



May 12, 2010

Dear Member,

You are cordially invited to attend the Eleventh Annual General Meeting of the Members to be held on Monday, August 09, 2010 at 10.00 a.m. IST at the Air Force Auditorium, Subroto Park, New Delhi-110010, India.

The Notice for the Meeting, containing the business to be transacted, is enclosed herewith.

Very truly yours,

Upinder Zutshi
CEO & Managing Director

Encl: Notice

Infinite Computer Solutions (India) Limited

Plot No. 157, EPIP Phase 2, Kundalahalli, Whitefield, Bangalore-560066 Phone: +91-80-4193 0000 | Fax: +91-80-4193 0009

www.infinite.com

Registered Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066 Phone: +91-11-4615 0845 | Fax: +91-11-4615 0830

Notice

Notice is hereby given that the Eleventh Annual General Meeting of Infinite Computer Solutions (India) Limited will be held on Monday, August 09, 2010 at 10.00 AM at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2010 and the Profit & Loss Account of the Company for the year ended March 31, 2010 together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Narendra Kumar Agrawal, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s Amit Ray & Co., Chartered Accountants (Registration No. 000483C) as Auditors of the Company to hold office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Amit Ray & Co., the retiring auditors, have expressed their willingness to be re-appointed.

Special Business

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the shareholders of the Company in their Extra-Ordinary General Meeting held on April 21, 2008 and pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and the Company’s Articles of Association, consent of the Company be and is hereby accorded for increasing the remuneration of Mr. Upinder Zutshi, CEO & Managing Director, for the remaining period of his tenure, with effect from April 01, 2010, as set out below:

Salary, Allowances and Perquisites

Rs. 1,10,00,000/- per annum.

Bonus for each accounting year as may be approved by the Board of Directors subject to the overall limits as prescribed under the Companies Act, 1956.

In addition to the above, he shall continue to be provided the following benefits as per policy/rules of the Company or as approved by the Board from time to time:

- Company Car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone Connection(s) at home.
- Company’s Contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company’s policy.
- He will also be eligible for other stock and non stock based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per the Income-tax rules, wherever applicable, and at actual cost to the Company in other cases.

RESOLVED FURTHER THAT all the other terms and conditions of his appointment shall remain the same.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, performance evaluation payment, perquisites and other allowances payable to Mr. Upinder Zutshi shall not exceed the limits prescribed under the Companies Act, 1956 and the Rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary return(s) with the Registrar of Companies, NCT of Delhi & Haryana and to do all acts, deeds and things as may be necessary to give effect to the above resolution.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the shareholders of the Company in their Extra-Ordinary General Meeting held on April 21, 2008 and pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and the Company’s Articles of Association, consent of the Company be and is hereby accorded for increasing the remuneration of Cmde. Navin Chandra, WholeTime Director, for the remaining period of his tenure, with effect from April 01, 2010, as set out below:

Salary, Allowances and Perquisites

Rs. 13,50,000/- per annum.

In addition to the above, he shall also be provided the following benefits as per policy/ rules of the Company or as approved by the Board from time to time:

- Company Car including maintenance and fuel expenses, while employed with the Company along with a driver.
- Telephone Connection(s) at home.
- Company’s Contribution to the Provident Fund, Gratuity and encashment of leaves as per the Company Policy.
- He and his qualified dependents will be eligible to receive health insurance coverage as per the Company’s policy.
- He will also be eligible for other stock and non stock based incentives, as the Company may offer from time to time.

Allowances and perquisites will be valued as per the Income-tax rules, wherever applicable, and at actual cost to the Company in other cases.

RESOLVED FURTHER THAT all the other terms and conditions of his appointment shall remain the same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary

return(s) with the Registrar of Companies, NCT of Delhi & Haryana and to do all acts, deeds and things as may be necessary to give effect to the above resolution.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchange(s), the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the “SEBI Guidelines”), and other rules and regulations/guidelines prescribed by Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India, or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanction of any authorities as may be required, and subject to such terms, conditions or modifications as may be prescribed or imposed by any of such authorities while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, consent of the Company be and is hereby accorded to the Board to introduce and implement Key Executives Performance Option Plan 2010 (ESOP 2010) and to create, grant, offer, issue and allot, to or for the benefit of Key Executives as are in the permanent employment of the Company, whether working in India or out of India, and the Directors (including the whole-time Directors) of the Company, hereinafter collectively referred to as the “Eligible Employee(s)”, options and /or other instruments giving right to the eligible Employee(s) to purchase or subscribe such number of equity shares/equity linked instruments/securities convertible into equity shares including any depository receipts convertible into equity shares (herein after collectively referred to as (the “Securities”) at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board may decide.

