

Notice of 20th Annual General Meeting

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Registered Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066
Corporate Office: 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru-560066
CIN: U72200DL1999PLC171077 | Website: www.infinite.com | E-Mail: cs@infinite.com
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NOTICE is hereby given that the Twentieth (20th) Annual General Meeting ("AGM") of the Members of Infinite Computer Solutions (India) Limited ("Company") will be held on Monday, September 30, 2019 at 11:00 A.M. (IST) at Kamani Auditorium located at 1, Copernicus Marg, Opposite Doordarshan Bhawan, Mandi House, New Delhi 110001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Govil (DIN: 01141389) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval for waiver of recovery of excess remuneration paid to Mr. Upinder Zutshi (DIN: 01734121), Managing Director and Chief Executive Officer for the financial year ended March 31, 2019

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in furtherance to the approval of the members for the payment of remuneration to Mr. Upinder Zutshi (DIN: 01734121), Managing Director and Chief Executive Officer, at the Company's Nineteenth (19th) Annual General Meeting held on September 27, 2018, and pursuant to the provisions of Section 197, Schedule V and 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), the recovery of the excess remuneration, as per the details annexed hereto in the explanatory statement, paid to Mr. Upinder Zutshi, Managing Director and Chief Executive Officer of the Company, for the financial year ended March 31, 2019, be and is hereby approved and waived.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Officer authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid resolution."

4. Approval for variation in terms of remuneration payable to Mr. Upinder Zutshi (DIN: 01734121), Managing Director and Chief Executive Officer from April 01, 2019 till March 31, 2022

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in furtherance to the approval by the members for the payment of remuneration to Mr. Upinder Zutshi (DIN: 01734121), Managing Director and Chief Executive Officer at the Company's Nineteenth (19th) Annual General Meeting held on September 27, 2018, and pursuant to the provisions of Section 197, 198, 200, Schedule V and 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) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, approval is hereby accorded for payment of remuneration to Mr. Upinder Zutshi as detailed below for 3 years effective from April 01, 2019 till March 31, 2022 notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

- a. Salary: ₹. 17.79 lakh per month with authority to the Board of Directors to revise it from time to time subject however to a ceiling of ₹. 25.00 lakh per month.
- b. Performance Bonus: for each accounting year as may be decided by the Board of Directors upto a sum not exceeding ₹. 3.00 Crore per annum.

In addition to the above, he shall also be provided the following benefits as per policy/rules of the Company or as approved by the Board of Directors from time to time:

- Company Car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone/Internet Connection(s) at home.
- Company's Contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- Admission and Annual Membership Fee for Clubs.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company's policy.
- He will also be eligible for other stock and non-stock-based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

RESOLVED FURTHER THAT all other existing terms and conditions of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.”

5. Approval for re-appointment of Mr. Ashok Kumar Garg (DIN:03504609) as Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013 (“the Act”), and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV to the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Ashok Kumar Garg (DIN: 03504609) who was appointed as an Independent Director for a term up to November 12, 2019, by the members, be and is hereby re-appointed as an Independent Director of the Company w.e.f. November 13, 2019, not liable to retire by rotation, to hold office for a second term up to November 12, 2024, on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Approval for appointment of Mr. Sanjeev Gulati (DIN:00031711) as Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Sanjeev Gulati (DIN: 00031711), who was appointed as an Additional Director of the Company with effect from February 14, 2019, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

7. Approval for appointment of Mr. Sanjeev Gulati (DIN:00031711) as Whole Time Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the said Act and the Rules made thereunder, Mr. Sanjeev Gulati (DIN: 00031711) be and is hereby appointed as the Whole-time Director of the Company with the designation as Director and Chief Financial Officer, for a period of 5 years with effect from February 14, 2019 on the following terms and conditions:

- Salary: In the band of ₹. 73.76 lacs to ₹. 85.00 lacs per annum with authority to the Board of Directors to revise it from time to time.
- Performance Bonus: For each accounting year as may be decided by the Board of Directors upto a sum not exceeding 100% of the Salary.

In addition to the above, he shall also be provided the following benefits as per policy/rules of the Company or as approved by the Board of Directors from time to time:

- Company Car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone/Internet Connection(s) at home.
- Company's Contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company's policy.
- He will also be eligible for other stock and non-stock-based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

RESOLVED FURTHER THAT the remuneration of Mr. Sanjeev Gulati, within the above range, be and is hereby approved for a period upto 3 years effective from the date of his appointment i.e. upto February 13, 2022, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT Mr. Sanjeev Gulati will be liable to retire by rotation during his tenure as Director as per the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

8. Approval for amendments to the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (“the Act”), the following clauses of Memorandum of Association be and are hereby amended in the following manner:

