

Notice

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held on Monday, 24th April, 2023 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 business :

SPECIAL BUSINESS:

Item No. 1: To enhance the limit to make investments, loans, advances, to give guarantee and or to provide security

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

“RESOLVED THAT in supersession to the resolutions passed by the members of the Company at the Annual General Meeting held on 31st December, 2017 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 one or more body corporate(s) 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 one or more body corporate(s) or company(ies) or any other entity or by contribution to the capital of LLPs/ Partnership firms, mutual funds, REITs, InvITs etc. in one or more tranches upto an amount not exceeding Rupees 400 Crores (Rupees Four Hundred Crores Only) in aggregate other than amount invested in &/or guarantees provided for wholly owned subsidiary companies / step-down wholly owned subsidiary companies, notwithstanding the fact that the aggregate of the investments made or loans & advances given or security or guarantee so far provided, along with the proposed investments, loans, advances, security or guarantee, 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 the Company 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 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 27th day of March, 2023

By Order of the Board

N K CHANDAK
CFO & Company Secretary

NOTES:

1. **A member entitled to attend and vote at the Extra Ordinary 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. 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.
 5. Copy of the Notice of the Extra Ordinary 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.
 6. 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 Extra Ordinary General Meeting.
 7. 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.
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**{EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013}**

Item No. 1

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 loans made, guarantee given or security provided or any investment made [except sub-section (1) of Section 186]. As a matter of good corporate governance practice and abundant precaution, the Board of Directors of the Company has obtained approval of the shareholders at the 26th Annual General Meeting held on 31st December, 2017, pursuant to the provisions of Section 186 of the Companies Act, 2013 & other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 for setting aggregate limit w.r.t. investments, loans & advances, guarantee/security to entities other than wholly owned subsidiary companies / step-down wholly owned subsidiary companies upto an amount not exceeding Rupees 200 Crores.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty (60) percent of its paid-up share capital, free reserves and securities premium account or one hundred (100) per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

With the efflux of time wherein the activities of the Company has expended many folds and to maintain a steady vertical & horizontal growth pace, the Board of Directors in their meeting held on 27th March, 2023 approved increasing the aforesaid threshold from Rs 200 Crores to Rs. 400 Crores under section 186 of the Companies Act, 2013 subject to approval of the Members of the Company.

Therefore, it is proposed to seek approval of Members by way of a Special Resolution as set out at Item No.1 under Section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company to make investments, give loans, inter corporate deposits and provide guarantees to various persons and bodies corporate from time to time.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as a Special Resolution by the Members at this Extra-ordinary General Meeting.

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 resolution except to the extent of their shareholding, if any, in the Company.

Registered Office:

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

Dated: the 27th day of March, 2023

By Order of the Board

N K CHANDAK
CFO & Company Secretary

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 Extra Ordinary General Meeting of the Company, to be held on Monday, 24th April, 2023 at 11:30 a.m. at INFINITY, Plot- A3, Block GP, Sector- V, Salt Lake, Kolkata 700091 and at any adjournment thereof in respect of such Special Resolution as are indicated below:

Sl. No.	RESOLUTION	OPTIONAL	
		For	Against
Special Business			
1.	To enhance the limit to make investments, loans, advances, to give guarantee and or to provide security to other entity		

Signed this ____ day of _____ 2023.

_____ 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 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 Extra Ordinary General Meeting of the Company, to be held on Monday, 24th April, 2023 at 11:30 a.m. at INFINITY, Plot- A3, Block GP, Sector- V, Salt Lake, Kolkata 700 091.

Signature of the attending Member/Proxy

Route Map to the EOGM 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

