



Notice

NOTICE is hereby given that the 23rd Annual General Meeting of the members of the Company will be held on Tuesday, 30th day of September, 2014 at 10:00 a.m. at the registered office of the Company at INFINITY, Plot- A3, Block GP, Sector- V, Salt Lake, Kolkata 700 091, to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2014 together with reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the equity shares of the Company.
3. To appoint a Director in place of Mr. Bikram Dasgupta, (DIN:00200742) who retires from the office by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr. Pulak Chamaria, (DIN: 00276186) who retires from the office by rotation and being eligible, offers himself for re-election.
5. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s. R. Kothari & Company, Chartered Accountants, (Firm Registration No : 307069E) be and are hereby re-appointed as Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

SPECIAL BUSINESS:

Item No. 6: To appoint Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sunand Sharma (DIN:00275238), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019.”

Item No. 7: To appoint Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ramesh Khemka (DIN:00096724), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March, 2019.”

infinity infotech parks limited

infinity plot a3, block gp, sector v, salt lake electronics complex, kolkata 700 091
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w: www.infinityitpark.com CIN : U17122WB1991PLC053828



Item No. 8: To appoint Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Probir C Chatterjee (DIN:00436800), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March, 2019.”

Item No. 9: To empower the Board of Directors of the Company to borrow funds

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and Section 180 (2) of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) the Company hereby accords its consent, authority and approval to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute) of the Company, for borrowing any sum or sums of money from time to time from any one or more Banks, NBFCs, Financial Institutions, Bodies Corporate, Mutual Funds and /or from any one or more entity or other source whether by way of advances, loans, debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained by the Company) may exceed the aggregate paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or outstanding shall not exceed the sum of Rupees 500 Crores (Rupees Five Hundred Crores Only) at any time.

“**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowings aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 10: To empower the Board of Directors of the Company to create charge over assets of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) the Company hereby accords its consent, authority and approval to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute) of the Company to create charge/mortgage/ encumbrance and or hypothecate, in addition to the mortgages/ charges created/ to be created by the Company in such form and manner and with such ranking and at such time or to transfer, sell, lease, assign, deliver or otherwise dispose off, all or any of the present and future movable and/or immovable properties belonging to/or belong to the Company, including the whole or substantially the whole of the undertaking of the Company or of any one or more of its undertakings, if there be more than one, in favour of any Bank, NBFCs, Financial Institution, Bodies Corporate, Mutual Funds, Firms or any other entity or person whatsoever or as the case may be, Trustees for holders of any Debentures for securing any loan or financial accommodation granted or to be granted or Debentures issued or to be issued by or any obligation incurred or to be incurred towards such Bank, NBFCs, Financial Institution Bodies Corporate, Mutual Funds, Firms or any other entity or person or Trustees, as the case may be, for securing the borrowings availed/ to be availed by the Company and/or any of the Company’s subsidiary(ies)/affiliate(s)/associate Company(ies), which shall not exceed the borrowing limit of Rupees 500 Crores (Rupees Five Hundred Crores Only) as approved by the members from time to time under Section 180(1)(c) of the Companies Act, 2013, together with interest, compound interest, additional interest, liquidated damages, commitment



charges, premium on prepayment or redemption, costs, charges, expenses and any monies payable in connection therewith.”

“**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things including finalization of documents in relation to or for creating the mortgages and/or charges as aforesaid, execution of any documents and writings as may be necessary or expedient and to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of creation of charge/mortgage as aforesaid as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 11: To empower the Board of Directors of the Company to contribute to bonafide charitable funds etc.

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) the Company hereby accords its consent, authority and approval to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute) of the Company to contribute to bonafide charitable or other funds not directly related to the Company’s business or to the welfare of its employees, from time to time in any financial year, which may exceed five percent of its net profits for the three immediately preceding financial years provided that the total amount upto which money may be contributed by the Board of Directors shall not exceed the sum of Rupees 500 Lakhs (Rupees Five Hundred Lakhs Only) at any time.”