- a. In the title, "THE COMPANIES ACT, 1956" to be substituted with "THE COMPANIES ACT, 2013"
- b. The existing heading of Clause III be deleted.
- c. The existing heading of Clause III (A) be substituted by the following new heading:
"The Objects to be pursued by the Company on its incorporation are:"
- d. The existing heading of Clause III (B) be substituted by the following new heading:
"Matters which are necessary for furtherance of the Objects specified in Clause III (A) are:"
- e. The existing sub-clauses of Clause III (B) be numbered again from (1) and so on.
- f. Under newly numbered subclause 1 of Clause III (B), the word "centres" be corrected to "centers".
- g. Under newly numbered subclause 13 of Clause III (B), the following words be deleted from the beginning of the clause:
"Subject to provisions of Section 58A of the Companies Act, 1956 and Reserve Bank of India, directives,"
- h. Under newly numbered subclause 24, 25 and 31 of Clause III (B), the word "licences" be corrected to "licenses".
- i. Under newly numbered subclause 32 of Clause III (B), the word "discretionary" be corrected to "discretionary".
- j. The existing Clause III (C) - "Other Objects" be deleted.
- k. The existing Clause IV be substituted by the following new Clause IV:
"The liability of the member is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."
- l. The existing Clause V be substituted by the following new Clause V:
"The Authorised Share Capital of the Company is ₹. 500,000,000/- (Rupees Fifty Crores Only) divided into 50,000,000/- (Five Crores Only) Equity Shares of ₹. 10/- (Rupees Ten Only) each[#]."
- m. A following foot note be added to existing Clause V to explain the increase in Authorised Share Capital from the date of incorporation till date.

[#]The Clause V of the Memorandum of Association of the Company has been altered from time to time by passing requisite resolutions at the meeting of the members. The details of alteration since incorporation till date are stated separately hereinunder.

Effective Date	Equity Share Capital (₹.)	Preference Share Capital (₹.)	Total Authorised Capital (₹.)	Remarks
Sept 6, 1999	1,000,000	-	1,000,000	The Company was incorporated on September 06, 1999 with ₹. 1,000,000 (Rupees Ten Lakhs Only) as its Authorised Share Capital
Nov 14, 1999	50,000,000	-	50,000,000	Authorised Capital of the Company was increased to ₹. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of ₹. 10/- (Rupees Ten) each vide resolution passed by the members on November 14, 1999.
Mar 29, 2004	45,000,000	5,000,000	50,000,000	Authorised Capital of ₹. 5,00,00,000/- (Rupees Five Crores Only) of the Company was reclassified into 45,00,000 (Forty Five Lakhs) Equity shares of ₹. 10/- (Rupees Ten) each and 5,00,000/- (Five Lakhs) Preference Shares of ₹. 10/- (Rupees Ten) each vide resolution passed by the members on March 29, 2004.
July 20, 2005	465,000,000	35,000,000	500,000,000	Authorised Capital was increased to ₹. 50,00,00,000/- (Rupees Fifty Crores Only) classified into 4,65,00,000 (Four Crores Sixty Five Lakhs) Equity shares of ₹. 10/- (Rupees Ten) each and 35,00,000/- (Thirty Five Lakhs) Preference Shares of ₹. 10/- (Rupees Ten) each vide resolution passed by the members on July 20, 2005.
Dec 14, 2010	500,000,000	-	500,000,000	Authorised Capital of ₹. 50,00,00,000/- (Rupees Fifty Crores Only) of the Company was reclassified into 5,00,00,000 (Five Crores) Equity shares of ₹. 10/- (Rupees Ten) each vide resolution passed by the members on December 14, 2010 via Postal Ballot.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

9. Approval for adoption of new set of Articles of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (“the Act”), the draft regulations contained in the Articles of Association, copy of which is placed before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

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

Sd/-

Saurabh Madaan

Company Secretary

M.No.A22920

Infinite Computer Solutions (India) Limited

CIN: U72200DL1999PLC171077

155, Somdutt Chambers II,

9, Bhikaji Cama Place, New Delhi - 110 066

Tel: +91 11 4615 0845 - 47 | Fax: +91 11 4615 0830

Website: www.infinite.com | Email: cs@infinite.com

Gurugram

May 31, 2019

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms a part of the Notice. The additional information, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) under Item No. 2, 5, 6 & 7 is also enclosed.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than 48 hours before the commencement of the AGM (on or before September 28, 2019, 11:00 A.M. IST). Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A proxy form for the AGM is enclosed.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the said Meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the Meeting.

3. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM. Member(s) who hold equity shares in electronic mode are requested to write the client Id and DP Id number and those who hold equity shares in physical mode are requested to write their folio number in the Attendance Slip.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution/Power of Attorney to the Company, authorizing them to attend and vote on their behalf at the AGM.

