for the year ended as on that date together with Reports of Auditors and Directors thereon.
2. To declare dividend for the Financial Year ended March 31, 2014.
3. 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.
4. To appoint M/s Amit Ray & Co., Chartered Accountants (Firm Registration No. 000483C) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2017, subject to ratification by the shareholders at every Annual General Meeting and to authorize the Board of Directors to fix their remuneration on yearly basis.

### Special Business

5. 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 149,150,152 & any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Ravindra Rama Rao Turaga (DIN 01687662), an Independent Director of the Company, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five consecutive years commencing from April 01, 2014, not liable to retire by rotation.”
6. 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 149,150,152 & any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Ajai Kumar Agrawal (DIN 00619358), an Independent Director of the Company, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five consecutive years commencing from April 01, 2014, not liable to retire by rotation.”
7. 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 Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorized and / or any committee thereof) for mortgaging / hypothecating and / or charging all or any of the movable and / or immovable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or the undertakings of the Company in such form and manner and with such ranking and on such terms as the Board may determine, for securing any loan(s) obtained or as may be obtained from any bank, financial institution, bodies corporate, other entities, person or persons including securing those facilities which have already been sanctioned, including any enhancement therein together with interest cost, charges, expenses and any other money payable by the Company.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, desirable, expedient for creating mortgage/hypothecation/charge on the assets of the Company and to give effect to this resolution.”

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

Place : Bengaluru  
Date : 15th May, 2014

**Rajat Kalra**  
Company Secretary

## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. Additional information, pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Director(s) recommended for re-appointment at the Annual General Meeting and 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.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 13, 2014 to Wednesday, September 24, 2014 (both days inclusive).
4. Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2014, if approved by the shareholders at the Annual General Meeting shall be paid to such members/beneficial owners whose names appear in the Register of Members / Depository Records as at the closing hours of business on September 12, 2014.
5. A Certificate from the Auditors of the Company certifying that the Executive Performance Option Plan 2010 (ESOP-2010) is being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body will be placed at the Annual General Meeting.
6. Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (SH-13).
7. Pursuant to the provisions of the Companies Act, 2013 read with Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to Rule 18 of the Companies (Management and Administration) Rule 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, members are requested to inform their e-mail-id to the Company / Company's registrar.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
9. Members are requested to send their queries, if any on the operations of the Company, to reach 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.
10. 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 and Client ID no. must be quoted.
11. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 10:00 a.m. to 2:00 p.m. except on holidays.
12. Electronic Copy of the Notice of the 15th 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 email 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.
13. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL)

### The instructions for e-voting are as under:

- a. NSDL shall be sending the User ID and Password to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Company's registrar/Depository Participants. For members who have not registered their email addresses, can use the details as provided in the e-voting instruction being sent along with this Notice.
- b. Open the internet browser and type the following URL: [www.evoting.nsd.com](http://www.evoting.nsd.com)
- c. Click on the Shareholder-Login.
- d. Put User ID and Password as provided in this document and click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for the Login.
- e. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.
- g. Select "EVEN (Electronic Voting Event Number)" of Infinite Computer Solutions (India) Limited.
- h. Once you enter the "Cast Vote" Page will open. Now you are ready for e-voting.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. 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 [chetan.gupta@apac.in](mailto:chetan.gupta@apac.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### 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](http://www.evoting.nsd.com). You may also contact NSDL via email at [evoting@nsdl.co.in](mailto: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 e-voting period commences on Thursday, September 18, 2014 (9:00 A.M. IST) and ends on Saturday, September 20, 2014 (6:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 08, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder 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. August 08, 2014.
- v. Mr. Chetan Gupta, Partner M/s APAC & Associates, Practicing Company Secretary (Membership No. FCS-6496 / CP No. 7077), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of e-voting period unlock the votes in presence of atleast (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vii. The Results shall be declared on or after the AGM. The Results declared alongwith the Scrutinizers Report shall be placed on the Company's website [www.infinite.com](http://www.infinite.com) and on the website of NSDL within 2 days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges, where the shares of the Company are listed.

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

### Item no. 5

Mr. Ravindra Rama Rao Turaga (DIN 01687662) was appointed as Director of the Company on February 28, 2008. In terms of the provisions of the Companies Act, 2013 ("Act"), an Ordinary Resolution for his appointment as an Independent Director of the Company for a term of up to five consecutive years commencing from April 01, 2014 is proposed for consideration and approval of the shareholders.

The Company has received Notice along with requisite deposit from a Member under Section 160 of the Act proposing the candidature of Mr. Ravindra Rama Rao Turaga as a Director of the Company.

The Company has also received a declaration from Mr. Turaga that he meets the criteria of independence under sub section (6) of Section 149 of the Act.

Given the expertise, knowledge and experience of Mr. Turaga and his continued association with the Company, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in Item No. 5 of the accompanying notice for approval of the members as an Ordinary Resolution.

Mr. Ravindra Rama Rao Turaga is interested or concerned in the proposed resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed resolution.

### Item no. 6

Mr. Ajai Kumar Agrawal (DIN 00619358) was appointed as Director of the Company on April 25, 2008. In terms of the provisions of the Companies Act, 2013 ("Act"), an Ordinary Resolution for his appointment as an Independent Director of the Company for a term of upto five consecutive years commencing from April 01, 2014 is proposed for consideration and approval of the shareholders.

The Company has received Notice along with requisite deposit from a Member under Section 160 of the Act proposing the candidature of Mr. Ajai Kumar Agrawal as a Director of the Company.

The Company has also received a declaration from Mr. Agrawal that he meets the criteria of independence under sub section (6) of Section 149 of the Act.

