

## Notice

**NOTICE** is hereby given that the **Extra Ordinary General Meeting (EOGM)** of the members of the Company be held on **Tuesday, 28<sup>th</sup> day of January, 2025** 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 Special Business :

### **SPECIAL BUSINESS:**

**Item No. 1: To approve continuation of Mr. S Radhakrishnan as Non-Executive Director (Non- Independent) of the Company alongwith Remuneration.**

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

**RESOLVED that** based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, approval of members of the Company be and is hereby granted for continuation of Mr. Sundaresan Radhakrishnan (DIN: 00009818), as Director (Non-Executive & Non-Independent), liable to be retire by rotation, effective from 1st December, 2024 upon completion of his exiting term as Executive Director & President of the Company.

**FURTHER RESOLVED that** pursuant to the provisions of Sections 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, approval of members of the company be and is hereby granted for payment of remuneration, reimbursements and other benefits to Mr. S Radhakrishnan (DIN: 00009818), as Director (Non-Executive & Non-Independent) with effect from 1<sup>st</sup> December, 2024 as set out below.

**Remuneration:** Rs. 2,00,000 (Rupees Two Lakhs only) per month w.e.f. 1st December 2024, by way of monthly payment during his tenure as Non-Executive Director (Non-Independent). He will not be entitled to sitting fees for attending the meeting of the Board and its Committees.

**Reimbursements & Other Benefits:** Reimbursement of expenses incurred in the course of performing the Company's business including attending meetings, seminars, conferences, travelling & accommodation expenses, and such other expenses incurred for official purposes, cost of fuel and other expenses of his car in performance of official duties, as per the Company's policy.

**Minimum Remuneration:** Notwithstanding the profits in any financial year, the Company shall pay the above remuneration as the minimum remuneration to Mr. S Radhakrishnan as Non-Executive Director (Non-Independent).

**FURTHER RESOLVED that** subject to the superintendence and direction of the Board of Directors and Mr R Chamaria, Chairman and Managing Director, Mr S Radhakrishnan, Non-Executive (Non-Independent) Director, shall perform such duties and acts as may be delegated to him from time to time and shall exercise such supervisory, administrative and other powers for effectively conducting the general affairs of the Company & to do all acts, matters and things as deemed necessary, proper and expedient in the best interest of the Company and to exercise all such powers and authorities except those which are or may be expressly directed to be exercised by the Company in General Meeting or by the Board of Directors, in terms of the provisions of Companies Act, 2013, read with Rules.

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**Registered Office:**

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

**Dated: the 30<sup>th</sup> day of December, 2024**

**By Order of the Board**

Sd/\_  
**N K CHANDAK**  
CFO & Company Secretary

**NOTES:**

1. 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.
2. The requisite details pursuant to the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India (ICSI) in respect of Director seeking appointment / re-appointment at the Extra Ordinary General Meeting forms part of this Notice and are also annexed as “Annexure” to the Notice.
3. **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 be in the enclosed Proxy Form, 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.**
4. 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.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. 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](http://www.infinityitpark.com).
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](mailto:nkchandak@infinityitpark.com) or Registrar & Transfer Agent (RTA) MUFG Intime India Pvt. Ltd. (previously known as Link Intime India Pvt. Ltd.) at [prasanta.sen@linkintime.co.in](mailto:prasanta.sen@linkintime.co.in).
8. 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.

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

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**Item No. 1**

The tenure of Mr. Sundaresan Radhakrishnan, who was appointed as Executive Director & President, has completed on 30<sup>th</sup> November, 2024. Considering his extensive knowledge, business acumen, managerial experience and capabilities, the Board of Directors of the Company, in accordance with the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) for the time being in force, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V (including any statutory modification or re-enactment thereof for the time being in force) of the Act, and based on the recommendations made by the Nomination & Remuneration Committee, has decided that Mr. S Radhakrishnan, upon completion of his exiting term as Executive Director & President of the Company, shall continue to be the Director (Non-Executive & Non-Independent) effective from 1<sup>st</sup> December, 2024, liable to be retire by rotation, and his designation be and is hereby changed from Executive Director to Non-Executive Director, for performing such supervisory and administrative duties as may be delegated to him by the Board of Directors from time to time at a remuneration as mentioned in the resolution, subject to the approval of the members and such other consents, permissions and approvals as may be required in this connection.

