



October 22, 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: Public Announcement issued by MC Data Systems Private Limited and Inswell IT Applications Private Limited for acceptance of the Discovered Price under the Delisting Offer

Dear Sir / Madam,

This is in reference to the captioned subject. We have received a copy of the Public Announcement published on October 20, 2018 issued by MC Data Systems Private Limited and Inswell IT Applications Private Limited in accordance with the provisions of the Regulation 18 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. The said Public Announcement was published in the following newspapers:

Newspaper	Language	Edition
Business Standard	English	All editions
Business Standard	Hindi	All editions
Nav Shakti	Marathi	Mumbai edition

Please find enclosed the copy of the said Public Announcement for your reference and records.

Thanking you,

Yours sincerely,

For **Infinite Computer Solutions (India) Limited**


Saurabh Madaan
Company Secretary



Encl.: As above



INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

(CIN: L72200DL1999PLC171077)

Registered Office: 155, Somdutt Chambers II, 9 Bhikaji Cama Place, New Delhi - 110 066,

Tel: +91 11 4615 0845 - 47, **Fax:** +91 11 4615 0830

Corporate Office: Plot No. 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru - 560 066

Tel: +91 80 4193 0000, **Fax:** +91 80 4193 0009

Website: www.infinite.com, **Email:** cs@infinite.com, **Contact Person:** Mr. Saurabh Madaan, Company Secretary

This post offer public announcement (the "Post Offer PA") is being issued by SPA Capital Advisors Limited ("Manager to the Offer") on behalf of MC Data Systems Private Limited ("Acquirer 1") and Inswell IT Applications Private Limited ("Acquirer 2") (Acquirer 1 and Acquirer 2 are collectively referred to as "Acquirers") in accordance with Regulation 18 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations") to the Public Shareholders of Infinite Computer Solutions (India) Limited ("Infinite"/ "Company") in relation to the proposed acquisition and consequent voluntary delisting of the fully paid up equity shares (the "Equity Shares") of face value Rs. 10 each of the Company from BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (BSE and NSE collectively referred to as the "Stock Exchanges"). This Post Offer PA is in continuation to and should be read in conjunction with the Public Announcement published on October 04, 2018 (the "Public Announcement") in Business Standard - English and Hindi (all editions) and Nav Shakti - Marathi (Mumbai edition) and the Letter of Offer dated October 04, 2018, (the "Letter of Offer").

Capitalized terms used but not defined in this Post Offer PA shall have the same meaning assigned to them as in the Public Announcement and the Letter of Offer.

The Acquirers issued the Public Announcement, in accordance with the SEBI Delisting Regulations, and on the terms and conditions set out therein and in the Letter of Offer, to acquire up to 8,344,478 Equity Shares ("Offer Shares") representing the balance 25.02% of paid up Equity Share Capital of the Company from the Public Shareholders. The Public Shareholders holding Equity Shares of the Company were invited to submit their Bids pursuant to the Reverse Book Building (the "RBB") process as prescribed in the SEBI Delisting Regulations through Stock Exchange Mechanism during the Bid Period (October 11, 2018 to October 17, 2018), in accordance with the SEBI Delisting Regulations.

1. DISCOVERED PRICE AND EXIT PRICE

In terms of Regulation 15(1) of the SEBI Delisting Regulations, the Discovered Price (being the price at which the shareholding of the Promoter Group reached 90% pursuant to the Equity /shares tendered in the RBB Process) is ₹480/- (Rupees Four Hundred Eighty Only) per Equity Share. The Acquirers have accepted the Discovered Price of ₹480/- (Rupees Four Hundred Eighty only) per Equity Share (the "Exit Price") as the final price for the Delisting Offer.

2. SUCCESS OF THE DELISTING OFFER

2.1. In terms of Regulation 17(a) of the SEBI Delisting Regulations, and as stated in Clause 9.2 of the Public Announcement dated October 03, 2018 and Clause 8.2 of Letter of Offer this Delisting Offer would be deemed to be successful only if a minimum of 5,008,927 (Fifty Lakh Eight Thousand Nine Hundred and Twenty Seven) Offer Shares were tendered and acquired in the Delisting Offer at or below the Exit Price so as to cause the cumulative number of Equity Shares held by the Acquirers and PAC, post the acquisition through the Acquisition Window Facility to be equal to or in excess of 30,019,963 (Three Crores Nineteen Thousand Nine Hundred and Sixty Three) Equity Shares constituting 90% of the Share Capital of the Company ("Minimum Acceptance Condition").

2.2. In terms of Regulation 17(b) of the SEBI Delisting Regulations and as stated in Clause 9.3 of the Public Announcement and Clause 8.3 of the Letter of Offer, minimum number of 3,627 (Three Thousand Six Hundred Twenty Seven) shareholders (25% of the Public Shareholders holding shares in dematerialized mode as on January 24, 2018) holding shares in dematerialized mode were required to participate in the RBB Process, provided that if the Acquirers along with the Manager to the Offer demonstrate to the NSE and BSE that they have delivered the Letter of Offer of this Delisting Offer to all the Public Shareholders either through registered post or speed post or courier or hand delivery with proof of delivery or through email as a text or as an attachment to email or as a notification providing electronic link or uniform resource locator including a read receipt (referred to as the "Letter of Offer Delivery Requirement"), then the mandatory participation of aforementioned number of Public Shareholders is not applicable. The Registrar to the offer has confirmed that the Letter of Offer has been dispatched to all the public shareholders by Registered Post / Speed Post through the Indian Post and the Acquirers are able to provide a detailed account regarding the status of delivery of the Letter of Offer.