RESOLVED FURTHER THAT the maximum number of securities issued /granted in terms of this resolution shall not exceed such number as would entitle the holders collectively to subscribe or purchase 35,00,000 (Thirty five lakhs) equity shares of the Company having face value of Rs.10/- each.

RESOLVED FURTHER that subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid resolution shall in all respects rank pari passu inter se and also pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve and bring into effect the ESOP-2010 on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any modifications(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP-2010 in accordance with any guidelines or regulations that may be issued, from time to time, by any appropriate authority unless such variation(s), modification(s) or

alteration(s) is detrimental to the interests of the eligible employees including but not limited to, amendments with respect to the vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP-2010, without any form of further reference, confirmation, approvals or sanctions from the members of the Company, to the extent permissible by the SEBI guidelines and other relevant regulations in force.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issue, bonus issues, merger, de-merger, amalgamation, sale of division and any other form of corporate restructuring, the Board be and is hereby authorized to make reasonable adjustments to the number of options granted and the exercise price in accordance with the SEBI Guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares issued and allotted under the ESOP-2010 on the Stock Exchange(s), where the Securities of the Company are listed, as per the provisions of the Listing Agreements executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the securities without the Board being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or Chairman of the Company with a power to further delegate the same to any executives/officers of the Company to do all such acts and deeds, matters and things as also execute documents, writings, and other papers as may be necessary in this regard.

RESOLVED FURTHER THAT the Remuneration and Compensation Committee shall have the powers to re-price the options which are not exercised, whether or not they have been vested, if ESOP were rendered unattractive due to fall in the price of the shares in the market, which shall be applicable to all options granted on a specified grant date and not detrimental to the interests of the eligible employees.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT the benefits of the Key Executives Performance Option Plan (ESOP- 2010) contained in Resolution No. 6 above is hereby extended to the eligible employees (including Directors whether whole time directors or not) of the subsidiary company(ies) of the Company on such terms and conditions as may be decided by the Remuneration and Compensation Committee.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and

Employee Stock Purchase Scheme) Guidelines, 1999 (the SEBI Guidelines) and other applicable provisions, permission is hereby granted to the Board of Directors and to the Remuneration and Compensation committee to grant stock option under Key Executives Performance Option Plan (ESOP-2010) not exceeding 2% the total paid up capital of the Company at the time of grant of option during the financial year 2010-2011 or in any of the subsequent financial years to the following eligible employees:

- a. Upinder Zutshi, CEO and Managing Director
- b. Neeraj Tewari, Chief Operating Officer

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the applicable provisions and the guidelines issued by the Securities and Exchange Board of India (“SEBI”), and pursuant to such applicable provisions, if any, of the Companies Act, 1956, and the Listing Agreement entered with the Stock Exchange(s) and such other acts, regulations or guidelines or any amendment or re-enactment thereof, such number of options as would entitle the holder to subscribe to or purchase collectively up to 1,00,000 (One lakh only) equity shares [within the overall limit of 35,00,000 (Thirty Five lakh) equity shares as proposed to be allotted under ESOP 2010] be and is hereby fixed as the limit for the maximum number of options that can be granted to any one or all of the Non-Executive Directors including Independent Directors of Company under ESOP- 2010.

RESOLVED FURTHER THAT during the financial year 2010-11 the Board of Directors of the Company be and is hereby authorised to grant up to 1,00,000 (One lakh only) options to the Non-Executive Directors including the Independent Directors.

RESOLVED FURTHER THAT out of the 1,00,000/- (One lakh only) options set as the limit to be granted to Non-Executive Directors including the Independent Directors during the financial year 2010-11 the Board be and is hereby authorized to carry forward such number of options as remain un-granted / or not granted during the said financial year 2010-11 to the subsequent financial year(s).”

By Order of the Board
For Infinite Computer Solutions (India) Limited

Place: Bangalore
Dated: May 12, 2010

Rajat Kalra
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Additional information, pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Director recommended for re-appointment at the Annual General Meeting

and the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Businesses is annexed hereto and forms a part of the notice.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from August 02, 2010 to August 09, 2010 (both days inclusive), in terms of the provisions of Section 154 of the Companies Act, 1956 and the applicable clauses of the Listing Agreement entered into with the Stock Exchanges.

