

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Friday, 28th day of September, 2018 at 03:00 p.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 Financial Statements of the Company (including consolidated Financial Statements) for the year ended 31st March, 2018 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-appointment.
4. To appoint a Director in place of Mr. Aninda Chatterjee, (DIN: 01760865) who retires by rotation and being eligible, offers himself for re-appointment.
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 the provisions of Section 139 and other applicable provisions, if any, 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) the appointment of J. B. S & Company, Chartered Accountants, (Firm Registration No : 323734E), as Auditors of the Company for a term of five years i.e. till the conclusion of 31st Annual General Meeting (AGM) to be held on 2022, which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this meeting until the conclusion of the next 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 re-appoint Mr. P C Chatterjee as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special 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 (“the Act”) 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), Mr. P C Chatterjee (DIN: 00436800), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Act and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years for a term from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation.”

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

7. To re-appoint Mr. Sunand Sharma as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special 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 (‘the Act’) 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), Mr. Sunand Sharma (DIN: 00275238), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment, be and is hereby re-appointed to hold office for a term of five consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation.”

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

Dated: the 30th day of June, 2018

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 clearly filled, stamped, signed and must 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 a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
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 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 21st September, 2018, 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 Unclaimed dividend and the corresponding Equity Shares of the Company in respect of which dividend remain unclaimed for seven consecutive years account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended. During the year, there was no such unclaimed dividend and the corresponding Equity Shares due for transfer to IEPF.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
9. Copy of the Annual Report for 2017-18 and Notice of the 27th 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 available 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. Relevant documents referred in the Notice or Explanatory statement will be open for inspection by the members at the Meeting and such documents will also be available for inspection at the Registered office of the Company on all working days, except Saturday, from 11:00 am to 01:00 pm upto and including the date of the meeting and also at the Meeting.
12. 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 & 7

Mr. P C Chatterjee (DIN: 00436800) and Mr. Sunand Sharma (DIN: 00275238,) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended. They hold office as Independent Directors of the Company up to 31st March, 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination & Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. P C Chatterjee and Mr. Sunand Sharma, as Independent Directors for an another term of 5 (five) consecutive years on the Board of the Company taking into consideration their background and experience and contributions made by them during their tenure as Independent Directors.

The Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company for another term of five years, subject to meeting the prescribed criteria and qualifications. Mr. P C Chatterjee and Mr. Sunand Sharma 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, the above said 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. Further, they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Independent Directors.

The Company has received notice in writing from members under Section 160 of the Act proposing the candidature of Mr. P C Chatterjee and Mr. Sunand Sharma for the office of Independent Directors of the Company.

Details of Mr. P C Chatterjee and Mr. Sunand Sharma, are provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

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 01:00 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. P C Chatterjee and Mr. Sunand Sharma as Independent Directors. Accordingly, the Board recommends the Special Resolutions as set out at Item Nos. 6 to 7 of this Notice for approval of the members of the Company.

Mr. P C Chatterjee and Mr. Sunand Sharma are interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these 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 30th day of June, 2018

INFINITY INFOTECH PARKS LIMITED
Annexure to the Notice of 27th Annual General Meeting
Details of Directors retiring by rotation / seeking appointment / re-appointment

