

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY

This Public Announcement is in compliance with and is made pursuant to the provisions of Regulation 15(c) and (d) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended thereto (the "Buyback Regulations") and contains the disclosures as specified in Schedule II to the **Buyback Regulations**

OFFER FOR BUYBACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE(S) PART A OF SCHEDULE II TO THE BUYBACK REGULATIONS

- The Board of Directors of Infinite Computer Solutions (India) Limited ("the Company") at its meeting held on June 05, 2013, has approved the proposal for Buy-back (hereinafter referred to as "the Buy-back") of its own fully paid-up Equity Shares of Rs. 10/- each from the open market using the electronic trading facilities of the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE"), being the Stock Exchanges where the Company's Equity Shares are listed (together the "Stock Exchanges"), in accordance with the provisions of sections 77A, 77AA, 77B and all other applicable provisions of the Companies Act, 1956 ("the Act") and the SEBI Buyback Regulations and Article 35 of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from statutory authorities including but not limited to the Securities and Exchange Board of India ("SEBI"). Stock Exchanges. Reserve Bank of India ("RBI") as may be required and further subject to such conditions as may be prescribed or imposed by these authorities while granting such approval(s), permissions sanctions which may be agreed to by the Board of Directors of the Company (which term shall include the Committee of Directors, here referred to as the "Board")
- The Buyback is proposed to be implemented by the Company through the methodology of "Open market purchases through Stock Exchanges", as provided in the Buyback Regulations. The Buyback will be implemented in the manner and following the procedure prescribed in the Act and the Buyback Régulations and as may be determined by the Board and on such terms and conditions, as may be permitted by law from time to time.
- 3. The Board is of the view that the necessity for the Buyback is on account of the following reasons a) The share Buy-back offer is being proposed in pursuance of the Company's desire to maximize returns to
- investors, to reduce total number of shares and enhance overall shareholder value by returning cash to shareholders in an efficient and investor friendly manner. This will be done without in any manner compromising on the high growth opportunities available to the Company b) The Buy-back will result in reduction in the overall capital employed in the business, which will, in turn lead to
- higher earnings per share and enhanced return on equity and return on capital employed, return on net worth, return on assets etc; and
- c) Buy-back will also provide a reasonable exit opportunity to those shareholders who so desire, in a manner that does not substantially impact the market price of the Company's Share to their own detriment and that of continuing shareholders
- The aggregate Paid-up Equity Share Capital and the Free Reserves of the Company as on March 31, 2013 is Rs. 43,513.08 lakhs. The Maximum Buyback consideration proposed in the Buyback is Rs. 3,000 lakhs (Rupees thirty crores only) ("Maximum Offer Size"), which is 6.89% of the aggregate of Paid-up Equity Share Capital and Free Reserves
- The Equity Shares of the Company are proposed to be bought back at a maximum price of upto Rs. 120 per Equity Share ("Maximum Buyback Price") in terms of the resolution passed by the Board. The Maximum Offer Price has been arrived at, after considering certain parameters such as the book value, earnings trend in the recent past, the future growth, outlook for the industry and other relevant factors. The closing price of the Equity Shares on June 04, 2013 (trading day prior to Board Meeting) was Rs. 94.60 and Rs. 94.55 on BSE and NSE respectively. The Maximum Offer Price offers a premium of approx. 21, 17% and 21, 21% over the closing prices. prevailing on June 04, 2013 on the BSE and NSE respectively.
- The aggregate Paid-up Equity Share Capital as on March 31, 2013 is Rs. 42,55,99,950 comprising of 4,25,59,995 Equity Shares. As per the provisions of Section 77A(2)(c) of the Companies Act, 1956, the Buyback of Equity Shares in any financial year shall not exceed 25% of its total Paid-up Equity Share Capital in one financial year. The maximum number of Shares proposed to be bought back is 30,00,000 Equity Shares "Maximum Offer Shares") which is less than 25% of the total Paid-up Equity Share Capital.
- The aggregate shareholding of the Promoters, Directors of the Promoters, Persons who are in control of the Company and Promoter Group entities as on the date of Board Meeting, i.e. June 05, 2013, is 2,87,16,891 Equity Shares which constituted 67.47% of the fully paid-up equity share capital of the Company.
- None of the Promoters, Directors of the Promoters, Persons who are in control of the Company and Promoter Group entities has purchased or sold any equity shares of the Company during the period of six months preceding June 05, 2013, being the date of meeting of the Board of Directors at which the Buyback is approved,