Item No. 12 : To empower the Board of Directors of the Company to invest in and/or to give loans or advances to any other company, body corporate, trust, mutual funds and/or any other person.

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and subject to all necessary statutory consents or approvals, the Company hereby accords its consent, authority and approval to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute) to make any loan(s) (including advances) to, and/or give any guarantee(s), and/or provide any security in connection with the loan(s) made by any other person to, or to any other person by, and /or to acquire, by way of subscription, purchase, conversion or otherwise, the Equity Shares, Preference Shares, Bonds & Debentures (whether redeemable, convertible or non-convertible) or any other securities of any body corporate or company or any other entity or by contribution to the capital of LLPs in one or more tranches (other than companies/bodies corporate for which specific approval of members have separately been taken) upto an amount not exceeding Rupees 50 Crore (Rupees Fifty Crores Only) notwithstanding the fact that the aggregate of the investments made or loans & advances given or security or guarantee so far provided, along with the proposed investments, loans, advances, security or guarantee, may exceed 60% of the paid-up share capital and free reserves of the Company or 100% of its free reserve, whichever is more, in one or more tranches and on such terms and conditions as board of directors (including any committee the Board may have constituted or hereinafter constitute) may deem fit and proper.

“**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and also to delegate all or any of the above powers to the Director(s) of the Company or any person nominated by Directors and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Item No. 13: To authorise a Director to hold place of profit and payment of Legal fees

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Section 314(1) of the Companies Act, 1956 to the extent applicable (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with Rules made thereunder and in accordance with the approval



granted by the Board at its meeting held on 25th March, 2014 based on the recommendations of the Remuneration Committee, the Company hereby accords its approval to the appointment of M/s. Khanna & Co. Advocates, Solicitors & Notary, a firm in which Mr. Rajeshwar Kumar Khanna, a Director of the Company is a Partner, as a Legal Retainer of the Company for a period of two years with effect from 1st January, 2014 at a retainership fee of Rupees 50,000 (Rupees Fifty Thousand Only) per month together with out of pocket and traveling expenses, if any incurred for rendering legal advisory services from time to time.

“FURTHER RESOLVED THAT in addition to above and pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with Rules made thereunder and in accordance with the approval granted by the Board at its meeting held on 25th March, 2014 based on the recommendations of the Remuneration Committee, consent of the Company be and is hereby also accorded for payment of a sum not exceeding Rupees 1,00,000 (Rupees One Lakh Only), per appearance, as legal fees to Mr. Rajeshwar Kumar Khanna, Advocate & Solicitor for his appearance before any of the competent court, tribunal, arbitrators, other legal authorities or forum, in connection with the legal matters for and on behalf of the Company from time to time.”

“FURTHER RESOLVED THAT the Board be and is hereby authorized, in its absolute discretion, to do all such acts, things or deeds or take any such steps or actions as it may deem appropriate and necessary in order to give effect to the aforesaid resolutions”.

Item No. 14: To amend Article of Association of Company

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and the Rules made thereunder and subject to all necessary statutory consents or approvals, the Articles of Association of the Company be and is hereby altered in the following manner:

a) A new Article 111A is being inserted after Article 111 which is as under:

“111A. Participation in Meeting of the Board by Directors through electronic mode

Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any Committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time to time by competent/statutory authority (ies).”

b) A new Article 176A is being inserted after Article 176 which is as under:

“176A. Maintenance of registers and records in electronic mode

Notwithstanding anything contained in these Articles, Registers, Index, Agreement, Memorandum, Minutes, Books of Accounts or any other document required to be kept by the company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made thereunder.”

c) A new Article 166A is being inserted after Article 166 which is as under:

“166A. Service of documents through electronic mode

Notwithstanding anything contained in these Articles and as per Section 20 & 134 of the Companies Act, 2013 read with rules made thereunder, a Company may serve copies of the Balance Sheet, Statement of Profit and Loss, Auditors' Report, Directors' Report, Notice of the General Meeting along with Explanatory Statements etc. and any other documents to the members through electronic mode, by following the conditions laid down under the relevant Rules.”



d) A new Article 186 is being inserted after Article 185 which is as under:

186. “General Clause”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles are inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of the Companies Act, 2013 and rules made thereunder shall override the provisions of these Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013, if any.

