



September 28, 2018

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Symbol: INFINITE

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai- 400001
Scrip Code: 533154

Subject: Voting Results of 19th Annual General Meeting ("AGM") and Scrutinizers' Report

Dear Sir,

The AGM of the Company was held on September 27, 2018 AT 3.30 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi – 110003 for which the Company had provided the remote e-voting facility to its shareholders through NSDL. The shareholders also voted at the venue by poll.

Please find enclosed the following documents in this regard:

1. Voting results as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. The Scrutiniser's Report dated 27 September 2018 pursuant to section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration Rules), 2014.

We request you to take the above intimation on your record.

Thanking You,

Yours faithfully,
For **Infinite Computer Solutions (India) Limited**


Saurabh Madaan
Company Secretary



Encl: a/a

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED								
Date of the AGM			27-Sep-2018					
Total number of shareholders on record date			21218					
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:			10785 5 10780					
No. of shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public:			Not Applicable					
Resolution 1: Adoption of Audited Annual Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board and Auditors thereon								
Resolution required :(Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	25011036	0	0.00	0	0	0.00	0.00
	POLL		25011036	100.00	25011036	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25011036	100.00	25011036	0	100.00	0.00
Public - Institutions	E-VOTING	546006	431126	78.96	431126	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	546006	431126	78.96	431126	0	100.00	0.00
Public-Non Institutions	E-VOTING	7798472	8955	0.11	8955	0	100.00	0.00
	POLL		715	0.01	715	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	7798472	9670	0.12	9670	0	100.00	0.00
TOTAL		33355514	25451832	76.30	25451832	0	100.00	0.00

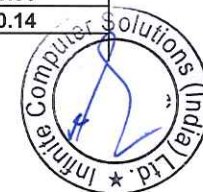


Resolution 2: Re-appointment of Mr. N K Agrawal (DIN: 02103551) as Director, retiring by rotation and being eligible offering himself for re-appointment

Resolution required :(Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	25011036	0	0.00	0	0	0.00	0.00
	POLL		25011036	100.00	25011036	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25011036	100.00	25011036	0	100.00	0.00
Public - Institutions	E-VOTING	546006	431126	78.96	0	431126	0.00	100.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	546006	431126	78.96	0	431126	0.00	100.00
Public-Non Institutions	E-VOTING	7798472	8955	0.11	8825	130	98.55	1.45
	POLL		715	0.01	715	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	7798472	9670	0.12	9540	130	98.66	1.34
TOTAL		33355514	25451832	76.30	25020576	431256	98.31	1.69

Resolution 3: Re-appointment of Mr. Upinder Zutshi (DIN 01734121) as Managing Director and CEO of the Company for the period of 5 years w.e.f April 01, 2018.

Resolution required :(Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	25011036	0	0.00	0	0	0.00	0.00
	POLL		25011036	100.00	25011036	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25011036	100.00	25011036	0	100.00	0.00
Public - Institutions	E-VOTING	546006	431126	78.96	394611	36515	91.53	8.47
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	546006	431126	78.96	394611	36515	91.53	8.47
Public-Non Institutions	E-VOTING	7798472	8634	0.11	8634	0	100.00	0.00
	POLL		715	0.01	715	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	7798472	9349	0.12	9349	0	100.00	0.00
TOTAL		33355514	25451511	76.30	25414996	36515	99.86	0.14



Resolution 4: Re-appointment of Mrs. Sadhana Dikshit (DIN 00204687) as Independent Director of the Company for the second term of 5 years w.e.f. Feb 12, 2018.

Resolution required :(Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	25011036	0	0.00	0	0	0.00	0.00
	POLL		25011036	100.00	25011036	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25011036	100.00	25011036	0	100.00	0.00
Public - Institutions	E-VOTING	546006	425215	77.88	36515	388700	8.59	91.41
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	546006	425215	77.88	36515	388700	8.59	91.41
Public-Non Institutions	E-VOTING	7798472	8955	0.11	8945	10	99.89	0.11
	POLL		715	0.01	715	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	7798472	9670	0.12	9660	10	99.90	0.10
TOTAL		33355514	25445921	76.29	25057211	388710	98.47	1.53



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,

19th Annual General Meeting (AGM) of the Equity Shareholders of **Infinite Computer Solutions (India) Limited** (the "Company") was held on, Thursday, the 27th day of September, 2018 at 3:30 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi - 110 003.

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 **Infinite Computer Solutions (India) Limited** for the purpose of Scrutinizing e-voting process (remote e-voting) and voting through poll at the Annual General Meeting 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 19th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, the 27th day of September, 2018, at 3.30 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi - 110 003.

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 19th 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 or any other person authorised by 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 of the 19th Annual General Meeting along with explanatory Statement under section 102 of the Companies Act, 2013 was sent to the shareholders in respect to the below mentioned resolutions and the 'Advertisement' was published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended upto date on Tuesday, 4th September, 2018.



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3. The Equity Shareholders holding shares either in physical form or in dematerialized form, as on, September 20, 2018 ("Cut-off date") were entitled to vote on the resolutions stated in the Notice of the 19th Annual General Meeting of the Company.
4. The remote e-voting commenced on Monday, September 24, 2018, at (9:00 a.m.) and ended on Wednesday, September 26, 2018 at 5.00 pm (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 are 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 in the presence of two witnesses who are 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 receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the Financial Year ended as on March 31, 2018 together with Reports of Auditors and Board of Directors 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	57	4,40,081	1.7291
Voting by poll	72	2,50,11,751	98.2709
Total	129	2,54,51,832	100.0000



(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	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	6

b) Resolution – 2: Ordinary business

To appoint a Director in place of Mr. N K Agrawal (DIN 02103551) 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	38	8,825	0.0347
Voting by poll	72	2,50,11,751	98.2709
Total	110	2,50,20,576	98.3056

(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	19	4,31,256	1.6944
Voting by poll	0	0	0
Total	19	4,31,256	1.6944



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	6

c) Resolution 3- Special business

To appoint Mr. Upinder Zutshi (DIN 01734121) as Managing Director and CEO of the Company for the period of 5 years w.e.f April 01, 2018

(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	52	4,03,245	1.5844
Voting by poll	72	2,50,11,751	98.2722
Total	124	2,54,14,996	99.8565

(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	4	36,515	0.1435
Voting by poll	0	0	0
Total	4	36,515	0.1435

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	6

d) Resolution 4- Special business

To re-appoint Mrs. Sadhana Dikshit (DIN 00204687) as Independent Director of the Company for the second term of 5 years w.e.f. Feb 12, 2018.



(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	42	45,460	0.1787
Voting by poll	72	2,50,11,751	98.2938
Total	114	2,50,57,211	98.4724

(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	14	3,88,710	1.5276
Voting by poll	0	0	0
Total	14	3,88,710	1.5276

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	6

8. All relevant records of voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 19th Annual General Meeting 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

Partner

FCS 6047

CoP No. 6153

(Scrutinizer)

Date: 27.09.2018

Place: Delhi

Countersigned by:

For Infinite Computer Solutions (India) Limited




Saurabh Madaan
Company Secretary