	Purchased / (sold)	Price (Rs.)	Maximum Price	Price (Rs.)	Date of Minimum Price
M C Data Systems Private Limited	9,500	134.15	December 26, 2012	123.60	January 01, 2013

- As per Regulation 15(b) of the Buyback Regulations, the Buyback of Equity Shares shall not be made from the Promoters, Directors of the Promoters, Persons who are in control of the Company and Promoter Group
- 10. The Promoters have undertaken that they will not participate in the Buyback and shall not deal in the equity shares of the Company in the stock exchanges during the period for which the Buyback offer is open.
- . The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.
- 12. The Board of Directors hereby confirm that they have made a full enquiry into the affairs and prospects of the Company and has formed an opinion:-
- a) that immediately following the date of passing the resolution by the Board for approving the buy-back of shares, there will be no grounds on which the Company could be found unable to pay its debts;
- b) as regards its prospects for the year immediately following the date of passing of the resolution by the Board for approving the buy-back of shares, that having regard to its intentions with respect to the management of the Company's business during that year, and to the amount and character of the financial resources which will in its view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the said date; and
- c) that in forming its opinion for the above purposes, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities)
- 13. The Report dated June 05, 2013 received from M/s. Amit Ray & Co., Chartered Accountants, the statutory auditors of the Company, addressed to the Board of Directors of the Company is reproduced below "In connection with the proposed Buyback of equity shares approved by the Board of Directors of Infinite Computer Solutions (India) Limited ('the Company') at its meeting held on June 05, 2013, in pursuance of the provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956, (the 'Act') and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (the 'Regulations') and subsequent amendments thereof, and based on the information and explanations given to us, we report that:
- We have inquired into the state of affairs of the Company in relation to its audited financial statements for the Financial Year ended March 31, 2013, which was approved by the Board of Directors in their meeting held
- (ii) The Board of Directors has proposed to Buy-back the company's equity shares to the extent of Rs. 30 Crores. The amount of permissible capital payment towards Buyback of equity shares, as computed

below, has been properly determined in accordance with Section 77A(2)(b) of the Act:					
Particulars		Amount (Rs. in lakhs)			
Paid up equity share capital as at March 31, 2013	:	4,256.00			
Free Reserves as at March 31, 2013	:	39,257.09			
Total paid up equity capital and free reserves as at March 31, 2013	:	43,513.08			
Maximum amount permissible for Buy Back i.e. 10% of the total	:	4,351.31			
paid up equity capital and free reserves					

- (iii) The Board of Directors in their meeting held on June 05, 2013 have formed the opinion as specified in Clause (x) of Part A of the Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board Meeting.
- equity shares in pursuance of the provisions of Section 77A, 77AA and 77B of the Act and Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

For Amit Ray & Co., Chartered Accountants Firm Regn. No. 483C CA C V Savit Kumar Rao Partner Mem. No.: 70009 Place: Bengaluru Date: June 05, 2013

PART B OF SCHEDULE II TO THE BUYBACK REGULATIONS

AUTHORITY FOR THE BUY BACK

- The Company is authorized by Article 35 of Articles of Association of the Company and section 77A, 77AA 77B and other applicable provisions, if any, of the Companies Act, 1956. This Buyback has been duly authorized by a resolution passed by Board of Directors of the Company at its meeting held on June 05, 2013 MINIMUM AND MAXIMUM NUMBER OF SHARES TO BUYBACK, SOURCES OF FUND AND COST OF
- FINANCING THE BUYBACK The Company has approved the Buy Back of its equity shares of face value Rs. 10/- each upto a quantity not exceeding 30.00.000 equity shares ("Maximum Offer Shares") and at a price not exceeding Rs. 120/- per share (Rupees One Hundred Twenty Only) ("Maximum Offer Price") and upto a maximum limit of Rs. 3.000 lakhs (Rupees thirty crores only) ("Maximum Offer Size"). The minimum number of shares proposed to be bought back are 7,50,000 (Minimum Offer Shares). However, considering the maximum price of Rs. 120/per share and maximum buy back size of Rs. 3,000 lakhs, the maximum number of shares that can be bought back are approximately 25,00,000 Equity Shares. The actual number of Equity Shares to be bought
- The Buyback will be funded out of the current surplus and / or cash balances and / or internal accruals of the Company and not from borrowings, however the Company may continue to borrow funds in the ordinary course of its business, as and when it may find suitable.

