

Notice

NOTICE is hereby given that the **33rd Annual General Meeting** of the members of the Infinity Infotech Parks Limited will be held on **Monday, 30th day of September, 2024** 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 31st March, 2024 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, 2024.
3. To appoint a Director in place of Mr. Pratul Show, (DIN: 08127579), who retires by rotation and being eligible, has offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4: To appoint Mr. Sunand Sharma (DIN: 00275238) as Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 152 and any other applicable provisions of the Companies Act, 2013 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 the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee, Mr. Sunand Sharma (DIN: 00275238), who was appointed by the Board of Directors as an Additional Director of the Company effective from April 1 2024, who holds office upto date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office shall be liable to determined by retirement by rotation.”

“FURTHER RESOLVED THAT the Board of Directors or the CFO & Company Secretary of the Company, be and are hereby severally authorized to do all such act, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

Registered Office:

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

Dated: the 2nd day of September, 2024

By Order of Board

Sd/-

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 authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing 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. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
6. Details of Director retiring by rotation 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.
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 27.09.2024 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 2023-24 and Notice of the 33rd 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. For any communication, the shareholders may also send requests to the Company’s investor email id: nkchandak@infinityitpark.com.
12. Members are requested to update PAN, correspondence address, E-Mail, Bank Details for ECS, to receive all communications corporate actions promptly. Further, register or update in case of any change, the nominee details, if not registered or updated. Members holding shares in dematerialized form are requested to please update their details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

INFINITY INFOTECH PARKS LIMITED

Annexure to the Notice of 33rd Annual General Meeting
Pursuant to the Secretarial Standard on General Meetings (“SS-2”)
Details of Directors seeking Appointment & Re-appointment

Particulars	Mr. Pratul Show	Mr. Sunand Sharma
Designation	Non-Executive Director (Nominee - Webel)	Non-Executive Director
DIN No:	08127579	00275238
Date of Birth	20.12.1967	11.05.1949
Nationality	Indian	Indian
Qualifications	MBA in HR	Mechanical Engineer from Osmania University
Experience (including expertise in specific functional area) / Brief Resume	One of the members of Management Committee of the Bengal Chamber of Commerce & Industry with professional experience of more than 35 years in the fields of Supply Chain Management, HR and Administration. Served in Indian Air Force for 25 years and after taking premature retirement in 2013, joined National Jute Manufacturers Limited, a CPSU as the HR Head. Presently serving as General Manager (Commercial and HR), Webel	With over 50 years of global business experience, Sunand Sharma has worked with major MNCs like Alstom and GE. From 2006 to 2014, he was Country President of Alstom India and South Asia, and Chairman of Alstom India Limited. He led the Indo-French Chamber of Commerce & Industry as President and continues as Honorary President. He has served on various CII and FICCI committees and is currently an advisor to Envision Wind Power Technologies India and Snap-on Tools India. In February 2016, he was honored as Chevalier de la Légion d’Honneur by the French President, the highest French civilian honour.
Terms and Conditions of Appointment / Reappointment	Tenure – Till the validity of nomination of West Bengal Electronics Industry Development Corporation Limited (WEBEL), liable to retire by rotation. Remuneration: Sitting fees only as per the policy of the company.	Tenure – Liable to retire by rotation Remuneration: Sitting fees only as per the policy of the company.
Remuneration last drawn (including sitting fees) if any	Sitting fees of Rs 0.70 Lakhs directly paid to WEBEL for Board meetings attended by its Nominee Director as per the policy of the company.	Sitting fees of Rs 3.15 Lakhs for attending Board & Committee meetings as per the policy of the company.
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.
Date of first appointment on the Board	03.09.2021	27.12.2002
Shareholding in the Company as on March 31, 2024	Representing 20,06,350 (10.03%) shareholding held by Webel	1250 (0.01%)
Relationship with other Directors / Key Managerial Personnel	Not related inter-se with the other KMPs / Directors of the Company in terms of the definition of “relative” given under the Companies Act, 2013.	Not related inter-se with the other KMPs / Directors of the Company in terms of the definition of “relative” given under the Companies Act, 2013.

Number of meetings of the Board attended during the financial year 2023-24	2	4
Directorships of other Boards as on March 31, 2024 (Excludes Directorships in foreign Companies incorporated outside India and not registered in India)	<ol style="list-style-type: none"> 1. Webel Electronics Manufacturing Clusters Ltd. 2. Webel Electronics Infrastructure Development Ltd. 3. The Bengal Chamber of Commerce And Industry 	<ol style="list-style-type: none"> 1. Quantum Consultants Pvt. Ltd.
Membership/Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil

**{EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013}**

Item No.4 Appointment of Mr. Sunand Sharma (DIN: 00275238) as Non-Executive Director

Mr. Sunand Sharma (DIN: 00275238), who completed two consecutive terms and retired as an Independent Director on March 31, 2024, has been a valuable asset to the Company through his extensive expertise and contributions. In acknowledgment of his service, the Board of Directors, upon the recommendation of the Nomination & Remuneration Committee, in its meeting held on March 27, 2024, has appointed Mr. Sharma as an Additional Director (Non-Executive) effective April 1, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, who shall hold office up to the date of this Annual General Meeting.

Mr. Sunand Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is eligible to be appointed as a Director of the Company.

The Notice under Section 160 of the Act proposing the appointment of Mr. Sunand Sharma have been received by the Company, which is available for inspection by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays, till the conclusion of the ensuing Annual General Meeting and it shall also be made available on the website of the Company www.infinityitpark.com.

The brief profile covering the details of Mr. Sunand Sharma, is provided in the “Annexure” to this Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

The Board recommends the resolution in relation to appointment of Mr. Sunand Sharma as a Non-Executive Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation, for the approval by the shareholders of the Company by way of Ordinary Resolution set out at Item No.4 of the Notice. His continued association is expected to be highly beneficial to the Company, and his ongoing involvement as a Director is deemed desirable.

Save and Except Mr. Sunand Sharma, none of the other Directors / Key Managerial Personnel of the Company and 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

Dated: the 2nd day of September, 2024

By Order of Board

Sd/-

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 33rd Annual General Meeting of the Company, to be held on Monday, 30th day of September, 2024 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 Resolutions as are indicated below:

RESOLUTIONS	
Sl. No.	ORDINARY BUSINESS
1.	Adoption of Financial Statements of the Company (including consolidated Financial Statements) for the year ended 31 st March, 2024 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 31st March, 2024.
3.	Re-appointment of Mr. Pratul Show (DIN: 08127579), as Non-Executive Director of the Company, who retires by rotation.
SPECIAL BUSINESS	
4.	Appointment of Mr. Sunand Sharma (DIN: 00275238) as Non-Executive Director of the Company.

Signed this ____ day of _____ 2024.

_____ 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 at the 33rd Annual General Meeting of the Company, to be held on Monday, 30th day of September, 2024 at 11:30 a.m. at INFINITY, Plot- A3, Block GP, Sector- V, Salt Lake, Kolkata 700 091.

Signature of the attending Member/Proxy

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