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and Register of Contracts in which Directors are interested maintained under Section 189 will be available for inspection by the members at the AGM.

6. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.

7. All relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during business hours between 11:00 A.M. to 1:00 P.M. except on Saturdays, Sundays and all Public Holidays upto the date of AGM.

8. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority on expiry of aforesaid period of 7 years. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2018 (date of last AGM) on the website of the Company (www.infinite.com), and also on the website of the Ministry of Corporate Affairs.

9. The Company's Registrar & Transfer Agent ("RTA") is Bigshare Services Private Limited having their office at 302, Kushal Bazar, 32-33, Nehru Place, New Delhi – 110019.

10. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participants ("DPs") in case the shares are held in electronic form and to the RTA of the Company – Bigshare Services Private Limited in case the shares are held in physical form.

Special Request: To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

12. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to send their queries as addressed to 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.

13. 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 RTA, Folio No. /DP Id& Client Id and contact details such as e-mail address, contact no. must be quoted.

14. Notice of the 20th AGM (enclosing therein Attendance Slip, Proxy Form and Route Map) along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice of AGM and Annual Report 2018-19 will also be available on the Company's website www.infinite.com.

15. The route map showing directions to reach the venue of the AGM is enclosed to this Notice.

16. Members may please note that pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018 except in case of transmission or transposition of securities, request for effecting transfer of securities held in physical shall not be processed on or after October 02, 2018.

Accordingly, members holding shares in physical form are requested to consider converting their holding to dematerialized form for ease of portfolio management. Members may contact the Company or its RTA for assistance in this regard.

17. VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on all the resolutions set forth in this Notice.
- ii. E-voting is optional. For the members who do not have access to e-voting facility, the facility for voting on poll paper, shall also be made available at the AGM and the members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- iii. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- iv. A member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- v. The Board has appointed Mr. Prashant Kumar Balodia (M. No. FCS6047) of M/s PDS & Co, Practicing Company Secretaries, New Delhi as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- vi. The remote e-voting period commences on Friday, September 27, 2019 from 9.00 AM (IST) and ends on Sunday, September 29, 2019 at 5.00 PM (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e., Monday, September 23, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- vii. Instructions For E-voting

STEP 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

STEP 2: Cast your vote electronically on NSDL e-voting system.

Details on STEP 1 is mentioned below:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Details on STEP 2 is mentioned below:

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Company which is 111856.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to prashant@pdsco.in with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Information relating to e-voting /voting:

- a. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Monday, September 23, 2019 being the 'cut-off date' for the purpose. Members of the Company holding shares either in physical or in dematerialized form as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM on poll paper.
- b. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending e-mail to evoting@nsdl.co.in by mentioning their Folio No./DP Id and Client Id No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- c. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot paper for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- d. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least (2) witnesses not in the employment of the Company. Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the meeting submit the consolidated Scrutinizer's Report of the total votes cast in favor or against to the Chairman or Company Secretary of the Company, who shall countersign the same.
- e. The results declared along with the Scrutinizers Report shall be placed on the website of the Company at www.infinite.com and on the website of NSDL evoting@nsdl.co.in immediately after the declaration of result by the Chairman or the Company Secretary. The results shall also be displayed on the notice board at the Registered Office of the Company.

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

Sd/-

Saurabh Madaan
Company Secretary
M.No.A22920

Gurugram
May 31, 2019

Infinite Computer Solutions (India) Limited
CIN: U72200DL1999PLC171077
155, Somdutt Chambers II,
9, Bhikaji Cama Place, New Delhi - 110 066
Tel: +91 11 4615 0845 - 47 | Fax: +91 11 4615 0830
Website: www.infinite.com | Email: cs@infinite.com

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

Item No. 3.

Approval for waiver of recovery of excess remuneration paid to Mr. Upinder Zutshi (DIN: 01734121), Managing Director and Chief Executive Officer for the financial year ended March 31, 2019

On February 13, 2018, the Board of Directors ("Board") re-appointed Mr. Upinder Zutshi as the Managing Director and Chief Executive Officer ("MD & CEO") of the Company for a period of 5 years with effect April 01, 2018 subject to the approval of the members of the Company.

At the Nineteenth (19th) Annual General Meeting held on September 27, 2018, the members approved the re-appointment of Mr. Upinder Zutshi as the MD & CEO for a period of 5 years and also his remuneration for the said period as set out below:

- a. Salary: ₹. 17.79 lakh per month with authority to the Board of Directors to revise it from time to time subject however to a ceiling of ₹. 25.00 lakh per month.
- b. Performance Bonus: for each accounting year as may be decided by the Board of Directors upto a sum not exceeding ₹. 3.00 Crore per annum.