back would therefore vary depending on the average market price of the Equity Shares and the amount

- The Company has substantial accumulated free reserves and the funds required for the Buyback will be drawn out of such free reserves. The cost of financing the Buyback would therefore only be a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of company's business(es).
- The funds raised through the Initial Public Offering of the Company in January 2010 and unutilized till date are kept in a separate bank account and will be used only for the purposes as determined in the Prospectus issued by the Company, subject to such modification(s) as may be approved by the shareholders from time to time. The Board undertakes and confirms that such unutilized funds will not be used for the purpose of buy back of securities as approved under the authority of this resolution

PROPOSED TIME TABLE	
Date of Board Meeting approving the Buyback	June 05, 2013
Date of Public Announcement	June 07, 2013
Date of opening the Buyback	June 20, 2013
Acceptance of Shares	As per relevant payout dates of the Exchange(s)
Verification of shares accepted in physical mode	Within 7 days from the Payout day
Extinguishment of Shares	Within 15 days of the acceptance of equity shares as mentioned above provided the Company shall ensure that all equity shares bought back are extinguished within 7 days from the last date of completion of
	Buyback.

Last Date for the Buyback

June 04, 2014 (i.e. 12 months from the date of the approval by Board of Directors) or in case Maximum Offer Shares have been bought back or Maximum Offer Size has reached, whichever is earlier.

However the Board of Directors of the Company reserves the right to decide to close the Buy-Back offer at an earlier date, in the event Maximum Offer Shares have been purchased under the Buy Back even if Offer size has not been reached or Maximum Offer shares have not been bought back by giving appropriate notice of such date and completing all formalities in this regard as per laws and regulations. All payment obligations in respect of Buy Back shall be completed prior to the last date of the Buy Back

PROCESS AND METHODOLOGY FOR THE BUYBACK PROGRAMME

- The Buyback is open to all equity shareholders / beneficial owners both registered and unregistered holding Shares either in physical and / or electronic form. However the Company shall not Buy back the Shares from Promoters / Directors of the Promoter / Promoter Group / Persons in Control of the Company and the locked-in Shares or other specified securities and non-transferable Shares or other specified securities till the pendency of the lock-in or till the Shares or other specified securities become transferable.
- The Company proposes to implement the Buy back from the open market purchases through the BSE and the NSE using their nationwide trading terminals 4.3. For the Buyback of Shares, the Company has appointed the following Broker (the "Appointed Broker") through whom the purchases and settlement on account of the Buyback of Shares would be made

SPA Securities Limited 101-A. 10th Floor, Mittal Court, Nariman Point, Mumbai - 400 021