4. The Register of Directors' Shareholding will be available for inspection at the meeting.

5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.

6. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 10 days before the meeting, so that the information can be compiled in advance.

7. Members/proxies are requested to kindly take note of the following:

(i) Copies of the Annual Report will not be distributed at the venue of the meeting;

(ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;

(iii) In all correspondence with the Company and/or the R&T Agent, Folio No./DP ID and Client ID no. must be quoted.

8. Members who hold shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members are advised to avail of the nomination facility by filing Form 2B in their own interest. Blank Forms will be supplied by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nominations.

9. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 2:00 p.m. except on holidays.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

At the Extra-ordinary General Meeting of the Company held on April 21, 2008, the Members had approved the appointment and remuneration of Mr. Upinder Zutshi as the CEO & Managing Director of the Company for a period of five years beginning from April 01, 2008.

Mr. Zutshi, is responsible for the overall management and operations of the Company. Under his able leadership, your Company completed its maiden Initial Public Offering (IPO) in the Financial Year 2009-10, which received an overwhelming response from the investing community and was oversubscribed by over 36 times. Mr. Zutshi is also leading your Company's

transformational journey from being a national player to a globally recognized Company.

In view of the manifold increase in responsibility of Mr. Zutshi and also considering his experience and expertise, the Board of Directors, on the recommendation of the Remuneration and Compensation Committee, in their meeting held on May 12, 2010, has, subject to the approval of the members, unanimously approved increase in the remuneration payable to Mr. Upinder Zutshi w.e.f. April 01, 2010 for the remaining period of his present tenure as the CEO & Managing Director of the Company.

The Notice read with the Explanatory Statement may be treated as an abstract under Section 302 of the Companies Act, 1956, for the revision in the terms of appointment of Mr. Upinder Zutshi.

The Board recommends the resolution set out at Item No. 4 of the notice for your approval.

None of the Directors except Mr. Upinder Zutshi is in any way concerned or interested in the said resolution.

Item No. 5

At the Extra-ordinary General Meeting of the Company held on April 21, 2008, the Members had approved the appointment and remuneration of Cmde. Navin Chandra as the WholeTime Director of the Company for a period of three years beginning from April 01, 2008.

Cmde. Chandra is actively involved in the business policy decisions of the Company. He has an overall experience of about 47 years, with 30 years of technical management experience in Indian Navy in various positions.

The Board of Directors, on the recommendation of the Remuneration and Compensation Committee, in their meeting held on May 12, 2010, has, subject to the approval of the members, unanimously approved increase in the remuneration payable to Cmde. Navin Chandra w.e.f. April 01, 2010 for the remaining period of his present tenure as the WholeTime Director of the Company.

The Notice read with the Explanatory Statement may be treated as an abstract under Section 302 of the Companies Act, 1956, for the revision in the terms of appointment of Cmde. Navin Chandra.

The Board recommends the resolution set out at Item No. 5 of the notice for your approval.

None of the Directors except Cmde. Navin Chandra is in any way concerned or interested in the said resolution.

Item no. 6, 7, 8 & 9

Human Resources play a vital role in the growth and success of an organization. It is necessary for a company to adopt effective measures to attract and retain talent and remain competitive in the challenging global market. In addition to being a useful instrument to attract and retain talent, stock options are also recognized as effective instruments to encourage and reward the performance of its Key Employees who are the drivers of company's growth and to retain them for ensuring stable growth by providing opportunities to such executives to own equity shares of the company. The ESOP 2010 is intended to reward eligible employees for their performance, commitment and support for the growth of

INFINITE and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the ESOP 2010 will enable INFINITE to attract and retain the best available talent by making them partners in business and its growth. The Board has identified the need to reward the Key Employees and the Directors (including the Whole-Time and Non-Executive Directors) of the company and its subsidiary(ies) so as to enable them to participate in the future growth and financial success of the Company and has proposed to offer the eligible Employees an option to acquire the equity shares of the Company under Employee Stock Option Scheme.