In addition to the above, he shall also be provided the following benefits as per policy/rules of the Company or as approved by the Board of Directors from time to time:

- Company Car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone/Internet Connection(s) at home.
- Company's Contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- Admission and Annual Membership Fee for Clubs.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company's policy.
- He will also be eligible for other stock and non-stock-based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

The members are informed that after the finalization of the financial statements for the F.Y. 2018-19, it was observed that due to decline in profitability for the F.Y. 2018-19 (as compared to F.Y. 2017-18), the profits, for the purpose of payment of managerial remuneration to the MD & CEO, were inadequate to pay the remuneration as per the members resolution dated September 27, 2018. In view of inadequate profits, the remuneration already paid to Mr. Upinder Zutshi for the F.Y. 2018-19, emerged to be in excess of the limits specified under the Companies Act, 2013 ("the Act") to the extent of ₹. 1,33,16,356/-.

The members are informed that this remuneration was to be paid as "minimum remuneration" in the event of absence or inadequacy of profit in any financial year, however, it was subject to the provisions laid down in Section 197 and Schedule V of the Act or any other statutory provisions, modifications and re-enactments thereof.

Section 197(10) of the Act provides for waiver of recovery of the excess managerial remuneration paid by the Company, if the members of the Company approve the same by means of Special Resolution.

The approval of the members is thus sought for the resolution at Item No. 3, for waiver of the recovery of the excess amount paid and approval of the excess remuneration paid to Mr. Upinder Zutshi in respect of the financial year ended March 31, 2019.

As on date, the Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Nomination and Remuneration Committee has reviewed this matter and recommended the same to the Board for its approval. The Board has accordingly approved the same at its meeting held on May 31, 2019.

Except Mr. Upinder Zutshi, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out in Item No. 3 of this Notice for approval by the members.

Item No. 4.

Approval for variation in terms of remuneration payable to Mr. Upinder Zutshi (DIN: 01734121), Managing Director and Chief Executive Officer from April 01, 2019 till March 31, 2022

At the 19th Annual General Meeting ("AGM"), the members approved the remuneration of Mr. Upinder Zutshi, Managing Director and Chief Executive Officer ("MD & CEO") subject to the approvals as may be required under the provisions of Schedule V of the Companies Act, 2013 ("the Act") or any other applicable provisions of the Act.

The members are informed that pursuant to amendment brought by Companies (Amendment) Act, 2017 (Effective from 12.09.2018) and the consequent amendment in the first proviso of section 197(1), a Company may now pay remuneration exceeding the limits mentioned under section 197(1), provided, if it takes approval of members via special resolution. Further, in the event of loss or inadequacy of profits, a Company may pay remuneration in excess of the limits provided under Section II of Part II of Schedule V, if it is approved by the members by special resolution.

In view of the aforesaid provisions under the law, it is considered desirable to obtain fresh approval of members by way of special resolution, to enable payment of remuneration to Mr. Upinder Zutshi, MD & CEO for a period upto 3 years, from April 01, 2019 till March 31, 2022, even in cases, when it exceeds the limits mentioned under section 197(1) or Schedule V of the Act.

For clarification of doubts, it is informed that this resolution is proposed only for regularizing the remuneration already approved by the members of the Company in view of the amended provisions of the Act and there is no increase in existing remuneration approved by the members.

The information as required to be disclosed in terms of paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act is given below:

A. General Information

- i. Nature of industry: IT & IT Enabled Services
- ii. Date or expected date of commencement of commercial production: Existing Company
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, Existing Company
- iv. Financial performance based on given indicators: A summary of financial performance of the Company as on March 31, 2019 on standalone basis is given below:

Particulars	Year ended March 31, 2019
Total Sales and Income	4,935.27
Total Expenses	4,117.01
Total Income before Tax & Depreciation	818.26
Depreciation	116.23
Profit/(Loss) before Tax (PBT)	702.03
Profit/(Loss) after Tax (PAT)	559.51

₹ in Million

- v. Foreign investments or collaborations, if any.

Mr. Sanjay Govil, a US citizen is the Promoter of the Company who directly and indirectly (through other entities) holds shareholding interest in the Company.

B. Information about the appointee:

- i. Background details

Mr. Upinder Zutshi holds Mechanical Engineering degree from the Birla Institute of Technology & Sciences (BITS). He has experience of more than 35 years in building early stage companies, setting-up start-up ventures and developing them into growth organizations, corporate leadership and business administration.

- ii. Past remuneration

The remuneration drawn by Mr. Upinder Zutshi in the preceding three financial years 2015-16, 2016-17 and 2017-18 is given below:

Financial Year	Remuneration
2017-18	41.69
2016-17	40.64
2015-16	37.97

₹ in Million

- iii. Job profile and his suitability

Mr. Upinder Zutshi's job profile is to transform the Company, making it emerge as a more robust Company poised for continued growth. His role is to strengthen and grow Company's position in differentiated and niche business areas through various our product offering. Mr. Upinder Zutshi is well qualified and experienced to steer the Company to greater heights as has been demonstrated in the achievements in the last one decade.