2.3. In the RBB Process, 6,486,068 Equity Shares have been validly tendered at or below the Exit Price, which is higher than the Minimum Acceptance Condition, as mentioned in Clause 2.1 of this Post Offer PA. The Acquirers shall acquire all Equity Shares tendered through valid bids at or below the Exit Price and post completion of the acquisition, the shareholding of the Promoter Group, along with the Acquirers, shall be 94.43% of the fully paid up equity Share Capital of the Company which would exceed the minimum number of Equity Shares required for the Delisting Offer to be successful in terms of Regulation 17(a) of the SEBI Delisting Regulations.

2.4. The Delisting Offer is thus deemed to be successful.

2.5. All the Public Shareholders of the Company who have validly tendered their Equity Shares at or below the Exit Price of ₹480/- (Rupees Four Hundred Eighty Only) per Equity Share will be paid the consideration at the Exit price of ₹480/- (Rupees Four Hundred Eighty Only) per Equity Share. The payment of consideration to all such Public Shareholders (in respect of whom no regulatory approvals are required) whose Bids have been accepted will be made on or before November 01, 2018.

2.6. The Equity Shares of the Public Shareholders whose Bids have been rejected in the RBB process, the demat shares or the physical shares would be returned to them in accordance with Methods of Settlement contained in Clause 13 of the Public Announcement dated October 03, 2018 and Clause 12 of Letter of Offer read along with SEBI Circular CFD/DCR2/CIR/P/2016/31 dated December 09, 2016. The dispatch of share certificates in case of physical equity shares and for the credit of equity shares to the respective beneficiary accounts in case of dematerialized equity shares will be made on or before November 01, 2018. Public Shareholders holding Equity Shares in dematerialized form are advised to check their demat accounts to confirm receipt of the Equity Shares tendered.

2.7. Subsequently, the Company will initiate the necessary steps to delist its Equity Shares from the Stock Exchanges.

2.8. The delisting date shall be announced in the same newspapers in which the Public Announcement and this Post Offer PA has appeared.

2.9. Other conditions stipulated in the Public Announcement and Letter of Offer shall continue to apply.

3. OUTSTANDING EQUITY SHARES AFTER DELISTING

3.1. In accordance with Regulation 21 of the SEBI Delisting Regulations, all Public Shareholders of the Company who did not or were not able to participate in the RBB process or who unsuccessfully tendered their Equity Shares in the RBB process, ("Remaining Public Shareholders") will be able to offer their Equity Shares to the Acquirers at the Exit Price i.e. of ₹480/- (Rupees Four Hundred Eighty Only) per Equity Share for a period of one year starting from the date of delisting of the Equity Shares of the Company from the Stock Exchanges. A separate offer letter (the "Exit Offer Letter") in this regard will be sent to these remaining Public Shareholders. If the Remaining Public Shareholders wish to tender their Equity Shares in the Exit Offer, they will be required to submit the requisite documents to the Registrar to the Offer within the stipulated time as will be set out in the Exit Offer Letter.

3.2. All other terms and conditions set forth in the PA and the Letter of Offer remain unchanged.

3.3. This Post Offer PA is issued on behalf of the Acquirers by the Manager to Offer in terms of Regulation 18 of the SEBI Delisting Regulations. All queries may be directed to the Manager to the Offer or the Registrar to the Offer.

MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
 <p>SPA Capital Advisors Limited SEBI Regn. No.: INM000010825 25, C - Block, Community Centre JanakPuri, New Delhi - 110 058 Tel. No. +91 11 4558 6600, 4567 5500 Fax No. +91 11 2557 2342 E-mail: infinite.delist@spagroupindia.com Website: www.spacapital.com Contact Person: Ms. Manisha Sharma / Mr. Sri Krishna Tapariya</p>	 <p>Bigshare Services Private Limited SEBI Regn. No.: INR000001385 4-E/8, First Floor, Jhandewalan Ext. New Delhi - 110055 Tel: +91 11 2352 2373 Fax: +91 11 2352 2373 E-Mail: delisting@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Y. K. Singhal</p>

This Post Offer PA is issued on behalf of the Board of Directors of the Acquirers - MC Data Systems Private Limited and Inswell IT Applications Private Limited

For MC Data Systems Private Limited

Sd/-
Dinesh Kumar Bhardwaj
 Director

Sd/-
Sunil Kumar Sharda
 Director

For Inswell IT Applications Private Limited

Sd/-
Dinesh Kumar Bhardwaj
 Director

Sd/-
Sunil Kumar Sharda
 Director

Place: New Delhi
 Date: October 18, 2018