

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of the Company will be held on Sunday, 31st day of December, 2017 at 11:30 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 businesses :

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, 2017 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. Sujit Poddar, (DIN: 00041438) who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr. Rajeshwar Kumar Khanna, (DIN: 00334990) who retires 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, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. J. B. S & Company, Chartered Accountants, (Firm Registration No : 323734E) be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s. R. Kothari & Company, Chartered Accountants (Firm Registration No. 307069E), to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company (subject to ratification of their appointment at every Annual General Meeting) 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:

6. **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 resolution as an **Ordinary Resolution:**

“RESOLVED THAT in supersession of the resolutions passed by the members of the Company in the 25th Annual General Meeting held on 24th September, 2016 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 200 Crore (Rupees Two 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,

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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

Dated: the 7th day of December, 2017

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.**
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 for their appointment/re-appointment.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.
6. 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.
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 22.12.2017, 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. Members are requested to note that pursuant to the provisions of 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.
9. Copy of the Annual Report for 2016-17 and Notice of the 26th 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.
10. 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. For any communication, the shareholders may also send requests to the Company’s investor email id: nkchandak@infinityitpark.com.
11. 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.

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

Item No. 6

At the 25th Annual General Meeting of the Company held on 27th September, 2016 approval of the members was obtained pursuant to the provisions of Section 186 of the Companies Act, 2013 empowering the Board of Directors of the Company to give loan or make investment or issue guarantees or provide any security up to a limit not exceeding Rupees 100 Crores to various companies/firms/bodies corporate, e.t.c., other than subsidiary companies/wholly owned subsidiary companies.

Further, as part of the Company's restructuring plan, the Company has initiated the process of amalgamation of three of its wholly owned subsidiary companies with itself, which will result in transfer of investments and guarantees & securities in the books of Transferee Company, hence the Board of Directors have proposed to raise the existing limit from Rupees 100 Crores to 200 Crores.

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, considering the said Scheme of Amalgamation 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 wholly owned subsidiary companies, in one or more tranches upto an amount not exceeding Rupees 200 Crore (Rupees Two Hundred Crores Only) to maintain a steady vertical & horizontal growth pace.

The Board recommends the resolution by way of Special Resolution as set out in Item No.6 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 is, in any way, concerned or interested, financially or otherwise, in the resolutions.

Registered Office:

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Salt Lake
Kolkata 700 091

By Order of the Board

N K CHANDAK
CFO & Company Secretary

Dated: the 7th day of December, 2017

**PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENTS AT
26TH ANNUAL GENERAL MEETING**

Particulars	Mr. Sujit Poddar	Mr. R. K. Khanna
Date of Birth	07.02.1947	18.07.1942
Qualifications	Post Graduate in Law from Calcutta University	Science & Law Graduate from Kolkata University
Experience	An enrolled advocate with Hon'ble High Court at Calcutta has served on special assignments to the Finance Minister, Govt. of West Bengal and as Special Assistant to the Hon'ble Chief Minister, besides serving as Executive Director in Indian Research Institute. Currently working as advisor & consultant to various Corporate.	An enrolled Attorney-at-Law & advocate with Hon'ble High Court at Calcutta and Hon'ble Supreme Court of India. He has acted for and advised Corporate Houses, MNCs, Banks & PSUs on general/commercial litigation, property matters, Arbitration, Civil, Commercial, Criminal and Litigations General pertaining to Corporate Laws, Contract Laws, Arbitration Matters, Tax Laws in various Courts of India & before different tribunals all over India. He is also a solicitor of Supreme Court of England & Wales. Currently working as Senior Partner of M/s. Khanna & Co. Advocates & Solicitors.
Directorships *	<p>Choicest Enterprises Ltd Infinity Infotech Parks Ltd Luxmi Township Ltd Nicco Corporation Ltd Nicco Parks & Resorts Ltd Bhagirathi Greenfield Real Estate Ltd. Luxmi Portfolio Ltd. Lengrai Tea Ltd.</p>	<p>Infinity Infotech Parks Ltd. Intellectual Property Law Practitioners Association – Chairman Incorporated Law Society of Calcutta, High Court Calcutta - President</p>
Memberships / Chairmanships of Board Committees	<p>Infinity Infotech Parks Ltd:- Member – Audit Committee Nomination & Remuneration Committee CSR Committee Nicco Parks & Resorts Ltd:- Member – Audit Committee Chairman – Nomination & Remuneration Committee Chairman – CSR Committee Nicco Corporation Ltd.:- Member - Audit Committee Nomination & Remuneration Committee</p>	N.A.
No. of shares held in the Company as on 31.03.2017	NIL	2500

*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 26th Annual General Meeting of the Company, to be held on Saturday, 31st day of December, 2017 at 11:30 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
Ordinary Business	
1.	Adoption of Audited Financial Statements of the Company (including consolidated Audited Financial Statements) for the year ended 31st March, 2017 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. Sujit Poddar, as Directors of the Company, who retires by rotation.
4.	Re-appointment of Mr. Rajeshwar Kumar Khanna as Directors of the Company, who retires by rotation.
5.	Appointment of M/s. J B S & Company, Chartered Accountants, as Statutory Auditors and fixing their remuneration.
6.	Authorizing the Board of Directors of the Company & enhance the limit from Rupees 100 Crores to 200 Crores to make investments, loans, advances, to give guarantee and or to provide security to other body corporate.

Signed this ____ day of _____ 2016.

_____ and _____
 Signature of Proxy holder(s) 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.

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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 26th Annual General Meeting of the Company, to be held on Sunday, 31st day of December, 2017 at 11:30 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

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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