- iv. Remuneration proposed

The remuneration was earlier approved by the members in the 19th AGM of the Company and is provided as a part of resolution mentioned in Item No. 4.

It is now proposed to seek member's approval by way of special resolution to enable payment of remuneration even in cases when it exceeds the limits given under section 197 or Schedule V of the Companies Act, 2013.

- v. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The approx. remuneration paid to the similar profile of the following comparable Companies for the FY 2017-18 are given below for the purpose of comparison:

₹ in Million	
Name of the Company	Remuneration
Larsen & Toubro Infotech Limited	139.68
Capgemini Technology Services India Limited	121.86
Mphasis Limited	42.20

- vi. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

No pecuniary relationship other than the remuneration as stated above.

C. Other information:

- i. Reasons of loss or inadequate profits

The Company has been consistently making adequate profits upto FY ended March 31, 2018 for payment of managerial remuneration. The net profits for the FY ended March 31, 2019 have been decreased due to reduction in margins of some of the ongoing business as a result of increased competition.

As a result of decline in profits, the managerial remuneration exceeded the limits provided under the provisions of the Companies Act, 2013 read with limits laid under the Schedule V thereto, for the FY ended March 31, 2019.

- ii. Steps taken or proposed to be taken for improvement

The Company is investing into high value businesses which is likely to improve the competitive position in future and hence will yield better margins.

- iii. Expected increase in productivity and profits in measurable terms

It is not possible to give such figures in measurable terms. The Company is putting all efforts to maximize its productivity and profits.

- iv. Professional capacity

Mr. Upinder Zutshi, in his role as MD & CEO is functioning in a professional capacity possessing expertise and specialized knowledge beyond the graduate level qualification and is not having any interest in the capital of the Company or any of its subsidiary companies. The MD & CEO does not have any, direct or indirect interest or related to any directors or promoters of the Company or its holding or subsidiary companies at any time before or during his employment.

The Nomination and Remuneration Committee has reviewed this matter and recommended to the Board of Directors for its approval. The Board of Directors have accordingly approved the same at the meeting held on May 31, 2019. Further, the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Except Mr. Upinder Zutshi, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the resolution.

The Board commends the Special Resolution set out in Item No. 4 of this Notice for approval by the members.

Item No. 5.

Approval for re-appointment of Mr. Ashok Kumar Garg (DIN: 03504609) as Independent Director of the Company

The members are informed that at the Annual General Meeting held on September 30, 2015, the members of the Company had appointed Mr. Ashok Kumar Garg (DIN: 03504609) as an Independent Director for a period of 5 years commencing from November 13, 2014. Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ashok Kumar Garg will hold office as Independent Director of the Company up to November 12, 2019 ("First Term").

Considering the skills, experience, knowledge and based on the performance evaluation report of Mr. Ashok Kumar Garg, the Nomination and Remuneration Committee, has recommended for re-appointment of Mr. Ashok Kumar Garg for a second term of 5 (five) consecutive years, as an Independent Director effective from November 13, 2019 until November 12, 2024.

Basis aforesaid recommendation and considering the contribution made by Mr. Ashok Kumar Garg during his tenure, the Board believes that the continued association of Mr. Ashok Kumar Garg would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, it is proposed to re-appoint Mr. Ashok Kumar Garg as Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Ashok Kumar Garg fulfills the requirements of Independent Director as laid down under Section 149(6) of the Act and has given his consent to act as a Director of the Company, if re-appointed. Further, he is not disqualified from being appointed as Director in terms of section 164 of the Act.

The Company has received a notice under section 160(1) of the Act from a member signifying his intention to propose the candidature of Mr. Ashok Kumar Garg as a Director.

In the opinion of the Board, Mr. Ashok Kumar Garg fulfills the conditions for appointment as Independent Directors as specified in the Act and he is independent of the management.

In terms of applicable Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, further details in respect of Mr. Ashok Kumar Garg has been provided in the Annexure to this Notice.

Except Mr. Ashok Kumar Garg, being an appointee, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out in Item No. 5 of this Notice for approval by the members.

Item No. 6.

Approval for appointment of Mr. Sanjeev Gulati (DIN: 00031711) as Director

Upon recommendation of Nomination and Remuneration Committee, and pursuant to the provisions of section 161 of the Companies Act, 2013 ("the Act"), the Board of Directors ("the Board"), at its meeting held on February 14, 2019, approved the appointment of Mr. Sanjeev Gulati (DIN: 00031711), Chief Financial Officer of the Company, as an Additional Director on the Board of the Company with effect from February 14, 2019.

