



September 29, 2017

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, Block -G
Bandra-Kurla Complex
Bandra (East), Mumbai – 4000 51

Bombay Stock Exchange Limited
Corporate Relationship Department
P.J. Towers, Dalal Street
Mumbai – 4000 01

Scrip Symbol: INFINITE

Scrip Code: 533154

Dear Sir

Subject: Voting Results of 18th Annual General Meeting (AGM) under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The AGM of the Company was held on 28th September, 2017 at 10.30 A.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 attached, the voting results as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
for Infinite Computer Solutions (India) Limited


Rajesh Kumar Modi
Company Secretary



Encl: a/a

INFINITE COMPUTER SOLUTIONS (INDIA) LTD

28/09/2017

Date of the AGM/EGM

Total number of shareholders on record date

25999

No. of shareholders present in the meeting either in person or through proxy:

13175

Promoters and promoter Group:

4

Public:

13171

No. of shareholders attended the meeting through Video Conferencing:

NOT ARRANGED

Promoters and promoter Group:

Public:

Resolution 1 : Consider and adopt the Audited Annual Accounts of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon.

Resolution required : (Ordinary / Special)

Ordinary Resolution

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	25002936	99.97	25002936	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25002936	99.97	25002936	0	100.00	0.00
Public - Institutions	E-VOTING	660196	56270	8.52	56270	0	100.00	0.00
	POLL	660196	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	660196	56270	8.52	56270	0	100.00	0.00
Public-Non Institutions	E-VOTING	7375227	192603	2.61	192603	0	100.00	0.00
	POLL	7375227	220	0.00	220	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7375227	192823	2.61	192823	0	100.00	0.00
TOTAL		33046459	25252029	76.41	25252029	0	100.00	0.00

Resolution 2 : Re-appointment of Mr. Sanjay Govil(DIN 01141389), retiring by rotation and being eligible, offering himself for re-appointment.

Resolution required : (Ordinary / Special)

Ordinary Resolution

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	25002936	99.97	25002936	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25002936	99.97	25002936	0	100.00	0.00
Public - Institutions	E-VOTING	660196	56270	8.52	47609	8661	84.61	15.39
	POLL	660196	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	660196	56270	8.52	47609	8661	84.61	15.39
Public-Non Institutions	E-VOTING	7375227	192603	2.61	191953	650	99.66	0.34
	POLL	7375227	220	0.00	220	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7375227	192823	2.61	192173	650	99.66	0.34
TOTAL		33046459	25252029	76.41	25242718	9311	99.96	0.04



Resolution 3: Appointment of M/s HDSG & Associates, Chartered Accountants (FRN: 002871N) as Statutory Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of the Twenty Third (23rd) Annual General Meeting of the Company.

Resolution required : (Ordinary / Special)	
Whether promoter/promoter group are interested in the agenda/resolution ?	Ordinary 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	25002936	99.97	25002936	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25002936	99.97	25002936	0	100.00	0.00
Public - Institutions	E-VOTING	660196	56270	8.52	56270	0	100.00	0.00
	POLL	660196	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	660196	56270	8.52	56270	0	100.00	0.00
Public-Non Institutions	E-VOTING	7375227	192603	2.61	130027	62576	67.51	32.49
	POLL	7375227	220	0.00	220	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7375227	192823	2.61	130247	62576	67.55	32.45
TOTAL		33046459	25252029	76.41	25189453	62576	99.75	0.25

Resolution 4: Revision in payment of remuneration to Mr. Upinder Zutshi, Managing Director & CEO for the year 2017-18.

Resolution required : (Ordinary / Special)	
Whether promoter/promoter group are interested in the agenda/resolution ?	Ordinary 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	25002936	99.97	25002936	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	25011036	25002936	99.97	25002936	0	100.00	0.00
Public - Institutions	E-VOTING	660196	56270	8.52	56270	0	100.00	0.00
	POLL	660196	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	660196	56270	8.52	56270	0	100.00	0.00
Public-Non Institutions	E-VOTING	7375227	192603	2.61	184825	7778	95.96	4.04
	POLL	7375227	220	0.00	220	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7375227	192823	2.61	185045	7778	95.97	4.03
TOTAL		33046459	25252029	76.41	25244251	7778	99.97	0.03



FORM MGT-13 Scrutinizer's Report

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014, as amended upto date]