Registered Office :

INFINITY, Plot A3,
Block GP, Sector V
Salt Lake
Kolkata 700 091

Dated : 5th day of September, 2014

By Order of the Board

N K CHANDAK
CFO & Company Secretary

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief profile of Directors, proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se, forming part of the Notice. The Directors have furnished the requisite information's for their appointment/re-appointment.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the members at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days, except Saturdays, till the date of the Meeting.
7. The dividend as recommended by the Board, if declared at the meeting, will be paid to those members whose names appear on the Company's register of members as on the record date 19th September, 2014, in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by Depository and Registrar & Share Transfer agent M/s. Link Intime India Private Limited as beneficial owners as on the record date.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, no unpaid or unclaimed dividends amounts lying with the Company for transfer to the Investor Education and Protection Fund (the IEPF) established by the Central Government.



9. Copy of the Annual Report for 2014 and Notice of the 23rd Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members at their communication address as registered with the Company.
10. Members are requested to notify immediately any change in their e-mail and communication address to the Company.
11. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.infinityitpark.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: nkchandak@infinityitpark.com.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013 }**

Item No. 6 to 8

Mr. Sunand Sharma, Mr. Ramesh Khemka and Mr. Probir C Chatterjee, are Non-Executive (Independent) Directors of the Company. They have joined the Board of Directors of your Company on 27th December, 2002, 15th October, 2004 and 27th December, 2006 respectively. Thereafter, members of the Company had appointed them as Directors and their period of office was liable to determination by retirement of Directors by rotation, as per the applicable provisions of the Companies Act, 1956.

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 1st April, 2014. In terms of provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, all Public company having paid-up share capital of Rupees 10 Crore or more or having turnover of Rupees 100 Crore or more or which have aggregate, outstanding loans, debentures and deposits, exceeding Rupees 50 Crore, shall have at least two independent Directors on its Board. Accordingly, it is proposed to appoint Mr. Sunand Sharma, Mr. Ramesh Khemka and Mr. Probir C Chatterjee, as Independent Directors of the Company for a term up to 31st March, 2019.

All the aforesaid Independent Directors have given declarations to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, based on the recommendation of the Nomination and Remuneration Committee, the abovesaid Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management.

The Company has received notices in writing from member(s) alongwith deposit(s) of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Sunand Sharma, Mr. Ramesh Khemka and Mr. Probir C Chatterjee, for the office of the Directors of the Company.

Brief resume of proposed Independent Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships and Memberships / Chairmanships of Board Committees, their shareholding in the Company, has been annexed herewith and forming part of the notice for the information of the shareholders.

Draft Letters of Appointment for Independent Directors, setting out terms and conditions of their appointment, are available for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays, till the date of Annual General Meeting and it shall also be made available on the website of the Company www.infinityitpark.com.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sunand Sharma, Mr. Ramesh Khemka and Mr. Probir C Chatterjee, as Independent Directors. Accordingly, the Board recommends the Ordinary Resolutions as set out at Item Nos. 6 to 8 of this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.



Item No. 9 & 10

The Members of the Company in their Annual General Meeting held on 21st August, 2010 had accorded their consent by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, to the Board for borrowing money up to a limit of Rupees 500 Crores (Rupees Five Hundred Crores Only) (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), considering the fund requirements for growth and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs. Further, the Members of the Company in their Annual General Meeting held on 3rd September, 2011 had accorded their consent by way of Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, to the Board of Directors for creation of security through mortgage or pledge or hypothecation or otherwise or through combination of all or any of the movable and immovable properties of the Company present and future and/or the whole or substantially the whole of the undertaking of the Company in any other form whatsoever for securing loans or financial accommodations.

However, Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors shall exercise the said powers only with the consent of the members of the Company by way of Special Resolutions.

The Ministry of Corporate Affairs has vide its Circular No.4/2014 dated 25th March, 2014 clarified that the Resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings and creation of security will be valid for a period of one year from the date of notification of Section 180 the Companies Act, 2013. Pursuant to the above clarification, it is proposed to seek approval of the Members under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013.

The Board recommends these resolutions by way of Special Resolutions as set out in Item No. 9 & 10 of this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 11

The Members of the Company in their Annual General Meeting held on 3rd September, 2011 had accorded their consent by way of an Ordinary Resolution under Section 293(1)(e) of the Companies Act, 1956, to the Board for contributing to charitable or other funds not directly related to the Company's business or to the welfare of its employee, from time to time in any financial year to the extent of Rupees 500 Lakhs (Rupees Five Hundred Lakhs Only), considering the Company's commitment to the Society at large. However, Section 181 of the Companies Act, 2013, provides that the Board of Directors shall exercise the said power only with the consent of the Company. Hence, the Ordinary Resolution at Item No.11 is intended for this purpose.

The Board recommends the resolution by way of Ordinary Resolution as set out in Item No.11 of this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 12

Your Company being one of the leading players in the Real Estate Infrastructure Industry has been pursuing various growth opportunities in its core sector, which interalia contemplates promotion of and/or development/entering into agreements with, subsidiaries/Joint Ventures/ Associates for undertaking the IT, ITES and other infrastructure project(s) including promotion & development of township(s), residential building(s), complex(es) etc, being infrastructure facilities as contemplated under Schedule VI of the Companies Act, 2013. Accordingly, your Company has been investing fund in such subsidiaries/JVs/Associates and/or giving guarantees or providing securities in connection with loans/credit facilities given to such subsidiaries/JVs/Associates, from time to time, in accordance with the applicable provisions of the Companies Act, 1956. Besides the above, the Company has also given loan/advances to various companies/firms/bodies corporate and invested in shares/securities/units of various companies/mutual funds.

Your Company is, therefore, engaged in the business of providing infrastructural facilities as defined in Schedule VI to the Companies Act, 2013 (effective from 1st April, 2014). Clause (a) of Sub-section (11) of Section 186 of the Act



provides exemption to such Companies from complying with the requirements of Section 186 [except sub-section (1) of Section 186] in relation to making loan/providing guarantee or security in connection with loan and hence, the Company shall continue making such loans and investments or giving guarantees or providing securities to its wholly owned subsidiaries without any specific approvals. The Company, also makes investments, gives loans and provides guarantees and securities to joint ventures and other entities. Therefore, it is proposed to take approval of the members by way of Special Resolution for making such loans and investments or giving guarantees or providing securities as set out in Item no. 12.

The Board recommends the resolution by way of Special Resolution as set out in Item No.12 of this Notice for approval of the members of the Company.

Except Directors or Key Managerial Personnel of the Company who are / may be Directors / shareholders in the bodies corporate in which investments may be made by Company, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

Item No. 13

Mr. Rajeshwar Kumar Khanna, Director of the Company is Bar-at-law and is an enrolled Attorney-at-law & advocate with Hon'ble High court at Calcutta and Hon'ble Supreme Court of India and is serving as senior partner of M/s. Khanna & Co., Advocates, Solicitors & Notary and president of Intellectual Property Law Practitioners Association.

M/s. Khanna & Co. has been providing legal services to the Company on case to case basis. However off late the services of M/s. Khanna & Co. is being availed on regular basis and accordingly the Board of Directors in their meeting held on 25th March, 2014, based on recommendation of Remuneration Committee, have decided to take services of M/s. Khanna & Co. on regular basis by appointing them as legal retainers on a monthly remuneration of Rs. 50,000/- per month effective from 1st January, 2014 for a period of two years and shall also be reimbursed out of pocket and traveling expenses, if any.