In terms of section 161 of the Act, Mr. Sanjeev Gulati holds office upto the date of the ensuing Annual General Meeting ("AGM") but is eligible for appointment as a Director on the Board.

The Company has received a notice under section 160(1) of the Act from a member signifying his intention to propose the candidature of Mr. Sanjeev Gulati as a Director.

Mr. Sanjeev Gulati has given his consent for appointment as Director and he is not disqualified for appointment as Director under the provisions of the Act.

The details of Mr. Sanjeev Gulati, as required to be given pursuant to the Secretarial Standards issued by Institute of Company Secretaries of India (ICSI), are mentioned in the Annexure to the Notice.

The Board is of the view that the appointment of Mr. Sanjeev Gulati as a Director will be beneficial to the Company and therefore the Board recommends the Ordinary Resolution as detailed in Item No. 6 of the Notice for the approval of the members.

Except Mr. Sanjeev Gulati, being an appointee, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 7.

Approval for appointment of Mr. Sanjeev Gulati (DIN: 00031711) as a Whole Time Director

Subject to approval of the members, and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("the Board") at its meeting held on February 14, 2019 approved and appointed Mr. Sanjeev Gulati (DIN: 00031711), Chief Financial Officer ("CFO") of the Company as a Whole Time Director (designated as 'Director & CFO'), liable to retire by rotation, for a period of 5 (five) years from February 14, 2019 upto and including February 13, 2024, on the terms and conditions including remuneration as mentioned in the resolution mentioned in the Item No. 4 of this Notice.

In accordance with the provisions of the Companies Act, 2013 ("the Act"), approval of the members is hereby sought for appointment of Mr. Sanjeev Gulati as a Whole Time Director on the terms and conditions including remuneration as are mentioned in the resolution.

It is proposed that approval of the members by way of a special resolution be obtained for payment of remuneration to Mr. Sanjeev Gulati for three years commencing from February 14, 2019, even in cases, where his remuneration exceeds the limits prescribed under section 197 of the Act and under Section II of Part II of Schedule V to the Act, as the case may be.

The information as required to be disclosed in terms of paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act is given below:

A. General Information

- i. Nature of industry: IT & IT Enabled Services
- ii. Date or expected date of commencement of commercial production: Existing Company
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, Existing Company

- iv. Financial performance based on given indicators: A summary of financial performance of the Company as on March 31, 2019 on standalone basis is given below

₹ in Million

Particulars	Year ended March 31, 2019
Total Sales and Income	4,935.27
Total Expenses	4,117.01
Total Income before Tax & Depreciation	818.26
Depreciation	116.23
Profit/(Loss) before Tax (PBT)	702.03
Profit/(Loss) after Tax (PAT)	559.51

- v. Foreign investments or collaborations, if any.

Mr. Sanjay Govil, a US citizen is the Promoter of the Company who directly and indirectly (through other entities) holds shareholding interest in the Company.

B. Information about the appointee:

- i. Background details

The details of Mr. Sanjeev Gulati are provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

- ii. Past remuneration

The remuneration drawn by Mr. Sanjeev Gulati as Chief Financial Officer (“CFO”) in the preceding three financial years 2015-16, 2016-17 and 2017-18 is given below:

₹ in Million

Financial Year	Remuneration
2017-18	9.21
2016-17	9.83
2015-16	9.48

- iii. Job profile and his suitability

Mr. Sanjeev Gulati's job profile is to maintain a strong Balance Sheet for the Company with optimum financial portfolio. The role includes IT enabled better financial reporting, compliance management, risk management processes and controls and digitization of various processes to enhance quality of earnings.

- vi. Remuneration proposed

The detailed remuneration is mentioned in resolution No. 7 of the Notice of AGM.

- v. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The approx. remuneration paid to the CFO of the following comparable Companies for the FY 2017-18 are given below for the purpose of comparison:

₹ in Million

Name of the Company	Remuneration
Polaris Consulting & Services Limited	24.71
Mphasis Limited	21.58
Zensar Technologies Limited	16.75

- vi. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

No pecuniary relationship other than the remuneration as stated above.

C. Other information:

- i. Reasons of loss or inadequate profits

The Company has been consistently making adequate profits upto FY ended March 31, 2018 for payment of managerial remuneration. The net profits for the FY ended March 31, 2019 have been decreased due to reduction in margins of some of the ongoing business as a result of increased competition.