In view of the above, the Board has proposed to formulate Key Executives Performance Option Plan 2010 (ESOP-2010) in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 under which the maximum number of equity shares of the Company that could be created, offered, issued and allotted under ESOP-2010 should not exceed 35,00,000 (Thirty Five Lakhs) equity shares/securities linked to equity shares convertible into equivalent number of equity shares of Rs.10/- each of the Company, as on the date(s) of the grant of option(s) under ESOP-2010. The Board has accordingly decided to seek the approval of the Members for the same.

The salient features of the Scheme are detailed below:-

(a) Total number of options to be granted

Total number of options/shares that could be issued under ESOP-2010: 35,00,000 (Thirty Five lakhs) options (convertible into equivalent number of equity shares of Rs. 10/- each), from time to time to Eligible Employees [being Employee / Director (including Whole-Time Director) of the Company and its subsidiary companies, if any]. Further it is also proposed to grant options to Non-Executive Directors, including Independent Directors, of the Company collectively upto 1,00,000 stock options within the over all limit of 35,00,000 options.

The options which lapse/expire or are forfeited will be available for re-granting to Eligible Employee(s).

(b) Identification of Classes of Employees entitled to participate in ESOP

Eligibility for grant of options:

I. Key Executives as are in the permanent employment of the Company or its subsidiary companies, comprising of the Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Finance Officer (CFO), Chief Marketing Officer (CMO), Country Heads, Business Heads, Functional Heads and Managers of key business and functional areas of the Company and its subsidiaries.

ii. Directors (including Whole-Time Directors) of the Company, and its subsidiary companies.

Employees not eligible for grant of options:

An Employee who is a promoter or belongs to the promoter group or a Director who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10 per cent of the outstanding equity shares of the Company at the time of granting of option shall not be eligible to participate in ESOP-2010.

(c) Requirement of Vesting and Period of Vesting

The continuation of the employee in the service of the Company shall be a primary requirement of the vesting.

The vesting period shall be as follows:

First 25% of the Options granted	On completion of 12 (Twelve) months from the date of grant
Next 25% of the Options granted	On completion of 24 (Twenty Four) months from the date of grant
Next 25% of the Options granted	On completion of 36 (Thirty Six) months from the date of grant
And the balance 25% of the Options granted	On completion of 48 (Forty Eight) months from the date of grant

The Option Grantees, other than Independent Directors shall comply with the following additional conditions for vesting of options:

The options vesting on each vesting date as per above, shall vest on such option grantees, on the achievement of 90% or more of the Profit after Tax, excluding extra ordinary items (PAT) of Infinite Computer Solutions (India) Limited Group comprising of the Company and its subsidiaries as determined by the Board for the financial year ending, prior to the relevant vesting date. The PAT as per audited Consolidated Profit and Loss Account shall be the basis for determining the achievement. If PAT is not achieved as mentioned above for any financial year, the relevant options which have vested by virtue of the above clause on such option grantees shall lapse.

(d) Maximum period within which the options shall be vested

The maximum period within which the options shall be vested would be 48 months from the date of grant.

(e) Exercise Price or Pricing Formula

The options would be issued at the market price as on the date of grant or an average of the one month high and low price of the share preceding the date of grant of option on the stock exchange on which the shares of the Company are listed, whichever is lower. If the shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume during the aforesaid period shall be considered. "Market Price" means the latest available closing price, prior to the date of the meeting of the Board / Committee in which the options are granted / shares are issued, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered.

(f) Exercise Period and Process of Exercise

The exercise period shall commence from the date of vesting and expire at the end of sixty months from the relevant vesting date i.e. where the options are vested in tranches, the 'date of vesting' referred to hereinabove, would be with reference to the actual vesting of the options at each tranche / phase or installment of

vesting. The options would be exercisable by submitting the requisite application form / exercise notice to the Company or such other person as the Company may prescribe, subject to conditions for payment of Exercise Price in the manner prescribed by the Board / Committee. The Board / Committee may grant an extension upon a specific request made by the employee concerned to this effect. All the participants in the Scheme shall deliver a written notice of exercise, in the prescribed form, to the Remuneration and Compensation Committee on or before the expiry of the exercise period.

(g) Appraisal Process for determining the eligibility of employees for the Scheme

The Board / Committee shall determine the criteria for the eligible employees (including Whole-Time Directors) under ESOP-2010 based on evaluation of eligible employees on various parameters, such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, etc., and such other factors as may be deemed appropriate by it. The Board / Committee may constitute and avail the services of the ESOP Selection Committee, as may be appointed in this regard.

