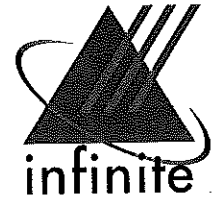


September 26, 2014



National Stock Exchange of India Limited BSE Limited
Exchange Plaza, Corporate Relationship Department
Plot No. C/1, G Block, Phiroze Jeejeebhoy Towers
Bandra Kurla Complex Dalal Street
Bandra (E), Mumbai – 400 051 Mumbai- 400001

Sub: Voting Results - Fifteenth Annual General Meeting held on Sept 24, 2014

Ref: Clause 35A & 31(d) of the Listing Agreement

Dear Sir,

Please find below details of voting results at the 15th AGM of the Company held on September 24, 2014 in the prescribed format pursuant to Clause 35A of the Listing Agreement:

Date of Annual General Meeting	:	September 24, 2014
Total Number of Shareholders on Record Date (i.e. August 08, 2014 being the relevant date for e-voting purpose)	:	22,550
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	4 (Present in Person)
Public	:	9775 (Present in Person) 103 (Present through Proxies)
No. of shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable

The mode of voting for all resolutions was e-voting and poll conducted at the AGM. The resolution-wise combined results of e-voting and poll are provided in Annexure-A.

The same may also be taken as compliance under Clause 31(d) of the Listing Agreement.

We are also enclosing the following documents:

1. Scrutinizer's Report on e-voting.
2. Scrutinizer's Report on poll conducted at the AGM.

The above documents are also uploaded on the Company's website

Thanking You,

Yours faithfully,

For Infinite Computer Solutions (India) Limited


Rajat Kalra
Company Secretary
Encl: As above

Infinite Computer Solutions (India) Limited

Plot No. 157, EPIP Phase 2, Kundalahalli, Whitefield, Bangalore-560 066, Karnataka, INDIA | Tel: +91-80-4193 0000 | Fax: +91-80-4193 0009

Registered Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066 INDIA | Tel.: +91-11-4615 0845 | Fax: +91-11-4615 0830
E-mail : info@infinite.com | CIN : L72200DL1999PLC171077

ANNEXURE-"A"

Resolution No. 1		Ordinary Resolution					
Adoption of 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.							
Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes polled in favour on votes polled	% of Votes against on votes polled
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	28,716,891	28,716,891	100	28,716,891	0	100	0.00
Public – Institutional holders	4,660,273	1,674,874*	35.94	1,654,792	0	98.80	0.00
Public – Others	6,779,295	3,006,022**	44.34	3,005,799	40	99.99	0.00
Total	40,156,459	33,397,787	83.17	33,377,482	40	99.94	0.00

* Out of 1,674,874 votes polled, votes for 20,082 shares were declared invalid by the Scrutinizer.

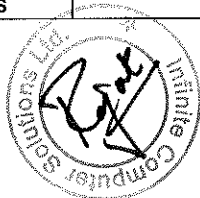
** Out of 3,006,022 votes polled, votes for 183 shares were declared invalid by the Scrutinizer.

Resolution No. 2		Ordinary Resolution					
Declaration of dividend for the Financial Year ended March 31, 2014.							
Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes polled in favour on votes polled	% of Votes against on votes polled
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	28,716,891	28,716,891	100	28,716,891	0	100	0.00
Public – Institutional holders	4,660,273	1,674,874*	35.94	1,654,792	0	98.80	0.00
Public – Others	6,779,295	3,006,022**	44.34	3,005,799	40	99.99	0.00
Total	40,156,459	33,397,787	83.17	33,377,482	40	99.94	0.00

* Out of 1,674,874 votes polled, votes for 20,082 shares were declared invalid by the Scrutinizer.

** Out of 3,006,022 votes polled, votes for 183 shares were declared invalid by the Scrutinizer.

Resolution No. 3		Ordinary Resolution					
Re-appointment of Mr. Narendra Kumar Agrawal as a Director liable to retire by rotation.							
Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes polled in favour on votes polled	% of Votes against on votes polled
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	28,716,891	28,716,891	100	28,716,891	0	100	0.00
Public – Institutional holders	4,660,273	1,674,874*	35.94	0	1,654,792	0.00	98.80
Public – Others	6,779,295	3,005,992**	44.34	3,005,769	40	99.99	0.00



Total	40,156,459	33,397,757	83.17	31,722,660	1,654,832	94.98	4.95
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* Out of 1,674,874 votes polled, votes for 20,082 shares were declared invalid by the Scrutinizer.

** Out of 3,005,992 votes polled, votes for 183 shares were declared invalid by the Scrutinizer.

Resolution No. 4		Ordinary Resolution					
Re-appointment of M/s Amit Ray & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.							
Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes polled in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	28,716,891	28,716,891	100	28,716,891	0	100	0.00
Public – Institutional holders	4,660,273	1,674,874*	35.94	0	1,654,792	0.00	98.80
Public – Others	6,779,295	3,006,022**	44.34	3,005,799	40	99.99	0.00
Total	40,156,459	33,397,787	83.17	31,722,690	1,654,832	94.98	4.95

* Out of 1,674,874 votes polled, votes for 20,082 shares were declared invalid by the Scrutinizer.

