



INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

20TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2019

Declaration of results of remote e-voting and voting at the AGM venue

The 20th Annual General Meeting (“AGM”) of the members of Infinite Computer Solutions (India) Limited (“the Company”) was held at Kamani Auditorium located at 1, Copernicus Marg, Opposite Doordarshan Bhawan, Mandi House, New Delhi – 110001.

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company had provided to its members the facility of remote e-voting through National Securities Depository Limited (“NSDL”) and voting by Poll at the AGM venue to cast their votes on the Resolutions proposed in the Notice dated May 31, 2019 convening the 20th AGM.

The remote e-voting period commenced on Friday, September 27, 2019 from 9.00 AM (IST) and ended on Sunday, September 29, 2019 at 5.00 PM (IST). The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cut-off date' i.e. Monday, September 23, 2019.

Mr. Prashant Kumar Balodia, Partner of M/s. PDS & Co., having his office at A-53, First Floor, Gurunanak Pura, Laxmi Nagar, Delhi – 110 092, was appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer has carried out the scrutiny of all votes cast through remote e-voting and the voting conducted at the AGM venue and after completion of authentication and reconciliation process, submitted his report dated September 30, 2019 to the undersigned, who is authorised by the Chairman to receive the same.

Based on the report of the Scrutinizer, the consolidated results of the voting are as under:

S. No.	Items of business	Number & Percentage of votes cast in favour	Number & Percentage of votes cast against	Number & Percentage of Invalid Votes
1.	Resolution No. 1: Ordinary Resolution 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	32,542,440 100.00%	186 0.00%	1 0.00%
2.	Resolution No. 2: Ordinary Resolution Re-appointment of Mr. Sanjay Govil (DIN: 01141389) who retires by rotation and being eligible, offers himself for re-appointment.	32,534,340 100.00%	186 0.00%	1 0.00%
3.	Resolution No. 3: Special Resolution 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	32,542,109 100.00%	517 0.00%	1 0.00%





4.	Resolution No. 4: Special Resolution 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	32,542,108 100.00%	517 0.00%	infinite 0.00%
5.	Resolution No. 5: Special Resolution Approval for re-appointment of Mr. Ashok Kumar Garg (DIN:03504609) as Independent Director of the Company	32,542,440 100.00%	186 0.00%	1 0.00%
6.	Resolution No. 6: Ordinary Resolution Approval for appointment of Mr. Sanjeev Gulati (DIN:00031711) as Director	32,542,440 100.00%	186 0.00%	1 0.00%
7.	Resolution No. 7: Special Resolution Approval for appointment of Mr. Sanjeev Gulati (DIN:00031711) as Whole Time Director	32,542,440 100.00%	186 0.00%	1 0.00%
8.	Resolution No. 8: Special Resolution Approval for amendments to the Memorandum of Association of the Company	32,542,440 100.00%	186 0.00%	1 0.00%
9.	Resolution No. 9: Special Resolution Approval for adoption of new set of Articles of Association of the Company	32,542,440 100.00%	186 0.00%	1 0.00%

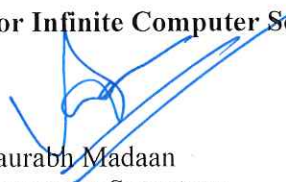
Based on the Scrutinizer's Report, all the aforesaid resolutions as contained in the Notice dated May 31, 2019 convening the 20th AGM were duly approved with the requisite majority by the members of the Company through remote e-voting and voting conducted by Poll at the AGM venue.

A copy of the Scrutinizer's Report is enclosed herewith for persual of the members.

For Infinite Computer Solutions (India) Limited

Place : Delhi
Date : September 30, 2019




Saurabh Madaan
Company Secretary
M. No. A 22920

Encl: a.a.

Date: 30.09.2019

To
The Chairman
Infinite Computer Solutions (India) Limited
CIN: U72200DL1999PLC171077
Address: 155, Somdutt Chambers II,
9 Bhikaji Cama Place, New Delhi - 110066


Dear Sir,

We would like to express our gratitude to the Company for appointing us as the Scrutinizer for the remote e-voting process and voting by the members of Infinite Computer Solutions (India) Limited (the "**the Company**") at the 20th Annual General Meeting ("**AGM**") of the Company which was held on, Monday, the 30th day of September, 2019 at 11:00 a.m. at Kamani Auditorium located at 1, Copernicus Marg, Opposite Doordarshan Bhawan, Mandi House, New Delhi - 110001.

We are pleased to submit the Scrutinizer's Report (as enclosed), which is comprehensive and self-explanatory in all respects.

Yours faithfully,

For PDS & Co.
Company Secretaries


Prashant Kumar Balodia
Practicing Company Secretaries
FCS 6047, CoP No. 6153
(Scrutinizer)

Encl: Scrutinizer's Report

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended]

To
The Chairman,
Infinite Computer Solutions (India) Limited,

20th Annual General Meeting ("AGM") of **Infinite Computer Solutions (India) Limited** (the "Company") which was held on Monday, the 30th day of September, 2019 at 11:00 a.m. at Kamani Auditorium located at 1, Copernicus Marg, Opposite Doordarshan Bhawan, Mandi House, New Delhi – 110001.

