



January 09, 2018

To

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, Block -G
Bandra - Kurla Complex
Bandra (East), Mumbai - 400 051

BSE Limited
Corporate Relationship Department
P.J. Towers, Dalal Street
Mumbai - 400 001

Scrip Symbol: INFINITE

Scrip Code: 533154

Sub: Intimation under Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 to hold a meeting of the Board of Directors of Infinite Computer Solutions (India) Limited (the "Company") to consider the proposal of voluntary delisting of equity shares received from the Promoter and Promoter Group of the Company

Dear Sir / Madam,

In terms of Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 (the "**Delisting Regulations**"), we would like to inform you that the Company has received a letter dated January 08, 2018 from Mr. Sanjay Govil, Promoter representing the Promoter & Promoter Group of our Company, expressing their intent to give an offer to the public shareholders of the Company to acquire entire 8,344,478 equity shares of the Company held by public shareholders (representing 25.02% of the paid up equity capital of the Company) (the "**Delisting Offer**") in accordance with the Delisting Regulations and voluntarily delist the Company from National Stock Exchange of India Limited and BSE Limited (the "**Delisting Proposal**").

Currently, Mr. Sanjay Govil, alongwith M C Data Systems Private Limited, IT Thinkers LLC, Mahiavik LLC & Infinite Technologies LLC collectively holds 25,011,036 equity shares representing 74.98% of the paid up equity capital of the Company and are classified as Promoter and Promoter Group of the Company in all regulatory filings. The Promoter and Promoter Group has requested the Company to:

- convene a meeting of the Board of Directors to consider and approve the proposal to delist the equity shares;
- take necessary steps to seek the requisite approval of the Delisting Proposal from the equity shareholders of the Company through postal ballot and e-voting in accordance with the applicable laws and regulations; and
- undertake all such actions and steps as may be required to be undertaken by the Company under the Delisting Regulations to give effect to the Delisting Proposal.



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In view of above, a meeting of the Board of Directors of the Company is scheduled to be held on January 12, 2018 to consider *inter-alia* the following:

1. To consider the proposal of voluntary delisting proposal made by the Promoter and Promoter Group of the Company;
2. To appoint a Merchant Banker for carrying out due diligence as required under Regulation 8(1A)(ii) of the Delisting Regulations; and
3. Any other matters incidental thereto with respect to Delisting Proposal.

Kindly take on record the above intimation.

Thanking you,

Yours faithfully,
for **Infinite Computer Solutions (India) Limited**



Rajesh Kumar Modi
Company Secretary



Encl.: Letter received from the Promoter Group

8th January 2018

To,
The Board of Directors,
Infinite Computer Solutions (India) Limited
155, Somdutt Chambers II 9,
Bhikaji Cama Place
New Delhi - 110 066

Sub.: Expression of Interest to voluntarily delist the equity shares of Infinite Computer Solutions (India) Limited (the "Company") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

Dear Sirs,

I, Sanjay Govil, along with M C Data Systems Private Limited, IT Thinkers LLC, Mahiavik LLC & Infinite Technologies LLC collectively holds 25,011,036 equity shares representing 74.98% of the paid up equity capital of the Company and are termed as Promoter and Promoter Group of the Company. We are desirous of acquiring the balance 8,344,478 equity shares of the Company held by public shareholders (representing 25.02% of the paid up equity capital of the Company) (the "**Delisting Offer**") in accordance with SEBI (Delisting of Securities) Regulations, 2009 (the "**Delisting Regulations**") and voluntarily delist the Company from National Stock Exchange of India Limited and BSE Limited (the "**Delisting Proposal**").

The Delisting Offer, if successful, would provide an exit opportunity to the public shareholders of the Company. The price at which the equity shares will be acquired from the Public Shareholders of the Company under the Delisting Offer will be determined in accordance with the reverse book building process as set out in the Delisting Regulations. The Public Shareholders may tender their shares in the Delisting Offer at any price at or above the 'Floor price' to be

determined in accordance with the Regulation 15(2) of the Delisting Regulations (the "**Floor Price**"). The Promoter Group shall have the sole discretion to accept or reject the exit price to be determined through the reverse book building process.

Rationale for the Delisting Proposal

Substantial acquisition of equity shares and voting rights accompanied with delisting of the Company will enable the Promoter and Promoter Group to:

- A. obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
- B. save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's Business; and
- C. provide an exit opportunity to the public shareholders of the Company.

In view of the above, we believe that the Delisting Proposal can provide the Public Shareholders an opportunity to exit from the Company at a price discovered in accordance with the Delisting Regulations. The final delisting price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations (the "Discovered Price").

Requisition for the Board Approval and Dispatch of Postal Ballot

The Delisting Regulations require that the Delisting Proposal must be approved by (i) the Board of the Company, and (ii) by a special resolution of the equity shareholders of the Company, in which the votes casted in favour of the Delisting Proposal amounts to at least two times of the number of votes cast by the Public Shareholders against it. Such a resolution needs to be passed through postal ballot and e-voting in accordance with the applicable laws and regulations.

Accordingly, we, the Promoter and Promoter Group requests the Board of Directors of the Company to:

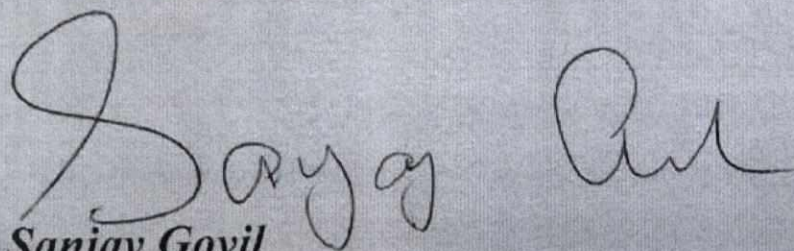
- (a) convene a meeting of the Board of Directors to consider and approve the proposal to delist the equity shares;
- (b) take necessary steps to seek the requisite approval of the Delisting Proposal from the equity shareholders of the

Company through postal ballot and e-voting in accordance with the applicable laws and regulations; and
(c) undertake all such actions and steps as may be required to be undertaken by the Company under the Delisting Regulations to give effect to the Delisting Proposal.

Thanking You,

Yours faithfully,

On behalf of the Promoter and Promoter Group

A handwritten signature in cursive script, appearing to read "Sanjay Govil". The signature is written in dark ink on a light-colored background.

Sanjay Govil

(Place : Rockville, Maryland, USA)