As a result of decline in profits, the managerial remuneration exceeded the limits provided under the provisions of the Companies Act, 2013 read with limits laid under the Schedule V thereto, for the FY ended March 31, 2019.

ii. Steps taken or proposed to be taken for improvement

The Company is investing into high value businesses which is likely to improve the competitive position in future and hence will yield better margins.

iii. Expected increase in productivity and profits in measurable terms

It is not possible to give such figures in measurable terms. The Company is putting all efforts to maximize its productivity and profits.

iv. Professional capacity

Mr. Sanjeev Gulati, in his role as Director and CFO is functioning in a professional capacity possessing expertise and specialized knowledge beyond the graduate level qualification and is not having any interest in the capital of the Company or any of its subsidiary companies. Mr. Sanjeev Gulati does not have any, direct or indirect interest or related to any directors or promoters of the Company or its holding or subsidiary companies at any time before or during his employment.

The payment of remuneration is approved by the Board on the recommendation of the Nomination and Remuneration Committee. Further, the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Mr. Sanjeev Gulati satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under subsection (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sanjeev Gulati under Section 190 of the Act. The terms of remuneration of Mr. Sanjeev Gulati are in accordance with the Nomination and Remuneration Policy of the Company.

Except Mr. Sanjeev Gulati, being an appointee, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8. and 9.

Approval for approval for amendment to the Memorandum of Association of the Company and for adoption of new set of Articles of Association of the Company

The Companies Act, 2013 read with rules framed thereunder ("the Act") has been gradually notified and implemented by the Ministry of Corporate Affairs, over the last five years.

The existing Memorandum of Association ('MOA') and Articles of Association ('AOA') of the Company contained clauses/regulations which were based on the provisions of the erstwhile Companies Act, 1956 and contained references to the provisions of the same.

It is considered desirable to amend MOA and substitute the entire regulations contained in the AOA of the Company with a new set of AOA, to bring them in conformity with the provisions of the Act.

Pursuant to the provisions of Section 13 and 14 of the Act, approval of the members by way of Special Resolution is required for amendment in the MOA and for adoption of a new set of AOA respectively. The proposed draft of MOA and AOA is being uploaded on the Company's website for perusal by the members and is also available for inspection by members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days from the date of dispatch of this Notice up to the date of the ensuing Annual General Meeting of the Company.

The Board of Directors recommend passing of the resolutions as set out under Item No 8 & 9 as a special resolution by the members.

None of the directors and key managerial personnel and their relatives are in any way, financially or otherwise, interested or concerned in this resolution except to the extent of their shareholding in the Company.

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

Sd/-
Saurabh Madaan
Company Secretary
M.No.A22920

Infinite Computer Solutions (India) Limited
CIN: U72200DL1999PLC171077
155, Somdutt Chambers II,
9, Bhikaji Cama Place, New Delhi - 110 066
Tel: +91 11 4615 0845 - 47 | Fax: +91 11 4615 0830
Website: www.infinite.com | Email: cs@infinite.com

Gurugram
May 31, 2019

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	Mr. Sanjay Govil
Date of Birth (Age)	April 02, 1966, (53 Years)
Qualifications	B.Sc. (Electrical) from Auburn University and M.Sc. (Electrical) from Syracuse University.
Experience	He is the founder and Chairman of Infinite, a global IT outsourcing that provides Platformized™ business solutions as well as next generation mobility products and services to the Healthcare, BFSI, Media & Publishing and Telecommunications verticals.
Last drawn Remuneration as on March 31, 2019	Nil
Nationality	US
Expertise in specific functional area	Information Technology Services and Business Management.
Date of first appointment on the Board of the Company	September 06, 1999
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 company	1. Infinite Tech Ventures Limited 2. Creative Thermolite Power Private Limited
Membership/Chairmanship of Committees in the Company	Nil
Membership/Chairmanship of Committees in other Companies	Nil
No. of Equity Shares held in the Company	8100
No. of Board meetings attended during the year	1
Relationship with other Directors, Manager, Key Managerial Personnel of the Company	None
Name of the Director	Mr. Ashok Kumar Garg
Date of Birth (Age)	June 01, 1954 (65 Years)
Qualifications	B.E. (Electronics and Communication) and Master's degree in Communication Systems from IIT Roorkee. He is also a Fellow member of Institute of Electronics and Telecommunications Engineer.
Experience	During his illustrious career spanning 41 years, Mr. Ashok Kumar Garg has served as the Chairman and Managing Director (CMD) of Mahanagar Telephone Nigam Limited (MTNL). Before joining MTNL as the CMD, he served as a Director (Human Resource) on the Board of Bharat Sanchar Nigam Ltd (BSNL). He has also held Chairmanship of Telecom Service Providers in Mauritius and Nepal.
Last drawn Remuneration as on March 31, 2019	₹. 400,000/- (as Sitting Fee)
Nationality	Indian
Expertise in specific functional area	Expertise in Management Process, Telecom Operations, HR, Marketing, Procurement and Finance.
Date of first appointment on the Board of the Company	November 13, 2014
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 company	Nil
Membership/Chairmanship of Committees in the Company	Member of: 1.Audit Committee 2.Stakeholder's Relationship Committee 3.Nomination and Remuneration Committee 4.Corporate Social Responsibility Committee Chairman of: 1.Nomination and Remuneration Committee 2.Corporate Social Responsibility Committee