Particulars	Pulak Chamaria	Aninda Chatterjee	P C Chatterjee	Sunand Sharma
Designation	Non-Executive Director	Nominee Director	Independent Director	Independent Director
Age	39 years	52 years	67 years	68 years
Qualifications	Bachelor of Science in Business Administration from Babson College, USA	Chartered Accountant, Cost Accountant and Post Graduate Diploma in Business Management from XLRI-Jamshedpur with specialization in Finance and Marketing.	Mechanical Engineering Graduate from Kolkata University, member of ICWAI & MBA from IIM, Ahmedabad	Mechanical Engineering Graduate from Osmania University
Experience (including expertise in specific functional area) / Brief Resume	Served the Company as Executive Director from 2006 to 2015. During his course of Business Administration he has inter alia worked with Merrill Lynch (Private Client Group).	Currently serving as Managing Director of West Bengal Electronics Industry Development Corporation Ltd. (Webel). Prior to joining Webel as Executive Director, Finance w.e.f. 01.12.2015 worked as Vice President – Project Monitoring Cell and subsequently as Vice President – Strategic Initiative with Bengal Aeropolis Projects Ltd. Associated with telecom industry for about 20 years and was a member of the Executive Management Team in Siemens Public Communication Networks Pvt. Ltd. (SPCNL) and was instrumental in turnaround of the manufacturing unit and operations of SPCNL. Started professional career with Tata Steel in Internal Audit and then strategy (Synergy Group) in the office of the Managing Director of Tata Steel.	Over 35 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 in various companies in UAE, Canada & USA	Over 45 years of experience in India and abroad. Led the Business Development effort of G.E. in India in the '80s & '90s. Served as 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).
Terms and Conditions of Appointment / Reappointment	As per the resolution passed by the Board of Directors at the Board Meeting held on 09.10.2015, Mr Pulak Chamaria was designated as a Non-executive Director, liable to retire by rotation w.e.f. 10.10.2015	As per the resolution passed by the shareholders at the Annual General Meeting held on 24.09.2016 Mr Aninda Chatterjee was appointed as a Nominee Director, liable to retire by rotation	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on September 28, 2018 read with explanatory statement thereto	As per the resolution at item no. 7 of the Notice convening Annual General Meeting on September 28, 2018 read with explanatory statement thereto

Particulars	Pulak Chamaria	Aninda Chatterjee	P C Chatterjee	Sunand Sharma
Remuneration last drawn (including sitting fees) if any	Sitting fees Rs 75000	Sitting fees Rs 100000	Sitting fees Rs 175000	Sitting fees Rs 50000
Remuneration proposed to be paid (including sitting fees) if any	sitting fees only as per the policy of the company	sitting fees only as per the policy of the company	sitting fees only as per the policy of the company	sitting fees only as per the policy of the company
Date of first appointment on the Board	27.06.2006	21.12.2015	27.12.2002	27.12.2002
Shareholding in the Company as on March 31, 2018	1032000	NIL	2500	1250
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Ravidra Chamaria, Chairman & Managing Director and not related to any other Director / Key Managerial Personnel	Not related to any Director / KMP	Not related to any Director / KMP	Not related to any Director / KMP
Number of meetings of the Board attended during the year	3	4	3	2
Directorships of other Boards as on March 31, 2018 (Excludes Directorships in private, foreign and Section 8 Companies)	Gurgaon Info Parks Limited	Webel Technology Limited Webel Electronic Communication Systems Ltd. Webel Informatics Ltd. Webel Mediatronics Ltd. Webel Consumer Electronics Ltd. Webel Electronics Infrastructure Development Ltd. Webel Electronics Manufacturing Clusters Ltd. Webel Venture Capital Ltd. West Bengal Electronics Industry Development Corporation Ltd.	N.A.	N.A
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	NIL	NIL	NIL	NIL

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 27th Annual General Meeting of the Company, to be held on Friday, 28th day of September, 2018 at 03:00 p.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 Financial Statements of the Company (including consolidated Financial Statements) for the year ended 31st March, 2018 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.	Re-appointment of Mr. Aninda Chatterjee, as Directors of the Company, who retires by rotation.
5.	Ratification of appointment of M/s. J B S & Company, Chartered Accountants, as Statutory Auditors and fixing their remuneration.
Special Business	
6.	Re-appointment of Mr. P C Chatterjee, as an Independent Director of the Company.
7.	Re-appointment of Mr. Sunand Sharma, as an Independent Director

Signed this ____ day of _____ 2018.

_____ 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.

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 27th Annual General Meeting of the Company, to be held on Friday, 28th day of September, 2018 at 03:00 p.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

