

## NOTICE

**NOTICE** is hereby given that the 25th Annual General Meeting of the members of the Company will be held on Saturday, 24th day of September, 2016 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 Financial Statements of the Company (including consolidated Audited Financial Statements) for the year ended 31st March, 2016 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. Pulak Chamaria, (DIN: 00276186) who retires by rotation and being eligible, offers himself for re-election.
4. 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 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), 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, on such remuneration as may 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. 5: To appoint Mr. S Radhakrishnan as an 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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sudaresan Radhakrishnan (DIN: 00009818), who was appointed as an Additional Director with effect from 21st December, 2015 in terms of Section 161 of the Companies Act, 2013 by the Board of Directors and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and in respect of whom a notice has been received from a Member in writing, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years with effect from 21st December 2015 and whose office shall not be liable to determination by retirement of Directors by rotation.”

#### **Item No. 6: To regularize the appointment of Mr. A Chatterjee as Nominee 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 161(3), 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and pursuant to Articles of Association of the Company, Mr. Aninda Chatterjee (DIN:01760865), representative of West Bengal Electronics Industry Development Corporation Limited (WEBEL), who was appointed as a Nominee Director (WEBEL), liable to retire by rotation, by the Board of Directors with effect from 21st December, 2015, be and is hereby approved.”

**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

**Item No. 7: To empower the Board of Directors of the Company & enhance the limit to make investments, loans, advances, to give guarantee and or to provide security to other body corporate**

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

**“RESOLVED THAT** in supersession of the resolutions passed by the members of the Company in the 23rd Annual General Meeting held on 30th September, 2014 and 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 to any body corporate or person and /or to acquire, by way of subscription, purchase, conversion or otherwise, 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 upto an amount not exceeding Rupees 100 Crore (Rupees One Hundred Crores Only) notwithstanding the fact that the aggregate of the investments made or loans & advances given or security or guarantee or by contribution to the capital of LLPs, so far provided, along with the proposed investments, loans, advances, security or guarantee or by contribution to the capital of LLPs, 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 Directors (including any Committee the Board may have constituted or hereinafter constitute) be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, advances, guarantees or providing securities or for making such investments or contribution to the capital of LLPs 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.”

**Registered Office:**  
INFINITY, Plot A3,  
Block GP, Sector V  
Salt Lake  
Kolkata 700 091

**By Order of the Board**

**N K CHANDAK**  
CFO & Company Secretary

**Dated: the 24th day of July, 2016**

**NOTES:**

**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.**

1. 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.
2. 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 informations for their appointment/re-appointment.
3. 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.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting. 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 upto the date of the Annual General Meeting.
6. 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 16.09.2016, 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.
7. Members are requested to note that pursuant to the provisions of Section 205A of the Companies Act, 1956 (corresponding to section 124 of the Companies Act, 2013) dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend/ unclaimed account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. During the year, no amount was due for transfer to IEPF.
8. Copy of the Annual Report for 2015-16 and Notice of the 25th Annual General Meeting of the Company along with Route Map, Attendance Slip and Proxy Form is being sent to all the members at their communication address as registered with the Company and will be also on the Company’s website [www.infinityitpark.com](http://www.infinityitpark.com)
9. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the Company, in case the shareholder so desire. A statement containing the salient features of the financial statement of subsidiaries forms part of the Annual Report of the Company. The audited financial statements of the Company including consolidated financial statements and the accounts of the subsidiaries will be available for inspection at the Registered office of the Company and the concerned subsidiary companies between 11:00 am to 1:00 pm on all working days, except Saturdays upto the date of the Annual General Meeting and will be also available on the Company’s website [www.infinityitpark.com](http://www.infinityitpark.com) For any communication, the shareholders may also send requests to the Company’s investor email id: [nkchandak@infinityitpark.com](mailto:nkchandak@infinityitpark.com)
10. Members are requested to notify immediately any change in their e-mail and communication address to the Company Secretary at the registered office of the Company or email at [nkchandak@infinityitpark.com](mailto:nkchandak@infinityitpark.com)

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

### Item No. 5

Mr. Sudaresan Radhakrishnan, was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from 21st December, 2015. Pursuant to provisions of Section 161 of the Act and Articles of Association, Mr. Radhakrishnan holds office till the date of ensuing Annual General Meeting, and is eligible for appointment as Director.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for a term up to a maximum of five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Radhakrishnan, has given a declaration to the Board of Directors to the effect that he 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, Mr Radhakrishnan 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 and he is independent of the management.