Membership/Chairmanship of Committees in other Companies	Nil
No. of Equity Shares held in the Company	Nil
No. of Board meetings attended during the year	7
Relationship with other Directors, Manager, Key Managerial Personnel of the Company	None

Name of the Director	Mr. Sanjeev Gulati
Date of Birth (Age)	October 16, 1957 (61 Years)
Qualifications	Chartered Accountant (M. No. 022695) & PGD in Business Administration
Experience	Has more than 35 years of experience in Accounts and Finance.
Last drawn Remuneration as on March 31, 2019	₹. 9,392,431/-
Nationality	Indian
Expertise in specific functional area	Wide experience in areas of Finance, Accounts & Taxation.
Date of first appointment on the Board of the Company	February 14, 2019
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 company	1. India Comnet International Pvt. Ltd. 2. Infinite Techmind Limited 3. Infinite Techdata Limited 4. Infinite Tech Ventures Limited
Membership/Chairmanship of Committees in the Company	Nil
Membership/Chairmanship of Committees in other Companies	Nil
No. of Equity Shares held in the Company	Nil
No. of Board meetings attended during the year	1
Relationship with other Directors, Manager, Key Managerial Personnel of the Company	None



INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Registered Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066
Corporate Office: 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru-560066
CIN:U72200DL1999PLC171077 | Website: www.infinite.com | E-Mail: cs@infinite.com
Phone: +91 80 41930000, +91 11 46150845 | Fax: +91 80 41930009, +91 11 46150830

**Form No. MGT – 11
Proxy Form**

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

CIN	U72200DL1999PLC171077
Name of the Company	Infinite Computer Solutions (India) Limited
Registered Office	155, Somdutt Chambers – II, 9, Bhikaji Cama Place, New Delhi – 110066

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

**For shares held in demat form*

I/We, being the member(s) of shares of the above named Company, hereby appoint

Name		E-mail ID		or failing him/her
Address		Signature		
Name		E-mail ID		or failing him/her
Address		Signature		
Name		E-mail ID		or failing him/her
Address		Signature		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 11:00 A.M. (IST) Kamani Auditorium located at 1, Copernicus Marg, Opposite Doordarshan Bhawan, Mandi House, New Delhi – 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Type of Resolution	For*	Against*
ORDINARY BUSINESS			
1. Adoption of financial statements	Ordinary		
2. Re-appointment of Mr. Sanjay Govil as a Director liable to retire by rotation	Ordinary		
SPECIAL BUSINESS			
3. Approval for waiver of recovery of excess remuneration paid to Mr. Upinder Zutshi, MD & CEO for the FY ended March 31, 2019	Special		
4. Approval for variation in terms of remuneration payable to Mr. Upinder Zutshi, MD & CEO from April 01, 2019 till March 31, 2022	Special		
5. Re-appointment of Mr. Ashok Kumar Garg as an Independent Director	Special		
6. Appointment of Mr. Sanjeev Gulati as Director	Ordinary		
7. Appointment of Mr. Sanjeev Gulati as a Whole Time Director	Special		
8. Approval for amendments to the Memorandum of Association	Special		
9. Approval for adoption of new set of Articles of Association	Special		

Signed thisday of, 2019

Signature of member : Signature of Proxy holder(s) :



Notes:

- *Please put "✓" 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.
- 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. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 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 AGM.



INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Registered Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066
Corporate Office: 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru-560066
CIN:U72200DL1999PLC171077 | Website: www.infinite.com | E-Mail: cs@infinite.com
Phone: +91 80 41930000, +91 11 46150845 | Fax: +91 80 41930009, +91 11 46150830

20TH ANNUAL GENERAL MEETING – SEPTEMBER 30, 2019

ATTENDANCE SLIP

Regd. Folio No	:
No. of Shares held	:
*DP ID No	:
*Client ID No	:

**For shares held in demat form*

I certify that I am a member/proxy for the member(s) of the Company.

I hereby record my presence at the 20th Annual General Meeting of the Company at Kamani Auditorium located at 1, Copernicus Marg, Opposite Doordarshan Bhawan, Mandi House, New Delhi – 110001, on Monday, September 30, 2019 at 11:00 A.M. (IST).

.....
Member's/Proxy's name in Block Letters

.....
Signature of Member/Proxy

Note:

Please fill up this attendance slip and hand over at the Attendance Verification Counter at the entrance of the Meeting Hall. Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report shall not be issued at the Annual General Meeting.

20th AGM ROUTE MAP

Landmark: Doordarshan Bhawan