** Out of 3,006,022 votes polled, votes for 183 shares were declared invalid by the Scrutinizer.

Resolution No. 5		Ordinary Resolution					
Appointment of Mr. Ravindra Rama Rao Turaga as an Independent Director for a term of upto five years commencing from April 01, 2014.							
Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes polled in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	28,716,891	28,716,891	100	28,716,891	0	100	0.00
Public – Institutional holders	4,660,273	1,674,874*	35.94	1,674,874	0	98.80	0.00
Public – Others	6,779,295	3,005,962**	44.34	3,005,639	140	99.99	0.00
Total	40,156,459	33,397,727	83.17	33,377,322	140	99.94	0.00

* Out of 1,674,874 votes polled, votes for 20,082 shares were declared invalid by the Scrutinizer.

** Out of 3,005,962 votes polled, votes for 183 shares were declared invalid by the Scrutinizer.



Resolution No. 6		Ordinary Resolution						
Appointment of Mr. Ajai Kumar Agrawal as an Independent Director for a term of upto five years commencing from April 01, 2014.								
Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes polled in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	28,716,891	28,716,891	100	28,716,891	0	100	0.00	
Public – Institutional holders	4,660,273	1,674,874*	35.94	1,654,792	0	98.80	0.00	
Public – Others	6,779,295	3,005,892**	44.34	3,005,569	140	99.99	0.00	
Total	40,156,459	33,397,657	83.17	33,377,252	140	99.94	0.00	

* Out of 1,674,874 votes polled, votes for 20,082 shares were declared invalid by the Scrutinizer.

** Out of 3,005,892 votes polled, votes for 183 shares were declared invalid by the Scrutinizer.

Resolution No. 7		Special Resolution						
Creating mortgage/ charge on the assets of the Company.								
Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes polled in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	28,716,891	28,716,891	100	28,716,891	0	100	0.00	
Public – Institutional holders	4,660,273	1,674,874*	35.94	0	1,654,792	0.00	98.80	
Public – Others	6,779,295	3,005,981**	44.34	3,004,978	820	99.97	0.03	
Total	40,156,459	33,397,746	83.17	31,721,869	1,655,612	94.98	4.96	

* Out of 1,674,874 votes polled, votes for 20,082 shares were declared invalid by the Scrutinizer.

** Out of 3,005,981 votes polled, votes for 183 shares were declared invalid by the Scrutinizer.

As per the consolidated report of e-voting and poll conducted at the AGM on Item No. 1 to 7 of the Notice of the AGM, all the resolutions were passed with requisite majority.





Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman of 15th Annual General Meeting of the shareholders

M/s Infinite Computer Solutions (India) Limited to be held on the September 24, 2014 at 3:00 P.M.

Dear Sir,

1. I, Chetan Gupta, a Company Secretary in Practice, appointed by the Board of Directors of M/s Infinite Computer Solutions (India) Limited ("the Company") as Scrutinizer for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 15th Annual General Meeting of the shareholders of the Company to be held on September 24, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to 15th Annual General Meeting (AGM) of the shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further for the above, I submit my report as under:
 - a. In accordance with the Notice of the 15th AGM sent to the shareholders, the e-voting period commenced on September 18, 2014 at 9:00 A.M. to September 20, 2014 at 6:00 P.M.
 - b. The shareholders of the Company as on the "cut-off date" i.e. August 8, 2014 were entitled to vote on the resolutions (item no. 1 to 7 as set out in the notice of the 15th AGM of the Company).
 - c. The votes cast were unblocked on September 20, 2014 at 6:10 P.M. in the presence of 2 witnesses, Ms. Ayushi Jain and Ms. Neeta Aggarwal who are not in



Page 1 of 6

Head Office : 701-702, R.G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034.
Tel. : +91-11-4738 1100-05, 08 • Fax : +91-11-4738 1109 • E-mail : info@apac.in • Website : www.apac.in

Branch Office : 145-146, Tower B-2, Spaze I-Tech Park, Sohna Road, Sector-49, Sohna Road, Gurgaon-122 102. Tel.: 0124-4264510.

the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ayushi Jain
Name: Ayushi Jain

Neeta Aggarwal
Name: Neeta Aggarwal

- d. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com/> and based on such report generated, the result of the e-voting is as under:

Item No. 1

Ordinary resolution 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.

- (i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
40	33376919	100.00

- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

- (iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	20082

Item No. 2

Ordinary resolution to declare dividend for the Financial Year ended March 31, 2014.

- (i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast



		(Favor/Against)
40	33376919	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	20082

Item No. 3

Ordinary resolution 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.

