



- 9.6.5 Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (‘TRS’) generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- 9.7 Procedure to be followed by registered Shareholders holding Equity Shares in the Physical form:**
- 9.7.1 Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Shareholder Broker along with the complete set of documents for verification procedures to be carried out before the placement of the bid. Such documents shall include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the shareholder’s PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- 9.7.2 Based on these documents, the concerned Shareholder Broker shall place the bid on behalf of Shareholder holding Equity Shares and those who intend to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- 9.7.3 Any Shareholder Broker/Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned in Paragraph 9.2 above) along with TRS either by registered post or courier or hand delivery to the Registrar and Transfer Agent (“RTA”) at the address mentioned in Clause 11 below within 2 (two) days of bidding by Shareholder Broker. The envelope should be superscribed as “Infinite Computer Solutions (India) Limited-Buyback Offer 2016”. One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Shareholder Broker/Shareholder.
- 9.7.4 Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as ‘unconfirmed physical bids’. Once, RTA confirms the bids it will be treated as ‘Confirmed Bids.’
- 9.8 Modification/cancellation of orders will be allowed during the tendering period of the Buyback.
- 9.9 The cumulative quantity tendered shall be made available on the website of BSE - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.
- 9.10 Method of Settlement**
- Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:
- 9.10.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 9.10.2 The Company will pay the consideration to the Company’s Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Shareholder Broker will receive funds payout in their settlement bank account.
- 9.10.3 The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the “Demat Escrow Account”) provided it is indicated by the Company’s Broker or it will be

transferred by the Company’s Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

- 9.10.4 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to the Shareholder Broker by Clearing Corporation in payout. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Shareholders directly by RTA to the Buyback offer.
- 9.10.5 The Shareholder Broker would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 9.10.6 Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.
- 9.11 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

**10. Compliance Officer**

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10 am to 5 pm on all working days except Saturday, Sunday and Public holidays at the following:

Mr. Rajesh Kumar Modi  
Company Secretary  
Plot No. 157, EPIP Zone, 2nd Phase  
Whitefield, Bengaluru - 560 066  
Tel: +91 80 4193 0000  
Fax: +91 80 4193 0009  
Email: shareholder@infinite.com

**11. Registrar to the Offer and Investor Service Centre**

In case of any query, the Shareholders may also contact the Registrar & Share Transfer Agent during working hours i.e. 10 am to 5 pm on all working days except Saturday, Sunday and Public holidays.

**Bigshare Services Private Limited**

SEBI Regn. No.: INR000001385  
4-E/8, First Floor, Jhandewalan Extn.  
New Delhi - 110055  
Tel. No.: +91 11 2352 2373  
Fax No.: +91 11 2352 2373  
Email: buyback\_delhi@bigshareonline.com  
Website: www.bigshareonline.com  
Contact Person: Y K Singhal

**12. Manager to the Buyback**

The Company has appointed SPA Capital Advisors Limited as the Manager to the Buyback and their contact details are given below:



**SPA Capital Advisors Limited**  
SEBI Regn. No.: INM000010825  
25, C - Block, Community Centre  
Janakpuri, New Delhi - 110 058  
Tel. No. +91 11 2551 7371, 4567 5500  
Fax No. +91 11 2553 2644  
Email ID: infinite.buyback@spagroupindia.com  
Website: www.spacapital.com  
Contact Person: Anchal Lohia

**13. Directors’ Responsibility**

As per Regulation 19(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of  
**Infinite Computer Solutions (India) Limited**

Sd/-  
**Upinder Zutshi**  
CEO & Managing Director

Sd/-  
**Ajai Kumar Agrawal**  
Director

Sd/-  
**Rajesh Kumar Modi**  
Company Secretary

Place: USA / New Delhi  
Date: December 09, 2016

**Important Note:**

This announcement is not an offer to sell or a solicitation of any offer to buy the securities of Infinite Computer Solutions (India) Limited (the “**Company**” and such securities, the “**Securities**”) in the United States or in any other jurisdiction where such offer or sale would be unlawful. The Company has not been and will not be registered under US Investment Company Act of 1940, as amended (the “**Investment Company Act**”) and, as such, holders of the securities will not be entitled to the benefits of the Investment Company Act. No Offer, sale resale, pledge, delivery, distribution or transfer of the securities may be made except under circumstances that will not result in Company being required to register as an investment Company under the Investment Company Act. The securities have not been and will not be registered under US Securities Act of 1933, as amended (the “**Securities Act**”), or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, resold, pledged, delivered, distributed or transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, US persons as defined in regulations under the Securities Act or to any “Benefit Plan Investor” as defined in the Employee Retirement Income Security Act of 1974, as amended or to anyone acting on behalf of such person except pursuant to an exemption from, or in a transaction not to subject to, the registration requirements of Securities Act and in Compliance with any applicable securities Law of any state or other jurisdiction of United States and in a manner which would not require the Company to register under the Investment Company Act. No Public Offering of the Securities has been made or will be made in the United States.

Any Eligible Shareholder who tenders his / her / its Equity Shares in the Buyback offer shall be deemed to have declared, represented, warranted and agreed that he / she / it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.