As per the provisions of Section 314 of the Companies Act 1956 applicable till 31st March, 2014 as well as Section 188 of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with Rules made thereunder, appointment of any firm in which a Director is a partner requires approval of the members by way of special resolution.

Further, Mr. Rajeshwar Kumar Khanna, is also appearing before the competent court, tribunal, arbitrators, authorities or forum and senior legal counsel, in connection with the legal matters for and on behalf of the Company on case to case basis, on such sum as set out in the resolution as legal fees.

The Board recommends the resolution by way of Special Resolution as set out in Item No.13 of this Notice for approval of the members of the Company.

Except Mr. Rajeshwar Kumar Khanna, for the self and being a Partner in M/s. Khanna & Co, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Members may further note that the relevant Related Party are not entitled to vote on the aforesaid resolution.

Item No. 14

Due to the enactment of majority provisions of the Companies Act, 2013, certain changes are required to be made in the Articles of Association of the Company. Some new articles/clauses are proposed to be inserted in relation to use of electronic mode for participation in meeting of the Board by Directors, service of documents and maintenance of registers and records.

A general clause is also proposed to be inserted to the effect that if any provision as mentioned in the articles is inconsistent with the provisions of the Companies Act, 2013 and Rules made therein, then the provisions of the Companies Act, 2013 and rules made therein shall override the provisions of these Articles.

The Board recommends the resolution as a Special Resolution for as set out in Item No.14 of this Notice for approval of the members of the Company.



None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company are available for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays, till the date of Annual General Meeting.

Registered Office :

INFINITY, Plot A3,
Block GP, Sector V
Salt Lake
Kolkata 700 091

Dated : 5th day of September, 2014

By Order of the Board

N K CHANDAK
CFO & Company Secretary



DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

| Name of Director | Mr. Bikram Dasgupta | Mr. Pulak Chamaria | Mr. Sunand Sharma | Mr. P.C.Chatterjee | Mr. Ramesh Khemka |
|--|---|--|--|---|--|
| Date of Birth | 29.10.1951 | 04.12.1978 | 11.05.1949 | 22.07.1950 | 04.08.1945 |
| Qualifications | Engineering Graduate from Indian Institute of Technology, Kharagpur | Bachelor of Science in Business Administration from Bobson College, USA | Mechanical Engineering Graduate from Osmania University | Mechanical Engineering Graduate from Kolkata University, member of ICWAI & MBA from IIM, Ahmedabad | B. Com (Graduate) from Calcutta University |
| Experience | Over 33 years of experience in the field of IT industry & was Chairman of IT Asia for 4 years. Currently Chairman & Managing Director of Globsyn Technologies Ltd | Over 13 years of work experience in the field of strategic planning, project execution, marketing & budgeting. Currently working as Executive Director of Infinity Infotech Parks Ltd. | Over 42 years of experience in India and abroad. Led the Business Development effort of G.E. in India in the '80s & '90s. Currently Country President of ALSTOM in India and Chairman of ALSTOM Projects India Limited. Also a member of the National Executive Committee of the Federation of Indian Chambers of Commerce & Industry (FICCI), Chairman of the Northern Region of the Indo-French Chamber of Commerce & Industry (IFCCI), besides holding membership of various councils & committees of the Confederation of Indian Industry (CII). | Over 31 years of work experience in India & abroad in the fields of Finance, Accounts, Corporate Restructuring / Re-engineering, Project Management. Earlier associated with Unilever Plc, UK and Robert Bosch GmbH, West Germany. Currently serving as one of the Directors in the Board of CGS International FZE Dubai. | Over 40 years of experience in Real Estate Business and 20 years of work experience in the field of finance. |
| Directorship held in other public companies* | Globsyn Technologies Ltd – Executive Chairman Global Synergies Ltd. Globsyn Education Ltd. | NIL | NIL | NIL | NIL |
| Membership / Chairmanship of Committees of other public companies | NIL | NIL | NIL | NIL | NIL |
| No. of shares held in the company as on 31.03.2014 | 1,54,100 | 10,32,000 | 1,250 | 2,500 | 2,500 |

*Excludes Directorships in associations, private, foreign and Section 8 Companies under the Companies Act, 2013.