The Company has received notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Radhakrishnan, for the office of the Director of the Company.

Brief resume of the proposed Independent Director, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, their shareholding in the Company, is annexed herewith and forming part of the notice for the information of the shareholders.

The letter of appointment of Mr. Radhakrishnan setting out terms and conditions of his appointment is 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](http://www.infinityitpark.com).

Mr. Radhakrishnan is not related to any other Director of the Company.

Except Mr. Radhakrishnan, being the appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the said resolution.

The Board considers that it would be in the interests of the Company to appoint Mr. Radhakrishnan, Director as an Independent Director of the Company. Accordingly, the Board recommends the Ordinary Resolution as set out at Item Nos. 5 of this Notice for approval of the members of the Company

### Item No.6

Mr. Aninda Chatterjee, was appointed as an Nominee Director (Non-Executive) of the Company, representative of West Bengal Electronics Industry Development Corporation Limited (WEBEL), by the Board of Directors with effect from 21st December, 2015 consequent upon withdrawal of nomination of Mr. Sekhar Ganguly by WEBEL vide their letter dated 15.12.2015.

Brief resume of the proposed Nominee Director, nature of his expertise in specific functional areas and names of companies in which he holds 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.

The Board considers that it would be in the interests of the Company to regularize the appointment of Mr. Chatterjee, as Nominee Director of the Company. Accordingly, the Board recommends the Ordinary Resolution as set out at Item Nos. 6 of this Notice for approval of the members of the Company.

Mr. Chatterjee is not related to any other Director of the Company.

Except Mr. Chatterjee, being the appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the said resolution.

## Item No.7

The shareholders of the Company in their Annual General Meeting held on 30th September, 2014, had accorded their consent to the Board of Directors to make investments, loans, advances, to give guarantee/security upto a limit not exceeding Rupees 50 Crores to various companies/firms/bodies corporate, e.t.c., other than subsidiary companies/wholly owned subsidiary companies.

The Company is engaged in the business of providing infrastructural facilities as defined in Schedule VI to the Companies Act, 2013. 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 in respect of loan made, guarantee given or security provided [except sub-section (1) of Section 186]. However, as a matter of abundant precaution and good corporate governance, the Board of Directors of the Company has decided to obtain approval of the shareholders for giving loans, advances and providing guarantees & securities to various companies/firms/bodies corporate and also for making investments in shares/securities/units of various companies/bodies corporate/mutual funds or by contribution to the capital of LLPs, e.t.c., other than subsidiary companies/wholly owned subsidiary companies, from time to time to maintain a steady vertical & horizontal growth pace.

Therefore, it is proposed to take the approval of members by way of Special Resolution as set out at Item no.7 of the Notice to enable the Board of Directors of the Company to make investments, loans, advances, to give guarantee and or to provide security by enhancing the existing limit from Rupees 50 Crores to 100 Crores, at any time, as a precautionary measures and for maintaining the standard of corporate governance.