(h) Maximum number of Options to be issued per employee and in aggregate

The maximum number of options granted to any one employee / director in a year will not exceed 2% of the issued Equity Share capital of the Company at the time of granting of an option. The aggregate of all such grants, as reduced by options lapsed, cancelled, forfeited or surrendered, shall not exceed 35,00,000 (Thirty Five lakhs) options convertible in to equivalent number of equity shares of Rs.10/- each.

(i) Confirmation with the Accounting Policies

The Company shall confirm to the Accounting Policies specified in clause 13.1 of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

(j) The method the Company shall use to value the options

The company shall follow the intrinsic value method to value the options.

(k) Difference between the employee compensation cost computed based on intrinsic value and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profit and on EPS of the Company shall also be disclosed in the Directors' Report.

The equity shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where the Company's Equity Shares are listed and necessary applications will be made to those Stock Exchange(s) in this behalf.

As per Clause 6(1) of the Guidelines, any Employees Stock Option Scheme must be approved by way of a special resolution. Further as the Scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the Members is required for issue of the equity shares and/or

instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 81 (1A) of the Companies Act, 1956.

Clause 6(3) of the Guidelines requires that a separate resolution is required to be passed if the benefits of the Scheme are to be extended to eligible employees of the subsidiary companies. Accordingly the Resolution set out at Item No. 7 is being placed for approval of the members.

As per Clause 6(3) of the Guidelines, approval of the shareholders by way of a separate resolution is required to be obtained, in case grant of options to eligible employees, during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant of options is proposed to be made. Since it is proposed to grant options to identified employees upto 2% of the issued capital, resolution set out in Item No. 8 is placed for approval of the members.

As per Clause 49 of the Listing Agreement all fees/compensation (including stock options) paid to Non-Executive Directors, including Independent Directors, shall require previous approval

of shareholders in general meeting. The shareholders' resolution shall specify the limits for the maximum number of stock options that can be granted to Non-Executive Directors, including Independent Directors, in any financial year and in aggregate. Since it is proposed to grant options to such directors, resolution set out in Item No. 9 is placed for approval of the members.

The options to be granted / shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

None of the Directors of the Company are in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company and to the extent of the options / shares that may be offered to them under the Scheme.

By Order of the Board
For Infinite Computer Solutions (India) Limited

Place: Bangalore
Dated: May 12, 2010

Rajat Kalra
Company Secretary

Details of Director seeking re-appointment in the Eleventh Annual General Meeting pursuant to Clause 49 of the Listing Agreement

Name of the Director	Mr. N.K. Agrawal
Date of Birth	July 20, 1942
Brief Resume and Nature of Expertise in specific functional areas	Independent Director of the Company. He is a B Sc., B E Honours and Member of Indian Telecommunication Services and a Fellow Member of Institute of Electronics and Telecommunication Engineers. Presently, Chairman of FIITJEE Foundation, New Delhi and President, Bhargavi Foundation for Education and Research. He has been the Chairman and Managing Director of Hindustan Cables Ltd and CCIL. Besides, he has held some key positions in various Public Sector Undertakings.
List of other companies in which Directorships are held	Nil
List of Committees of the Board of Directors in which Chairmanship/Membership is held	Nil
No. of Equity Shares held in the Company	Nil



INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Regd. Office:
155, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi - 110 066

PROXY FORM
Eleventh Annual General Meeting

Regd. Folio No./DP ID and Client ID

I/We.....of..... being a member/members of the Company hereby appoint of or failing him/her.....of..... as my / our proxy to vote for me/us on my / our behalf at the Eleventh Annual General Meeting of the Company to be held on Monday, August 09, 2010 at 10.00 AM at Air Force Auditorium, Subroto Park, New Delhi-110 010 and at any adjournment(s) thereof.

Signed thisday of.....2010

Affix 15
paise revenue
stamp

Signature

Note : This form in order to be valid and effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Regd. Office:
155, Somdutt Chamber-II, 9, Bhikaji Cama Place, New Delhi - 110 066

ATTENDANCE SLIP
Eleventh Annual General Meeting

Regd. Folio No./DP ID and Client ID

No. of shares held

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the Eleventh Annual General Meeting of the Company on Monday, August 09, 2010 at 10.00 AM at Air Force Auditorium, Subroto Park, New Delhi-110 010

Member's / Proxy's name in
(In block letters)

Signature of Member / Proxy