Proxy Form

[MGT-11]

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|---|--|
| Regd.Folio No./ DP Id – Client Id No. : | |
| Name of the Registered Holder : | |
| Address : | |
| No. of Shares : | |

I/We, being the member(s) of shares of the above named Company, hereby appoint:

(1) Name Address

Email Id..... Signature or failing him

(2) Name Address

Email Id..... Signature or failing him

(3) Name Address

Email Id..... Signature or failing him

as my/our Proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 23rd Annual General Meeting of the Company, to be held on Tuesday, 30th day of September, 2014 at 10:00 a.m. at INFINITY, Plot- A3, Block GP, Sector- V, Salt Lake, Kolkata 700091 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | RESOLUTIONS |
|--------------------------|--|
| Ordinary Business | |
| 1. | Adoption of Audited Financial Statements for the year ended 31 st March, 2014 together with the Director’s Report & Auditor’s Report. |
| 2. | Declaration of Dividend on the Equity Shares of the Company |
| 3. | Re-appointment of Mr. Bikram Dasgupta, as Directors of the Company, who retires by rotation, |
| 4. | Re-appointment of Mr. Pulak Chamaria, as Directors of the Company, who retires by rotation, |
| 5. | Appointment of M/s. R. Kothari & Company, Chartered Accountants, as Auditors and fixing their their remuneration |
| Special Business | |
| 6. | Appointment of Mr. Sunand Sharma as an Independent Director |
| 7. | Appointment of Mr. Ramesh Khemka as an Independent Director |
| 8. | Appointment of Mr. Probir C Chatterjee as an Independent Director |
| 9. | Authorisation to Board under the provisions of Section 180(c) of the Companies Act,2013, to borrow funds |

infinity infotech parks limited

infinity plot a3, block gp, sector v, salt lake electronics complex, kolkata 700 091
t: +91(33) 2357 3686 f: +91(33) 2357 3687 e: info@infinityitpark.com
w: www.infinityitpark.com CIN : U17122WB1991PLC053828



| | |
|-----|--|
| 10. | Authorisation to Board under the provisions of Section 180(a) of the Companies Act, 2013, to create charge over the assets of the Company. |
| 11. | Authorisation to Board under the provisions of Section 181 of the Companies Act, 2013, to contribute to bonafide charitable funds. |
| 12. | Authorisation to Board under the provisions of Section 186 of the Companies Act,2013, to invest in and/or to give loans or advances to any other company, body corporate, trust, mutual funds and/or any other person. |
| 13. | Authorise a Director to hold place of profit and payment of Legal fees. |
| 14. | Alteration of Articles of Association of Company |

Signed this ____ day of ____ 2014

Signature of Member

Affix
Revenue
Stamp here

Signature of Proxy holder(s)

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



INFINITY INFOTECH PARKS LTD

ATTENDANCE SLIP

| | |
|---|--|
| Regd.Folio No./ DP Id – Client Id No. : | |
| Name of the Attending Member : | |
| Address : | |
| No. of Shares : | |

I/We, hereby record my presence the 23rd Annual General Meeting of the Company, to be held on Tuesday, 30th day of September, 2014 at 10:00 a.m. at INFINITY, Plot- A3, Block GP, Sector- V, Salt Lake, Kolkata 700 091.

Signature of the attending Member/Proxy

NOTE: Member/Proxyholder wishing to attend the 23rd Annual General Meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.

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