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

---

**Registered Office:**

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

**By Order of the Board**

**N K CHANDAK**  
CFO & Company Secretary

**Dated: the 24th day of July, 2016**



**PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT / REGULARIZATION AT 25TH ANNUAL GENERAL MEETING**

Particulars	Mr. Pulak Chamarla	Mr. S. Radhakrishnan	Mr. Aninda Chatterjee
Date of Birth	04.12.1978	05.01.1952	19.09.1965
Qualifications	Bachelor of Science in Business Administration from Babson College, USA	Science & Law Graduate from Kolkata University and qualified Company Secretary	Qualified Chartered Accountant, Cost Accountant & Post Graduate Diploma in Business Management from XLRI-Jamshedpur with specialization in Finance & Marketing.
Experience	Currently working as Director of Infinity Infotech Parks Ltd. During his course of Business Administration he has inter alia worked with Merrill Lynch (Private Client Group).	Former Managing Director of DESCON Limited Joined India Power Corporation Ltd. (IPCL) formerly known as DPSC Ltd, as Company Secretary at a tender age of 26 yrs and went on to be at the helm of affairs as Managing Director of DPSC Ltd. from 25.01.2003 to 10.02.2010 and was also instrumental in forming Descon Limited, a knowledge based consultancy Company specializing in the field of IT, ITES, GIS, Power Engineering & Consultancy Services. Also served as President of Bengal Chamber of Commerce & Industry, Kolkata for 2007 & 2008 and was also the Chairman – Electronics and Computer Software Export Promotion Council, Govt. of India for 2011-12 & 2012-13	A professional manager with over 26 years of experience, including profit centre leadership. Prior to joining WEBEL as Executive Director, Finance wef 01.12.2015, served as Vice President – Project Monitoring Cell & subsequently as Vice President, Strategic Initiative with Bengal Aerropolis Projects Ltd. Had also been associated with the Telecom Industry for about 16 years & was instrumental in turnaround of the manufacturing unit and operations of SPCNL, where he served as a member of the Executive Management Team. Also served as Head of Operations in Nokia Siemens Networks India Pvt. Ltd. (NSN) & member of the Board of Directors therein.
Other Directorships *	NIL	Descon Ltd. JSW Bengal Steel Ltd. Nilachal Refractories Ltd.	Webel Technology Ltd. Webel Mediatronics Ltd. Webel Electronic Communication Systems Ltd. Webel Communications Systems Ltd. Webel Consumer Electronics Ltd. Webel Informatics Ltd.
Memberships / Chairmanships of other Board Committees	NIL	NIL	NIL
No. of shares held in the Company as on 31.03.2016	10,32,000	NIL	NIL

\*Excludes Directorships in associations, private, foreign and Section 8 Companies (Corresponding to 25 Co.)

**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 25th Annual General Meeting of the Company, to be held on Saturday, 24th day of September, 2016 at 10:00 a.m. at the registered office of the Company 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
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements of the Company (including consolidated Audited Financial Statements) for the year ended 31st March, 2016 together with reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on the Equity Shares of the Company.
3.	Re-appointment of Mr. Pulak Chamaria, as Directors of the Company, who retires by rotation.
4.	Appointment of M/s. R. Kothari & Company, Chartered Accountants, as Statutory Auditors and fixing their remuneration.
<b>Special Business</b>	
5.	Appointment of Mr. S Radharishnan as Independent Director
6.	Regularization of appointment of Mr. A Chatterjee as Nominee Director (WEBEL)
7.	Empower the Board of Directors of the Company & enhance the limit to make investments, loans, advances, to give guarantee and or to provide security to other body corporate

Signed this \_\_\_\_ day of \_\_\_\_\_ 2016.

\_\_\_\_\_  
 Signature of Proxy holder(s) and \_\_\_\_\_  
 Signature of Member

Affix  
 Revenue  
 Stamp here

**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 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

### 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 25th Annual General Meeting of the Company, to be held on Saturday, 24th day of September, 2016 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.

\_\_\_\_\_  
Signature of the attending Member/Proxy

**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



## Route Map to the AGM Venue

Venue : Infinity Infotech Parks Ltd.

Infinity Thinktank, Plot-A3, Block-GP, Sector-V, Salt Lake Electronics Complex, Kolkata-700091

Route Map of the AGM venue from Netaji Subhash Chandra Bose Airport

## Location Map