Dear Sir,

I, Prashant Kumar Balodia, Partner of M/s. PDS & CO., having its office at A-53, First Floor, Gurunanak Pura, Laxmi Nagar, Delhi- 110 092, appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing e-voting process (remote e-voting) and voting through poll at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended up to date in respect of the below mentioned resolutions passed at 20th AGM of the Equity Shareholders of the Company held on Monday, the 30th day of September, 2019 at 11:00 a.m. at Kamani Auditorium located at 1, Copernicus Marg, Opposite Doordarshan Bhawan, Mandi House, New Delhi – 110001.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballot by the shareholders on the resolutions stated in the notice calling the 20th AGM of the company is the responsibility of the management. Our responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast "in favour" or "against", to the Chairman on the resolutions stated in the notice, based on the report generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated physically for meeting by use of ballots at the meeting.
2. The Notice dated 31st May, 2019, convening the 20th AGM along with statement setting out material facts under Section 102 of the Companies Act 2013 in respect of the below mentioned resolutions passed at the AGM were sent to the shareholders.



3. The Equity Shareholders holding shares either in physical form or in dematerialized form, as on, Monday, September 23, 2019 ("Cut-off date") were entitled to vote on the resolutions stated in the Notice of the 20th AGM of the Company.
4. The remote e-voting commenced on Friday, September 27, 2019, at (9:00 a.m.) and ended on Sunday, September 29, 2018 at 5:00 p.m. (IST)
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked in my presence with due identification marks placed by me. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who were not the employees of the company and ballots received were serially numbered, sorted, signature verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballots.
6. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of Ballots at the meeting were first counted physically.
7. After conclusion of voting at the AGM the votes cast through remote e-voting were unblocked at around 11:45 a.m. in the presence of two witnesses who were not the employees of the Company.

The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) Resolution- 1: Ordinary business

To consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended as on March 31, 2019 and the reports of the Board of Directors ("the Board") and Auditors thereon.

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,659	0.03
Voting by poll	37	32,533,781	99.97
Total	70	32,542,440	100



(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	186	0.00
Voting by poll	0	0	0.00
Total	1	186	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

b) Resolution – 2: Ordinary business

To appoint a Director in place of Mr. Sanjay Govil (DIN: 01141389) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	559	0.00
Voting by poll	37	3,25,33,781	100
Total	69	32,534,340	100

(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	186	0.00
Voting by poll	0	0	0.00
Total	1	186	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1



c) Resolution 3- Special business/Special Resolution

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

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	8,328	0.03
Voting by poll	37	32,533,781	99.97
Total	68	32,542,109	100

(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	517	0.00
Voting by poll	0	0	0.00
Total	3	517	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

d) Resolution 4- Special business/Special Resolution

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

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	8,327	0.03
Voting by poll	37	32,533,781	99.97
Total	37	32,542,108	100



(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	517	0.00
Voting by poll	0	0	0.00
Total	3	517	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

e) Resolution 5 – Special business/Special Resolution

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

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,659	0.03
Voting by poll	37	32,533,781	99.97
Total	70	32,542,440	100

(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	186	0.00
Voting by poll	0	0	0.00
Total	1	186	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1



f) Resolution 6 – Special business/Ordinary Resolution

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

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,659	0.03
Voting by poll	37	32,533,781	99.97
Total	70	32,542,440	100

(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	186	0.00
Voting by poll	0	0	0.00
Total	1	186	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

g) Resolution 7 – Special business/Special Resolution

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

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,659	0.03
Voting by poll	37	32,533,781	99.97
Total	70	32,542,440	100



(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	186	0.00
Voting by poll	0	0	0.00
Total	1	186	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

h) Resolution 8 – Special business/Special Resolution

Approval for amendment to the Memorandum of Association of the Company

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,659	0.03
Voting by poll	37	32,533,781	99.97
Total	70	32,542,440	100

(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	186	0.00
Voting by poll	0	0	0.00
Total	1	186	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1



i) Resolution 9 – Special business/Special Resolution

Approval for adoption of new set of Article of Association of the Company

(i) Votes **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8,659	0.03
Voting by poll	37	32,533,781	99.97
Total	70	32,542,440	100

(ii) Votes **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	186	0.00
Voting by poll	0	0	0.00
Total	1	186	0.00


(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

8. All relevant records of voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 20th AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you.

Yours faithfully,
For PDS & Co.
Company Secretaries


Prashant Kumar Balodia
Practicing Company Secretaries
FCS 6047, CoP No. 6153
(Scrutinizer)

Place: Delhi
Date: 30.09.2019