Given the expertise, knowledge and experience of Mr. Agrawal and his continued association with the Company, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in Item No. 6 of the accompanying notice for approval of the members as an Ordinary Resolution.

Mr. Ajai Kumar Agrawal is interested or concerned in the proposed resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed resolution.

### Item no. 7

The shareholders of the Company at their 10th Annual General Meeting held on August 25, 2009, by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 accorded their consent to the Board of Directors for creating mortgage or charge on its movable or immovable properties.

Consequent to the notification of Section 180(1)(a) of the Companies Act, 2013 consent of the Company is required by way of a Special Resolution to create mortgage and/or charge on the movable/immovable properties of the Company. Accordingly approval of the members by way of a Special Resolution is sought to enable the Board of Directors to create mortgage or charge on the Company's movable or immovable properties.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the proposed resolution.

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

**Rajat Kalra**  
Company Secretary

Place : Bengaluru  
Date : 15th May, 2014

## Details of Director(s) seeking Re-appointment in the 15<sup>th</sup> Annual General Meeting pursuant to Clause 49 of the Listing Agreement

Name of the Director	Mr. Ravindra Rama Rao Turaga
Date of Birth	January 26, 1948
Brief Resume and Nature of Expertise in specific functional areas	<p>Mr. Ravindra Rama Rao Turaga is a member of the Institute of Chartered Accountants of India, Bombay Chartered Accountants Society and The Chambers of Tax Consultancy. He is also founder member of number of Philanthropic organizations.</p> <p>Mr. Turaga is into CA practice since last 33 years. He is heading a practicing CA firm T. Rama Rao &amp; Co. providing professional services in the field of Audit, Taxation, Accountancy, Company Law, Finance, Investments and Capital Market Services.</p>
List of other companies in which Directorships are held	-
List of Committees of the Board of Directors in which Chairmanship/Membership is held	<p>Chairman- Audit Committee of the Company</p> <p>Member - Nomination &amp; Remuneration Committee of the Company</p> <p>Member- Stakeholders Relationship Committee of the Company</p>
No. of Equity Shares held in the Company	1,350
Name of the Director	Mr. Ajai Kumar Agrawal
Date of Birth	June 01, 1962
Brief Resume and Nature of Expertise in specific functional areas	<p>Mr. Ajai Kumar Agrawal holds a Bachelor's degree in Mechanical Engineering and a Post Graduate degree in Business Management. An enterprising engineer and a management professional, has experience of over 31 years in the Corporate world. Mr. Agrawal has served MNCs in senior management roles in areas of project management, corporate planning and operations for 17 years and thereafter promoted three small growing companies working for inclusive growth in the areas of Technology, Education and Agriculture using IT &amp; ITES.</p>
List of other companies in which Directorships are held	<ol style="list-style-type: none"> <li>1. B.M. Project Engineers Private Limited.</li> <li>2. IYCWorld Softinfrastructure Private Limited.</li> <li>3. Agroecommerce Network Private Limited.</li> </ol>
List of Committees of the Board of Directors in which Chairmanship/Membership is held	<p>Chairman - Nomination &amp; Remuneration Committee of the Company</p> <p>Member- Stakeholders Relationship Committee of the Company</p> <p>Member- Audit Committee of the Company</p>
No. of Equity Shares held in the Company	-

Name of the Director	Mr. Narendra Kumar Agrawal
Date of Birth	July 20, 1942
Brief Resume and Nature of Expertise in specific functional areas	<p>He completed his B.Sc., BE (Honours) and a course of Advance Management Program (AMP) for PEs from the Indian Institute of Management, Ahmedabad.</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. Mr. Agrawal 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"> <li>1. Infinite Techhub Limited</li> <li>2. Infinite Infocity Limited</li> <li>3. Infinite Techworld Limited</li> <li>4. Infinite Infopark Limited</li> <li>5. Infinite Infoworld Limited</li> </ol>
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 &amp; Remuneration Committee of the Company</p> <p>Member- Audit Committee of the Company</p>
No. of Equity Shares held in the Company	-



Infinite Computer Solutions (India) Limited

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PROXY FORM

Fifteenth Annual General Meeting
Wednesday, September 24, 2014

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

Name of the member(s) :
Registered Address :
E-mail ID :
DP ID - Client ID / Folio No. :

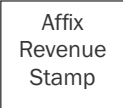
I/We being the member(s) ..... shares of Infinite Computer Solutions (India) Limited, hereby appoint:

- 1. Name: ..... of ..... having E-mail ID ..... Falling him/her;
2. Name: ..... of ..... having E-mail ID ..... Falling him/her;
3. Name: ..... of ..... having E-mail ID ..... Falling him/her;

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the Company to be held on Wednesday, the 24th day of September 2014 at 3.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and at any adjournment(s) thereof in respect of the resolutions as indicated below:

Table with 4 columns: S. No., Resolution, For\*, Against\*. Contains 7 rows of resolutions for voting.

Signed this ..... day of ..... 2014



Signature of the shareholder(s) ..... Signature of the Proxy Holder(s) .....

Notes:
\*1 Please put a "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.
2. 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.
3. 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**

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**ATTENDANCE SLIP**

Fifteenth Annual General Meeting  
Wednesday, September 24, 2014

DPID - Client ID / Folio No.: .....

No. of shares held: .....

Name of the Member / Proxy: .....

Address of the Member: .....

I/We hereby record my/our presence at the Fifteenth Annual General Meeting of Infinite Computer Solutions (India) Limited on Wednesday, September 24, 2014 at 3.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003

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Signature of Member / Proxy