The approval of the members by way of special resolution is being sought to the continuation of Mr. S Radhakrishnan as Non-Executive & Non-Independent Director and payment of remuneration to him. The said remuneration will be paid as minimum remuneration to Mr. S Radhakrishnan even if it exceeds the prescribed limits in accordance with sections 197, 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof. Notwithstanding the profits in any financial year, the Company shall pay the remuneration as the minimum remuneration to Mr. S Radhakrishnan, Non-Executive & Non-Independent Director from 1st December, 2024.

Mr. S Radhakrishnan satisfies all the other conditions set out in Part-I of Schedule V of the Companies Act, 2013 Act as also conditions set out under sub-section (3) of Section 196 of the Act read with relevant Rules thereto, for being eligible for continuation as Non-Executive & Non-Independent Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

**Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as follows:**

**I. GENERAL INFORMATION:**

- **Nature of Industry:**  
Infrastructure provider for IT & ITeS Companies including real estate developments.
- **Date or Expected date of commercial production:** N.A.
- **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- **Financial performance based on given indicators:**  
The financial performance of the Company of last three preceding financial years is as under:

<b>Particulars</b>	<b>2021-22 (Rs in Lakhs)</b>	<b>2022-23 (Rs in Lakhs)</b>	<b>2023-24 (Rs in Lakhs)</b>
<b>Turnover</b>	9,532.44	10,823.33	10,950.97
<b>Profit Before Tax</b>	275.17	268.15	1,460.38
<b>Profit After Tax</b>	304.71	320.89	1,139.25
<b>Dividend</b>	2%	2%	4%

- **Foreign investments or collaborators, if any:** None

## II. INFORMATION ABOUT THE APPOINTEE:

### ▪ **Background Details :**

Mr. S Radhakrishnan, aged around 73 years, is a Law Graduate and Company Secretary by qualification, and is on the Board of the Company from 21<sup>st</sup> December, 2015. He has more than 24 years of executive experience being holding the position of Managing Director in the companies like DPSC Limited and DESCON Limited and has a wealth of experience in the area of administration, Commercial, Finance, Legal and HR, etc.

### ▪ **Past Remuneration:**

The past remuneration of Mr. Radhakrishnan as Executive Director & President of the Company w.e.f. 1<sup>st</sup> December 2021, was approved by special resolution passed by the shareholders at the Extra Ordinary General Meeting held on 5<sup>th</sup> January, 2022. The remuneration paid as Executive Director & President during the past three preceding financial years are as under:

Year	Basic Salary (Rs in Lakhs)	Perquisites, Allowances & Other Benefits (Rs in Lakhs)	Sitting Fees (Rs in Lakhs)	Total (Rs in Lakhs)
2021-2022	3.40	6.60	2.80	12.80
2022-2023	10.20	19.80	-	30
2023-2024	12.24	23.76	-	36

### ▪ **Recognition or Awards:**

Mr. Radhakrishnan was honoured by Times Now as a Visionary Leader 2024 in the field of Education.

### ▪ **Job Profile and Suitability:**

Mr. S Radhakrishnan has a wealth of experience in the area of administration, Commercial, Finance, Legal and HR, etc. The Company has been immensely benefitted by the professional inputs of Mr Radhakrishnan in the various policy related matter like HR policy, debtor's management and interaction with Internal Auditors and would like avail his services on continue basis. However because of his other professional commitments and paucity of time on being requested Mr Radhakrishnan has consented to continue as Non-Executive Director with certain supervisory and administrative powers.

### ▪ **Remuneration Proposed:**

The remuneration proposed to be paid to Mr. S Radhakrishnan is stated in the resolution

### ▪ **Comparative Remuneration Profile with respect to industry, Size, of the Company, Profile of the position and person:**

Taking into account the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies.

### ▪ **Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:**

Besides remuneration proposed, Mr. S Radhakrishnan has no other pecuniary relationship with the Company.

## III. OTHER INFORMATION:

### ▪ **Reasons of loss or inadequate profits:**

The Company is a profit making and dividend paying Company. However, the Managerial Remuneration proposed to be paid to the Mr. S Radhakrishnan, Non-Executive & Non-Independent Director, as per the provisions of Section 197 of the Companies Act, 2013 ("Act") read with Schedule V and relevant Rules thereto, does not fall under the limits as specified in the Act and hence resulted in inadequacy of profits.