To
The Chairman,
Infinite Computer Solutions (India) Limited

The 18th Annual General Meeting (AGM) of the Equity Shareholders of **Infinite Computer Solutions (India) Limited** (the "Company") was held on, Thursday, the 28th day of September, 2017 at 10:30 A.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., (M.No. F6047 and CP No. 6153) 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 by use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended upto date in respect of the below mentioned resolutions passed at 18th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, the 28th day of September, 2017, at 10.30 a.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 18th 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



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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 18th Annual General Meeting along with explanatory Statement under section 102 of the Companies Act, 2013 were sent to the shareholders in respect to the below mentioned resolutions and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended upto date on 5th September, 2017, the remote e-voting commenced on Sunday, September 24, 2017 at 9:00 A.M (IST) and ended on Wednesday, September 27, 2017 at 5:00 P.M (IST).
3. The Equity Shareholders holding shares either in physical form or in dematerialized form, as on, September 21, 2017 ("Cut-off date") were entitled to vote on the resolutions stated in the Notice of the 18th Annual General Meeting of the Company.
4. 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.
5. 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.
6. The votes on remote e-voting were unblocked at around 11:38 A.M., after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e- voting website of National Securities Depository Limited i.e., (<https://evoting.nsdl.com>) and the same will be handed over to the Chairman.

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, 2017 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	60	248,873	0.9856
Voting by poll	42	25,003,156	99.0144
Total	102	25,252,029	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	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
-	-

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	56	239,562	0.9487
Voting by poll	42	25,003,156	99.0144
Total	98	25,242,718	99.9631

(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	9,311	0.0369
Voting by poll	0	0	0.0000
Total	4	9,311	0.0369

(iii) Invalid votes:

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

c) Resolution 3- Ordinary business

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, M/s HDSG & Associates, Chartered Accountants (FRN: 002871N) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Amit Ray & Co., Chartered Accountants (FRN:000483C), the retiring Statutory Auditors, to hold office for a term of five (5) years i.e. from the conclusion of this meeting till the conclusion of the Twenty Third (23rd) Annual General Meeting of the Company to be held in the year 2022, subject to ratification each year, at such remuneration as shall be mutually agreed between the Board of Directors or Committee of the Board there of and the statutory Auditors .



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

(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	58	186,297	0.7378
Voting by poll	42	25,003,156	99.0144
Total	100	25,189,453	99.7522

(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	2	62,576	0.2478
Voting by poll	0	0	0.0000
Total	2	62,576	0.2478

(iii) **Invalid** votes:

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

d) Resolution 4– Special business

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”), read with Schedule V to the Act and pursuant to the Articles of Association of the Company, the consent of the members be and is hereby accorded for payment of remuneration mentioned herein below to Mr. Upinder Zutshi, Managing Director & CEO(DIN: 01734121) of the Company, for financial year 2017-18.



- a. Salary – 17.79 lakh per month with authority to the Board of Directors to revise it from time to time subject however to a ceiling of 25.00 lakh per month.
- b. Performance Bonus:- for each accounting year as may be decided by the Board of Directors upto a sum not exceeding 3.00 Crore per annum

In addition to the above, he shall also be provided the following benefits as per policy/rules of the Company or as approved by the Board of Directors from time to time:

- Company car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone /Internet Connection(s) at home.
- Company's contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- Admission and Annual Membership Fee for Clubs.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company's policy.
- He will also be eligible for other stock and non- stock based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

RESOLVED FURTHER THAT the other terms and conditions with respect to appointment of Mr. Upinder Zutshi, Managing Director & CEO of the Company, as mentioned in the resolution passed in the 14th Annual General Meeting held on August 30, 2013, shall remain the same.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, performance evaluation payment, perquisites and other allowances payable to Mr. Upinder Zutshi shall not exceed the limits prescribed under the Companies Act, 2013 and the Rules made there under or any statutory modification or re-enactment thereof read with schedule V of the Act, except with the approval of Central Government (if required).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary return(s) with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution."



(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	241,095	0.9548
Voting by poll	42	25,003,156	99.0144
Total	94	25,244,251	99.9692

(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	8	7,778	0.0308
Voting by poll	0	0	0.0000
Total	8	7,778	0.0308

(iii) **Invalid** votes:

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

7. All relevant records of voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 18th 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
Practicing Company Secretaries
FCS 6047, CP No. 6153
(Scrutinizer)

Place: Delhi
Date: 29/09/2017