(i) Voted **in favor** of the resolution:

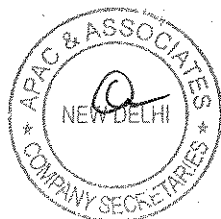
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
38	31722097	95.05

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1654792	4.95

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	20082



Item No. 4

Ordinary resolution to appoint M/s Amit Ray & Co., Chartered Accountants (Firm Registration No. 000483C) as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
39	31722127	95.05

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1654792	4.95

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	20082

Item No. 5

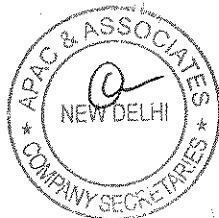
Ordinary resolution to appoint Mr. Ravindra Rama Rao Turaga as an Independent Director for a term of up to five years commencing from April 01, 2014.

(i) Voted **in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
37	33376759	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.00



(iii) **Invalid votes:**

Number of members voted	Number of votes cast by them
1	20082

Item No. 6

Ordinary resolution to appoint Mr. Ajai Kumar Agrawal as an Independent Director for a term of up to five years commencing from April 01, 2014.

(i) **Voted in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
38	33376769	100.00

(ii) **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.00

(iii) **Invalid votes:**

Number of members voted	Number of votes cast by them
1	20082

Item No. 7

Ordinary resolution for creating mortgage/ charge on the assets of the Company.

(i) **Voted in favor** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
34	31721307	95.04

(ii) **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-------------------------	------------------------------	---------------------------------------




5	1655572	4.96
---	---------	------

(iii) **Invalid votes:**

Number of members voted	Number of votes cast by them
1	20082

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 15th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For **APAC & Associates**


Chetan Gupta
Partner
Membership No. 6496
C.P. No. 7077



Date: September 23, 2014
Place: New Delhi



Form No. MGT-13
Report of Scrutinizer(s)

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

Chairman of 15th Annual General Meeting of the Equity Shareholders of M/s Infinite Computer Solutions (India) Limited, held on the September 24, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 at 3:00 P.M.

Dear Sir,

We, Chetan Gupta, a Company Secretary in Practice (FCS 6496, CP No. 7077) and Manish Agarwal (DP ID-Client ID: IN30290247082137), appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the 15th Annual General Meeting of the Equity Shareholders of M/s Infinite Computer Solutions (India) Limited, held on the September 24, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 at 3:00 P.M., submit our report as under:

1. After the time fixed for closing of the Poll by the Chairman, 3 ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
4. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under:

Item No. 1

Ordinary resolution 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.



Head Office : 701-702, R G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034
Tel. : +91-11-4738 1100-05, 08 • Fax : +91-11-4738 1109 • E-mail : info@apac.in • Website : www.apac.in

Branch Office : 145-146, Tower B-2, Spaza I-Tech Park, Sohna Road, Sector-49, Sohna Road, Gurgaon-122 102 Tel. : 0124-4264510

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
94	563	93.37

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	6.63

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
65	183

Item No. 2

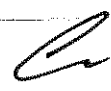
Ordinary resolution to declare dividend for the Financial Year ended March 31, 2014.

(i) Voted in favor of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
94	563	93.37

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	6.63



(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
65	183

Item No. 3

Ordinary resolution 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.

(i) **Voted in favor of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
94	563	93.37

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	6.63

(iii) **Invalid votes:**

Total number of members (In person or by proxy) whose votes were declared invalid	Total number of votes cast by them
65	183

Item No. 4

Ordinary resolution to appoint M/s Amit Ray & Co., Chartered Accountants (Firm Registration No. 000483C) as Statutory Auditors of the Company and to fix their remuneration.

(i) **Voted in favor of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
94	563	93.37



Handwritten signature

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	6.63

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
65	183

Item No. 5

Ordinary resolution to appoint Mr. Ravindra Rama Rao Turaga as an Independent Director for a term of up to five years commencing from April 01, 2014.

(i) Voted in favor of the resolution:

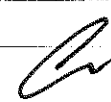
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
94	563	93.37

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	6.63

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
65	183



Item No. 6

Ordinary resolution to appoint Mr. Ajal Kumar Agrawal as an Independent Director for a term of up to five years commencing from April 01, 2014.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
94	483	92.35

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	7.65

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
65	183

Item No. 7

Ordinary resolution for creating mortgage/ charge on the assets of the Company.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	562	93.36

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	6.64



(ii) **Invalid votes:**


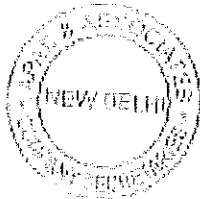
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
65	183

6. Annexures containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to Mr. Rajat Kalra, Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For APAC & Associates
Company Secretaries



Chetan Gupta
Partner
Membership No. 6496
C.P. No. 7077



Manish Agarwal
(DP ID-Client ID: IN30290247082137)

Date: September 25, 2014
Place: New Delhi