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**NOTICE**

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of the Infinity Infotech Parks Limited will be held on Monday, 26<sup>th</sup> day of September, 2022 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 Financial Statements of the Company (including consolidated Financial Statements) for the year ended 31<sup>st</sup> March, 2022 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 31<sup>st</sup> March, 2022.
3. To appoint a Director in place of Mr. R K Khanna, (DIN: 00334990) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Statutory 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 142 and other applicable provisions 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. R Kothari & Co. LLP, Chartered Accountants, (Firm Registration No. E300266), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027 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 and applicable taxes.”

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**Registered Office:**

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

**By Order of Board**

N K Chandak  
**CFO & Company Secretary**

**Dated: the 31<sup>st</sup> day of August, 2022**

**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](mailto:info@infinityitpark.com)

Website: [www.infinityitpark.com](http://www.infinityitpark.com); CIN: U17122WB1991PLC053828

**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 Ordinary 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 16.09.2022, 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 2021-2022 and Notice of the 31<sup>st</sup> 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](http://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. For any communication, the shareholders may also send requests to the Company’s investor email id: [nkchandak@infinityitpark.com](mailto: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](mailto:nkchandak@infinityitpark.com).

**{EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013}****ITEM NO. 4**

In accordance with Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the existing Statutory Auditors J.B.S. & Company, Chartered Accountants (ICAI Firm Registration No. 323734E), of the Company shall complete their term at the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company.

The Board of Directors of the Company at their meeting held on 31<sup>st</sup> August, 2022, on the recommendation of the Audit Committee, has recommended appointment of M/s. R Kothari & Co. LLP, Chartered Accountants, (Firm Registration No. E300266), as the Statutory Auditors of the Company, by the members at the 31<sup>st</sup> Annual General Meeting of the Company for a term of five consecutive years from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, 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 and applicable taxes.

After evaluating the proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. R Kothari & Co. LLP, Chartered Accountants, has been recommended to be appointed as the Statutory Auditors of the Company.

M/s. R Kothari & Co. LLP, previously known as M/s. R Kothari & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) having its office at 16A, Shakespeare Sarani, Kolkata-700071. They have extensive experience in the audits of public & listed companies and large private sector companies as well as of banks and institutions.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. R Kothari & Co. LLP Chartered Accountants and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice convening the 31<sup>st</sup> Annual General Meeting. Accordingly, the Board of Director recommends the aforesaid appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 4 of the Notice.

**Registered Office:**

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

**By Order of Board**

N K Chandak  
**CFO & Company Secretary**

**Dated: the 31<sup>st</sup> day of August, 2022****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 31<sup>ST</sup> ANNUAL GENERAL MEETING**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT / RETIRING BY ROTATION**

<b>Particulars</b>	<b>R.K. Khanna</b>
<b>Designation</b>	Non-Executive Director
<b>DIN No:</b>	00334990
<b>Date of Birth</b>	18.07.1942
<b>Nationality</b>	Indian
<b>Qualifications</b>	Science & Law Graduate from Kolkata University
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	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 General Litigations 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.
<b>Terms and Conditions of Appointment / Reappointment</b>	As per the resolution passed by the Board of Directors at the Board Meeting held on 27.12.2002
<b>Remuneration last drawn (including sitting fees) if any</b>	Sitting fees Rs 1,40,000/-
<b>Remuneration proposed to be paid (including sitting fees) if any</b>	Sitting fees only as per the policy of the company.
<b>Date of first appointment on the Board</b>	27.12.2002
<b>Shareholding in the Company as on March 31, 2022</b>	2500
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director / KMP
<b>Number of meetings of the Board attended during the year</b>	4
<b>Directorships of other Boards as on March 31, 2022</b> (Excludes Directorships in foreign Companies incorporated outside India and not registered in India)	Intellectual Property Law Practitioners Association - Chairman
<b>Membership/Chairmanship of Committees of other Boards as on March 31, 2022</b>	NIL