

NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting ("**AGM**") of the Members of Infinite Computer Solutions (India) Limited ("**Company**") will be held on Thursday, September 30, 2021 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, 2021 and the reports of the Auditors and the Board of Directors ("**the Board**") 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 appointment of Mr. Ujjwal Vats as Manager

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

"RESOLVED THAT upon recommendation of the Board of Directors ("**the Board**") and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act approval of the members of the Company be and is hereby accorded for appointment of Mr. Ujjwal Vats (PAN: AFLPV6006P) as the Manager of the Company [designated as Key Managerial Personnel ("**KMP**")] on the main terms and conditions of appointment as mentioned herein below:

A. Tenure of Appointment:

The appointment as Manager is for a period of two years with effect from March 17, 2021.

B. Nature of Duties:

The Manager shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its subsidiaries, including performing duties as assigned to the Manager from time to time by serving on the Boards of such subsidiaries / group companies.

C. Remuneration:

The Gross Remuneration of Mr. Ujjwal Vats shall be in the band of ₹ 35.00 Lakhs to ₹ 50.00 Lakhs per annum inclusive of other benefits, perquisites, and allowances with authority to the Board of Directors to revise it from time to time. Further, Mr. Ujjwal Vats will also be entitled to performance incentive every financial year, as may be decided by the Board on the recommendation of Nomination and Remuneration Committee ("**NRC**")

The annual increments will be decided by the Board based on the recommendations of the NRC and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Manager, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

D. Other Terms of Appointment:

The other terms and conditions shall be as per the existing employment contract signed with the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to alter the terms and conditions of the appointment including but not limited to designation, remuneration etc., and 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."

Bengaluru, August 05, 2021.

Infinite Computer Solutions (India) Limited
CIN: U72200HR1999PLC089980
4th Floor, Plot No. 21 Institutional Area
Sector 44, Gurugram - 122001, Haryana
Tel: +91 124 3301800/833, Fax: +91 124 3301867
Website: www.infinite.com, Email: cs@infinite.com

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

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

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 and circular dated January 13, 2021 (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 2020-21 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 2020-21 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. The relevant details of the Director retiring by rotation and seeking re-appointment at this AGM is provided in the “Annexure” to the Notice.
4. 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.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the AGM is not enclosed hereto.
6. CorporateMembers/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. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
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.
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 and email id Investor.del@bigshareonline.com.
10. 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)
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 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.
13. 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.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The documents referred to in the accompanying Notice and Explanatory Statement, if any, shall be available for inspection through electronic mode on the basis of request sent on cs@infinite.com. Further 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.

16. VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with the provisions of section 108 of the Act 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 National Securities Depository Limited (“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 AGM via VC / OAVM 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 Thursday, September 23, 2021 (“cut-off date”).
- 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 Monday, September 27, 2021 from 09.00 A.M. and ends on Wednesday, September 29, 2021 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 23, 2021, 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

vii. Instructions for E-Voting and Joining the Meeting:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: Access to NSDL e-voting system

STEP 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system.

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A. Login Method - For Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication , this will prompt you to enter your existing User ID and Password. After successful authentication , you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method - For Non-Individual Members holding shares in demat form and Members holding shares in physical form.

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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 etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick 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.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM:

1. After successful login at STEP 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 Members who need assistance before or during the meeting and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL, at designated e-mail Ids: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's RTA namely Bigshare Services Private Limited on email Id. investor.del@bigshareonline.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company's RTA namely Bigshare Services Private Limited on email Id. investor.del@bigshareonline.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE MEETING:

1. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR ATTENDING THE MEETING THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “**VC/OAVM link**” placed under “**Join General meeting**” menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.

ADVANTAGE INFINITE

2. 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.
3. 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.
4. 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 27, 2021. 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 05, 2021

Infinite Computer Solutions (India) Limited
CIN: U72200HR1999PLC089980
4th Floor, Plot No. 21 Institutional Area
Sector 44, Gurugram - 122001, Haryana
Tel: +91 124 3301800/833, Fax: +91 124 3301867
Website: www.infinite.com, Email: cs@infinite.com

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

Item No. 3

Approval for Appointment of Mr. Ujjwal Vats as Manager

Upon recommendation of Nomination and Remuneration Committee, and pursuant to the provisions of section 196(4) of the Companies Act, 2013 (**“the Act”**), the Board of Directors (**“the Board”**), at its meeting held on March 17, 2021, approved the appointment of Mr. Ujjwal Vats, as Manager of the Company under the provisions of the Act subject to the approval of shareholders at the general meeting.

Mr. Ujjwal Vats has given his consent for appointment as Manager, and he 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. The terms of remuneration of Mr. Ujjwal Vats are in accordance with the Nomination and Remuneration Policy of the Company.

The details of Mr. Ujjwal Vats, 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. Ujjwal Vats as Manager will be beneficial to the Company and therefore the Board recommends the Ordinary Resolution as detailed in Item No. 3 of the Notice for the approval of the members.

Except Mr. Ujjwal Vats, 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.

DETAILS OF THE DIRECTORS/KMPs SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

Name of the Director	Mr. Sanjay Govil (DIN: 01141389)
Date of Birth (Age)	April 02, 1966, 55 years
Date of first appointment on the Board	September 06, 1999
Nationality	US
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.
Terms and conditions of appointment or re-appointment	Re-appointment as per the provisions of the Companies Act, 2013
No. of Board Meeting attended during the year	1
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 Company	Infinite Tech Ventures Limited
Membership/Chairmanship of Committees in the Company	Nil
Membership/Chairmanship of Committees in other Companies	Nil
Remuneration sought to be paid	Nil
Last drawn Remuneration as on March 31, 2021	Nil
No. of Equity Shares held in the Company as on March 31, 2021	8100
Relationship with other Directors and Key Managerial Personnel	None
Name of the KMP	Mr. Ujjwal Vats (PAN: AFLPV6006P)
Date of Birth (Age)	September 13, 1982, 39 years
Date of first appointment on the Board	N.A.
Nationality	Indian
Qualifications	B.E (Instrumentation & Control) from MIT, Manipal University, Manipal, Karnataka
Experience	More than 15 years' experience into roles relating to handling of operations and legal compliance, liaising with various business stakeholders and government department
Terms and conditions of appointment or re-appointment	As mentioned in the Resolution
No. of Board Meeting attended during the year	N.A.
Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 Company	Nil
Membership/Chairmanship of Committees in the Company	Nil
Membership/Chairmanship of Committees in other Companies	Nil
Remuneration sought to be paid	As mentioned in the Resolution
Last drawn Remuneration as on March 31, 2021	3,526,196
No. of Equity Shares held in the Company as on March 31, 2021	Nil
Relationship with other Directors and Key Managerial Personnel	Nil