



INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

CIN: U72200DL1999PLC171077

Registered Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066

Corporate Office: 157, EPIP Zone, Phase II, Kundalahalli, Whitefield, Bengaluru-560066

Website: www.infinite.com | **E-Mail:** cs@infinite.com

Phone: +91 80 41930000, +91 11 46150845 | **Fax:** +91 80 41930009, +91 11 46150830

NOTICE OF POSTAL BALLOT

(Pursuant to section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, that the Resolution appended below for “Shifting of registered office of the Company from the National Capital Territory of Delhi to the State of Haryana” is proposed to be passed as a Special Resolution by the members of Infinite Computer Solutions (India) Limited (**the “Company”**) by way of Postal Ballot including voting by electronic means (“**e-voting**”).

An Explanatory Statement pursuant to Section 102 of the Act setting out all the material facts pertaining to the resolution is appended along with this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on September 30, 2019 have appointed Mr. Prashant Kumar Balodia (M. No. FCS6047) of M/s PDS & Co, Practicing Company Secretaries, New Delhi, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 17.00 Hrs. (IST) on **November 24, 2019**. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, the Company is also offering facility of e-voting to all its members to enable them to cast their votes electronically. The Company has engaged National Securities Depository Limited (“**NSDL**”), an agency authorised by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members. Members are requested to follow the procedure as stated in the instructions of this Notice and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent

manner, the Scrutinizer will submit his report to the Chairperson, or any person authorized by him. The results of the Postal Ballot shall be declared on or before **November 27, 2019**. The Resolution would be deemed to have passed, if approved by the requisite majority on **November 24, 2019**. The said results would be uploaded and displayed on the Company’s website www.infinite.com and on the website of NSDL www.evoting.nsdl.com. Additionally, the results will also be displayed at the registered office of the Company.

RESOLUTION:

Item No. 1. Shifting of registered office of the Company from the National Capital Territory of Delhi to the State of Haryana

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

“RESOLVED THAT pursuant to the provisions of Section 12 and Section 13 of the Companies Act, 2013 (“the Act”) read with Rule 30 of Companies (Incorporation) Rules, 2014, as amended, and other applicable provisions of the Act, if any, and subject to the approval of the Central Government [Regional Director], and such other approvals, permissions and sanctions, as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the National Capital Territory of Delhi situated at 155, Somdutt Chamber II, 9, Bhikaji Cama Place, New Delhi – 110066 to the State of Haryana to be situated at Plot No. 21, Sector 44, Gurugram, Haryana - 122003.

RESOLVED FURTHER THAT upon shifting of registered office being effective, Clause II of the Memorandum of Association of the Company be substituted and replaced with the following clause:

II. The Registered Office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and/or Company Secretary, be and are hereby severally authorised to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director or any other concerned



authority, to issue notices to the general public (through advertisement), creditors and also to serve a copy on the Chief Secretary, Government of Delhi, the concerned Registrar of Companies and such other authorities as may be required and to appoint any Professionals / Lawyers / Consultants to represent the Company before the Regional Director or any other authorities, as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution."

By Order of the Board

Sd/-

Saurabh Madaan

Company Secretary

New Delhi
September 30, 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

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**Act**") setting out material facts relating to the proposed resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/ Depositories, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company's website, www.infinite.com and on the website of National Securities Depository Limited ("**NSDL**") www.evoting.nsdl.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on **October 18, 2019 ("cut-off date")**. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are mentioned in this Notice.
5. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

6. In case a member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to bssdelhi@bigshareonline.com or cs@infinite.com. The registrar and transfer agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the member.
7. The Postal Ballot period commences on **October 26, 2019 (9:00 Hrs. IST)** and ends on **November 24, 2019 (17:00 Hrs. IST)**.
8. A member cannot exercise his vote by proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives with a proof of their authorization.
9. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 Hrs. IST) on **November 24, 2019**. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members, will also be accepted. If any postal ballot is received after 17:00 Hrs. IST on **November 24, 2019**, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him. The result of the voting by postal ballot and e-voting will be announced by the Chairman / any officer authorised by the Chairman on or before **November 27, 2019**. The said results would be displayed at the Registered Office of the Company. The results will also be displayed on the Company's website www.infinite.com and on the website of NSDL www.evoting.nsdl.com. The Resolution would be deemed to have passed, if approved by the requisite majority on **November 24, 2019**.
12. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 15:00 Hrs. (IST) to 17:00 Hrs. (IST) on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting up to **November 24, 2019**.

13. 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:
a) 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*****.
b) 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*****.
c) 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.
 - 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, 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 112563.
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@pds.co.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

By Order of the Board

Sd/-

New Delhi
September 30, 2019

Saurabh Madaan
Company Secretary

Infinite Computer Solutions (India) Limited

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

EXPLANATORY STATEMENT

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

Item No. 1. Shifting of registered office of the Company from the National Capital Territory of Delhi to the State of Haryana

The Registered Office of the Company is presently situated in the National Capital Territory of Delhi at 155, Somdutt Chamber II, 9, Bhikaji Cama Place, New Delhi – 110066. It is proposed to shift the Registered Office of the Company to the Company's Office located at Plot No. 21, Sector 44, Gurugram in the State of Haryana, owned by a Promoter Group Company. This would enable the Company to handle its business activities more efficiently and run its business more economically, effectively and conveniently resulting in administrative convenience, and optimum utilization of available resources. The shifting of the Registered Office as aforesaid would in no way be detrimental to the interest of any member of the public, employees, shareholders, creditors, associates or any other stakeholders of the Company in any manner.

The Board of Directors in their meeting held on September 30, 2019 approved the shifting of the Registered Office subject to the approval of Shareholders, Central Government

and other requisite approvals (if any) from 155, Somdutt Chamber II, 9, Bhikaji Cama Place, New Delhi – 110066 to Plot No. 21, Sector 44, Gurugram, Haryana.

Pursuant to the provisions of Section 12, 13 and 110 of the Companies Act, 2013 and the Rules thereunder, shifting of the Registered Office of the Company from one State to another and consequent alterations to the Memorandum of Association of the Company require the approval of the members by way of Special Resolution, which would be subject to the approval of Central Government (Regional Director). Further, pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Special Resolution of shifting of Registered Office of the Company from one State to another is required to be passed by way of Postal Ballot.

Subsequent to the approval of the members, the requisite application will be made to the Central Government (power delegated to the Regional Director, MCA) and to other relevant statutory authorities for the permission/approval of the change of the place of the Registered Office.

All documents referred to in the Notice and Explanatory Statement are open for inspection. The copy of the Memorandum of Association and Articles of Association of the Company as on date along with the proposed amendments and the list of creditors will be open for inspection at the present Registered Office of the Company on all working days (Monday to Saturday) between 15.00 Hrs. to 17:00 Hrs. up to **November 24, 2019** (i.e. the last date for receiving Postal Ballot forms by Scrutinizer).

Your Board of Directors recommended passing of resolution set out in Item No. 1 as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as members to the extent of their shareholding in the Company.

By Order of the Board

Sd/-

New Delhi
September 30, 2019

Saurabh Madaan
Company Secretary

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