

NOTICE OF 21ST 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
Phone: +91 80 41930000, +91 11 46150845 | Fax: +91 80 41930009, +91 11 46150830

NOTICE is hereby given that the Twenty First (21st) Annual General Meeting (“**AGM**”) of the Members of Infinite Computer Solutions (India) Limited (“**Company**”) will be held on Wednesday, September 30, 2020 at 09.00 A.M. (IST) through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”), 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, 2020 and the reports of the Auditors and the Board of Directors (“the Board”) thereon.
2. To appoint a Director in place of Mr. Sanjeev Gulati (DIN: 00031711) who retires by rotation and being eligible, offers himself for re-appointment.

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

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

Bengaluru, August 18, 2020

Infinite Computer Solutions (India) Limited
CIN: U72200DL1999PLC171077
155, Somdutt Chambers II,
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Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“the Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. In compliance with the aforesaid MCA Circulars, the Notice of AGM along with the Annual Report 2019-20 is being sent only through electronic mode, to all those members, whose email addresses are registered with the Company/Depositories. The members may note that the Notice of AGM and the Annual Report 2019-20 will also be available on the Company's website www.infinite.com and on the website of NSDL www.evoting.nsdl.com to download from the same.
3. As there are no special business items to be considered, the explanatory statement is not required to be annexed.
4. The relevant details of the Director retiring by rotation and seeking re-appointment at this AGM is provided in the “Annexure” to the Notice.
5. 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. Since the AGM is being held in accordance with the MCA circulars through VC, physical attendance of members has been dispensed with and therefore **the facility for appointment of proxies by the members will not be available**. Hence, the proxy form and attendance slip are not annexed to this Notice.
6. Corporate Members / Body Corporates (i.e. shareholders other than individuals / HUF, NRI, etc.) who intend their authorized representatives to attend the AGM via VC / OAVM on their behalf and to vote through remote e-voting, are requested to send a duly certified copy of the Board or Governing Resolution / Power of Attorney or Authorisation letter etc. to the Scrutinizer by email at prashant@pdsco.in with a copy marked to evoting@nsdl.co.in.
7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the AGM is not enclosed hereto.
8. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
9. 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.
10. 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 and email id bssdelhi@bigshareonline.com.
11. Pursuant to the provisions of section 72 of the Act, a member of a Company may at any time, nominate any person in whom the shares held by him shall vest, in the event of his unfortunate death.

The members who have not yet registered their nomination are requested to register their nomination by filing Form SH-13 with the RTA (in case shares are held in physical form) and with the respective Depository Participant (DP) (in case the shares are held in dematerialized form)
12. 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. last AGM) on the website of the Company (www.infinite.com), and also on the website of the Ministry of Corporate Affairs.
13. 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, the Company has discontinued processing the request for transfer of securities held in physical form effective October 02, 2018. Members may please note that the securities of a Company can now be transferred only in dematerialized form.

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 their respective DPs or the RTA for assistance in this regard.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested will be available in secured electronic mode for inspection during the proceedings of the AGM till the conclusion of the AGM.

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. A member can vote either by remote e-voting or by e-voting at the AGM. The members who have casted their vote by remote e-voting prior to the AGM may also attend/participate at the VC / OAVM AGM but shall not be entitled to cast their vote again.
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 24, 2020.
- iv. 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 remote e-voting process and voting at the AGM in a fair and transparent manner.
- v. The remote e-voting period commences on Sunday, September 27, 2020 from 09.00 A.M. and ends on Tuesday, September 29, 2020 at 05.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e., Thursday, September 24, 2020, 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.
- vi. Instructions for e-voting (remote e-voting and voting at the AGM):

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.

STEP 1: How to Login to NSDL e-Voting website:

- a. 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.
- b. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. 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.

- d. 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***

- e. Your password details are given below:

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
 - 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'.
 - In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.

- f. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - i. 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.
 - ii. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- g. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.
- h. Now, you will have to click on “Login” button.
- i. After you click on the “Login” button, Home page of e-voting will open.

STEP 2: How to cast vote on NSDL e-voting system:

- a. 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.
- b. 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.
- c. Select “EVEN” of Company for which you wish to cast your vote.
- d. Now you are ready for e-voting as the voting page opens.
- e. 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.
- f. Upon confirmation, the message “Vote cast successfully” will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders for e-voting

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board or Governing Resolution/Power of Attorney or 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.
- b. 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.
- c. 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 to Ms. Soni Singh at evoting@nsdl.co.in.

18.Process for registration of email id for obtaining Annual Report and User Id/Password for e-voting and updation of bank account details:

i. Share held in Physical Mode:

Please provide following details to the Company's RTA on email id. bssdelhi@bigshareonline.com for registering the email address:

- Folio No.
- Name of Shareholder
- Scanned copy of the Share Certificate (Front and Back),
- Scanned copy of PAN (Self-attested)
- Scanned copy of Aadhar (Self-attested)

Following additional details need to be provided for updation of Bank Account details:

- A scanned copy of cancelled cheque bearing the name of the first shareholder; or
- A copy of Bank Account Statement clearly mentioning the first shareholder's name as the account holder and other details like Bank Name, Branch Name, Account number, IFSC Code, MICR etc.

ii. Shares are held in Demat Mode:

Please contact your Depository Participant (“DP”) and register your email address and bank account details in your demat account, as per the process advised by your DP.

19. Instructions for attending the AGM through VC / OAVM:

- i. Members will be able to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User Id and Password for e-voting or have forgotten the User Id and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

- ii. Members are requested to login to the NSDL e-voting system using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.
- iii. The facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.
- iv. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Soni Singh, Assistant Manager - NSDL at sonis@nsdl.co.in / 022-24994559.
- v. Members can submit their questions, if any, in advance, with regard to the financial statements or any other matter to be placed at the AGM, by sending an email from their registered email address mentioning their Name, DP ID-Client ID / Folio number, PAN, Mobile Number to cs@infinite.com latest by 09.00 A.M., Monday, September 28, 2020. Such questions by the members shall be taken up during the AGM.

Other Information:

- a. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the AGM, 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 AGM 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.
- b. 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 at evoting@nsdl.co.in immediately. 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

Bengaluru, August 18, 2020

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

Name of the Director	Mr. Sanjeev Gulati (DIN: 00031711)
Date of Birth (Age)	October 16, 1957 (62 Years)
Qualifications	Chartered Accountant (M. No. 022695) & PGD in Business Administration
Experience	Has more than 37 years of experience in Accounts and Finance.
Last drawn Remuneration as on March 31, 2020	₹. 13,193,962/-
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 as on March 31, 2020	Nil
No. of Board meetings attended during the year	6
Relationship with other Directors and Key Managerial Personnel	None