

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of the Company will be held on Wednesday, 30th day of September, 2020 at 11:00 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 businesses :

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company (including consolidated Financial Statements) for the year ended 31st March, 2020 together with reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the equity shares of the Company for the year ended 31st March, 2020.
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 ratify the appointment of 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 M/s. 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:

Item No. 5: To regularize the appointment of Mr. Prodig Mukhopadhyay as Nominee Director

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) and pursuant to Articles of Association of the Company, Mr. Prodig Mukhopadhyay (DIN: 08076689), 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 28th September, 2019, on the recommendation of Nomination & Remuneration Committee, be and is hereby approved.”

Item No. 6: To re-appoint Mr. S Radhakrishnan as an Independent Director

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, 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), and upon recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, Mr. S Radhakrishnan (DIN: 00009818), Independent Director, 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 as Independent Director of the Company, to hold office for a second term of five consecutive years from December 21, 2020 to December 20, 2025, 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 5th day of September, 2020

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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ notice in writing is given to the company.
3. 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.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.
6. 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.
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 25.09.2020, 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/ shares 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 of dividend /share was due for transfer to IEPF.
9. 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.
10. Copy of the Annual Report for 2019-2020 and Notice of the 29th 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.
11. 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.
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. 5

Mr. Prodip Mukhopadhyay, representative of West Bengal Electronics Industry Development Corporation Limited (WEBEL), was appointed as an Nominee Director (Non-Executive) of the Company, by the Board of Directors and upon the recommendation of Nomination & Remuneration Committee, with effect from 28th September, 2019 consequent upon withdrawal of nomination of Mr. Aninda Chatterjee by WEBEL vide their letter dated 18.06.2019.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Prodip Mukhopadhyay for the office of Nominee Director of the Company.

Details of Mr. Prodip Mukhopadhyay, is 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.

Letter of Appointment of Mr. Prodip Mukhopadhyay, as Nominee Director, setting out terms and conditions of his appointment, is 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 it would be in the interests of the Company to regularize the appointment of Mr. Prodip Mukhopadhyay, as Nominee 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.

Mr. Mukhopadhyay is interested in the resolution set out at Item Nos. 5 of the Notice with regard to his appointment.

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 this resolution.

Item No.6

Mr. S Radhakrishnan (DIN: 00009818) was appointed as Independent Director 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. He hold office as Independent Director of the Company up to 20th December, 2020 (“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. S Radhakrishnan, as Independent Director for an another term of 5 (five) consecutive years on the Board of the Company taking into consideration his background, experience and contributions made by him during his tenure as Independent Director.

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. S Radhakrishnan has given declarations to the Board of Directors to the effect that he meets 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 Director are independent of the management. Further, Mr. Radhakrishnan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. S Radhakrishnan for the office of Independent Director of the Company.

Details of Mr. S Radhakrishnan, is 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 Letter of Appointment for Independent Director, setting out terms and conditions of the appointment, is 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 his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. S Radhakrishnan as Independent Director. Accordingly, the Board recommends the Special Resolution as set out at Item Nos. 6 of this Notice for approval of the members of the Company.

Mr. S Radhakrishnan is interested in the resolution set out at Item Nos.6 of the Notice with regard to his re-appointment.

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 this 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 5th day of September, 2020**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

INFINITY INFOTECH PARKS LIMITED
ANNEXURE TO THE NOTICE OF 29TH ANNUAL GENERAL MEETING
DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT

Particulars	Pulak Chamaria	Sundaresan Radhakrishnan	Prodip Mukhopadhyay
Designation	Non-Executive Director	Independent Director	Nominee Director - WEBEL
Date of Birth	04.12.1978	05.01.1952	29.08.1956
Qualifications	Bachelor of Science in Business Administration from Babson College, USA	Science & Law Graduate from Kolkata University and qualified Company Secretary	Technical and Management qualifications from reputed Institutions
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).	Former Managing Director of DESCON Limited Jointed 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	More than 35 years of experience in Central PSU, State PSU, Corporates and Multi-National organisation in different technology areas in various capacities including National roles, SBU head in different geographies. Presently working as Managing Director of West Bengal Electronics Industry Development Corporation Limited (Webel). Webel, a Government of West Bengal Undertaking and the nodal agency of Department of IT& Electronics, Government of West Bengal. Webel is responsible for implementation of IT policies for the state Government, promotion of IT industries in West Bengal and implementation of IT Projects in Government departments. Worked with Hindustan Aeronautics Limited for more than a decade on Avionics systems of Fighter Aircraft and Missile systems, have experience in Manufacturing, Assembly & Testing of Process control system. Was responsible for National operation for MNC Medical Equipment Company and reputed IT company. Have been responsible for PAN Africa Project for e-Health and e-Education to connect 52 African countries with Indian Universities and Super specialty hospitals and was also responsible for Census 2011 Project as Project Director.

INFINITY INFOTECH PARKS LIMITED

ANNEXURE TO THE NOTICE OF 29TH ANNUAL GENERAL MEETING

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT

Particulars	Pulak Chamaria	Sundaresan Radhakrishnan	Prodip Mukhopadhyay
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 Chamariai was designated as a Non-executive Director, liable to retire by rotation w.e.f. 10.10.2015	As per the re-appointmnet letter dated : 19.08.2020	As per WEBEL letter dated 02.07.2019
Remuneration last drawn (including sitting fees) if any	Sitting fees Rs 70,000/-	Sitting fees Rs 3,50,000/-	Sitting fees Rs 1,05,000/-
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
Date of first appointment on the Board	27.06.2006	21.12.2015	28.09.2019
Shareholding in the Company as on March 31, 2020	1032500	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Ravindra Chamaria, Chairman & Managing Director and not related to any other Director / KMP	Not related to any Director / KMP	Not related to any Director / KMP
Number of meetings of the Board attended during the year	2	4	3
Directorships of other Boards as on March 31, 2020 (Excludes Directorships in private, foreign and Section 8 Companies)	Gurgaon Info Parks Limited	Gurgaon Info Parks Ltd. Nilachal Refractories Ltd.	West Bengal Electronics Industry Development Corporation Ltd. Webel Technology Ltd. Webel Electronics Infrastructure Development Ltd. Webel Electronics Manufacturing Clusters Ltd. Webel Venture Capital Ltd.
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	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 29th Annual General Meeting of the Company, to be held on Wednesday, 30th day of September, 2020 at 11:00 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
Ordinary Business	
1.	Adoption of Financial Statements of the Company (including consolidated Financial Statements) for the year ended 31 st March, 2020 together with reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on the Equity Shares of the Company for the year ended 31 st March, 2020.
3.	Re-appointment of Mr. Pulak Chamaria, as Director of the Company, who retires by rotation.
4.	Ratification of appointment of M/s. J B S & Company, Chartered Accountants, as Statutory Auditors and fixing their remuneration.
Special Business	
5.	Regularization of appointment of Mr. Prodip Mukhopadhyay as Nominee Director.
6.	Re-appointment of Mr. S Radhakrishnan as Independent Director.

Signed this ____ day of _____ 2020.

 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 700091
 Phone: +91 (33) 2357 3686, Fax: +91 (33) 2357 3687, E-mail: info@infinityitpark.com
 Website: www.infinityitpark.com; CIN: U17122WB1991PLC053828

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 29th Annual General Meeting of the Company, to be held on Wednesday, 30th day of September, 2020 at 11:00 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 700091
Phone: +91 (33) 2357 3686, Fax: +91 (33) 2357 3687, E-mail: info@infinityitpark.com
Website: 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