### ▪ **Steps taken or proposed to be taken for improvement:**

The Company has now initiated various product verticals (retail and residential complexes, among other and has widen its geographic footprint beyond Kolkata (Guwahati and Vrindavan), which is expected to sustain medium-term momentum and enhance shareholder value.

▪ **Expected increase in productivity and profits in measurable terms:**

After completion of expansion cum modernization project and the improvement in economic scenario, Company expects increase in operational income and profits of the Company in immediate future. The profits will also increase upon absorption of interest and repayments of debts in coming period.

In this regard the company affirmed that it has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

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 (ICSI).

Except Mr. S Radhakrishnan being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise in this Resolutions.

The Board considers that Mr. S Radhakrishnan’s continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Radhakrishnan’s, as Non-Executive & Non-Independent Director. Accordingly, the Board recommends the Special Resolutions as set out at Item No. 1 of this Notice for approval of members of the Company.

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**Registered Office:**

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

**Dated: the 30<sup>th</sup> day of December, 2024**

**By Order of the Board**

Sd/-

**N K CHANDAK**  
CFO & Company Secretary

**INFINITY INFOTECH PARKS LIMITED**

**Annexure to the Notice of Extra Ordinary General Meeting  
Pursuant to the Secretarial Standard on General Meetings (“SS-2”)  
Details of Director seeking Appointment & Re-appointment**

<b>Particulars</b>	<b>Mr. Sundaresan Radhakrishnan</b>
<b>Designation</b>	Non-Executive Director
<b>DIN No:</b>	00009818
<b>Date of Birth</b>	05/01/1952
<b>Nationality</b>	Indian
<b>Qualifications</b>	Law Graduate & Company Secretary
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	More than 24 years of executive experience being holding the position of Managing Director in the companies like DPSC Limited and DESCON Limited, President of The Bengal Chamber of Commerce & Industry (BCCI) from 2007 to 2009 and TiE Kolkata from 2021 to 2023 and has a wealth of experience in the area of administration, Commercial, Finance, Legal and HR, etc.
<b>Terms and Conditions of Appointment / Reappointment</b>	<b>Tenure</b> – As a Non-Executive & Non-Independent Director, liable to retire by rotation.  <b>Remuneration</b> – Rs 2 Lakhs per month along with reimbursements and other benefits for the official purposes as set out in this Notice.
<b>Remuneration last drawn (including sitting fees) if any</b>	Remuneration of Rs 36 Lakhs per annum.
<b>Remuneration proposed to be paid (including sitting fees) if any</b>	Rs 2 Lakhs per month along with reimbursements and other benefits for the official purposes. No Sitting fees for attending the meeting of the Board and its Committees.
<b>Date of first appointment on the Board</b>	21.12.2015
<b>Shareholding in the Company as on date of Notice</b>	Nil
<b>Relationship with other Directors / Key Managerial Personnel</b>	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.
<b>Number of meetings of the Board attended during the financial year 2023-24</b>	100 % attendance in Board Meetings
<b>Directorships of other Boards as on date of Notice</b>	<ol style="list-style-type: none"> <li>1. Bdscube Technology Private Limited</li> <li>2. Nilachal Refractories Limited</li> <li>3. Brandshoots Ventures Private Limited</li> <li>4. Teknowlegion Private Limited</li> <li>5. Kolkata IT Park Association (Sec. 8 Co)</li> <li>6. Nirdhan Development &amp; Microfinance (Sec. 8 Co)</li> </ol>
<b>Membership/Chairmanship of Committees of other Boards as on date of Notice</b>	Nil

**INFINITY INFOTECH PARKS LTD**

**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 Tuesday, 28<sup>th</sup> day of January, 2025 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:

<b>Sl. No.</b>	<b>RESOLUTIONS</b>
	<b>Special Business</b>
1.	To approve continuation of Mr. S Radhakrishnan as Non–Executive Director (Non- Independent) of the Company at a Remuneration of Rs 2 Lakhs per month alongwith reimbursements & other benefits for the official purpose.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2025.

\_\_\_\_\_ and \_\_\_\_\_  
 Signature of Proxy holder(s)                      Signature of Member

Affix Revenue Stamp here
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**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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, 28<sup>th</sup> day of January, 2025 at 11:30 a.m. at INFINITY, Plot- A3, Block GP, Sector- V, Salt Lake, Kolkata 700 091.

\_\_\_\_\_  
Signature of the attending Member/Proxy