- Tel: +91 22 4289 5600 Fax: +91 22 2280 1247 4.4. The Buyback of Shares will be made only through the order matching mechanism except "all or none" order
- matching system. The Company, may from time to time, but not earlier than the date of opening of the Buy-Back as mentioned in para 3 of Part B of this announcement, place "buy" orders on BSE and / or NSE to Buy-Back shares through Appointed Broker in such quantity and at such prices not exceeding Maximum Offer Price as it may deem fit, at least once in every week depending upon the prevailing quotations of Shares in the Stock Exchanges. The identity of the Company as a purchaser would be displayed on the electronic screen of the Broker / market participant of the Stock exchanges when the order is placed by the Company.
- It may be noted that all the shares bought back by the Company may not be at a uniform price. Orders for Buy-Back of Equity Shares will be placed by the Company at least once a week at market related prices so long as the market price is lower than the Maximum Offer Price. Such Buy-Back orders shall be placed in both, normal and physical / odd lot segment. The Company shall intimate the Stock Exchanges as well as the public through its release in the newspapers regarding quantity of Shares purchased and amount utilized for Buy Back as prescribed by the Buyback Regulations.
- Shareholders / beneficial owners, who desire to sell their Shares under the Buy-Back, would have to do so through a stockbroker, who is a member of either BSE and / or NSE, by indicating to the stock broker details of the Shares they intend to sell. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order issuance of contract note and delivery of stock to the stockbroker and receipt of payment from the stockbroker would be carried out in accordance the Stock Exchanges and SEBI requirements
- The shareholders holding equity shares in physical form are required to submit the shares under the Buyback through their broker and execute the share transfer deed(s), attach the relevant share certificate(s) and hand over the complete set / documents to his / her broker for settlement within the timelines specified by their broker
- In case the share transfer deeds submitted are found to be invalid (e.g. date of transfer deed is outdated signature on the deed does not tally with the registrars' records, etc.), the rule of good / bad delivery norms of the exchange shall apply and, inter alia, the shareholders' broker may ask him / her to re-submit these
- 4.10 The Shares of the Company are traded in the compulsory demat mode under the trading code 533154 at BSE and INFINITE at NSE. The ISIN of the Company is INE486J01014. Shareholders holding Shares in physical form can sell their Shares in the odd lot trading segment on the Stock Exchanges.
- Subject to the Company purchasing Minimum Offer Shares, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-Back any Equity Shares or confer any right on the part of shareholder to offer any Equity Shares for Buy-Back, even if the Maximum Offer Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buy-Back, if so permissible by law

METHOD OF SETTLEMENT

- While the requirement of opening an escrow account is not applicable as the Buy-Back is from the open market through Stock Exchanges, the Company will pay the consideration to the Appointed Broker on or before every settlement date as applicable in respect of shares bought back as applicable to the respective Stock Exchange.
- 5.2. The shareholders / beneficial owners holding shares in the demat form would be required to transfer the number of shares sold by them by tendering the delivery instruction to their respective Depository Participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the stockbroker through whom the trade was executed. The shareholders holding shares ir physical form may present the share certificates along with valid transfer deeds to their stockbroker through whom the trade was executed.
- The Company has opened a Depository Account styled "Infinite Computer Solutions (India) Limited" with SPA Securities Limited. Equity Shares bought back in the demat form would be transferred into the aforesaid account by the Appointed Broker on receipt of Equity Shares from the clearing and settlement mechanism of BSE and NSE
- The Company shall complete the verification of acceptances within seven days of the relevant pay-out dates of the Exchanges. In case the Equity Shares bought back are in physical form, the Company shall extinguish and physically destroy the security certificates so bought back in the presence of the Company's Registrar and Share Transfer Agents or the Merchant Banker and the Statutory Auditor within fifteen days of the date of acceptance of the Equity Shares. In case the Equity Shares bought back are in dematerialized form the same will be extinguished in the manner specified in Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the bye-laws framed thereunder.
- The Company will extinguish all the Equity Shares bought back within seven days of the last date of completion of Buy-Back

BRIEF INFORMATION ABOUT THE COMPANY

The Company was incorporated as "Infinite Computer Solutions (India) Private Limited" on September 6, 1999 under the Companies Act, 1956 at Mumbai. The status was subsequently changed to a public limited company, consequent to the shareholders approval recorded at the Extra Ordinary General meeting of the Shareholders held on January 7, 2008. Consequently the name of the Company was changed to "Infinite Computer Solutions (India) Limited" and the Registrar of Companies, issued a fresh certificate of incorporation dated February 14, 2008.

Infinite is a global service provider of Infrastructure Management, Intellectual Property (IP) leveraged solutions and IT services, focused on the Telecom, Media, Technology, Manufacturing, and Healthcare industries. Its services span from Application Management Outsourcing, packaged application services, Independent Validation & Verification, product development & support, to higher value- added offerings including, managed platform and product engineering services. Our telecommunication-specific services and solutions to telecom Original Equipment Manufacturers (OEMs) and Independent software vendors (ISVs) include product engineering and lifecycle management services relating to telecom equipment used in areas such as transmission, switching, access and Operational Support Systems (OSS), in both legacy and next generation networks (NGNs). Infinite's solutions for Telecom Service Providers range from consulting on business and operating processes to the development of their Business Support System (BSS) and OSS systems, as well as, the integration of those systems with the underlying network technologies.

Infinite is a Software Technology Parks of India (STPI) and Special Economic Zone (SEZ) registered entity and provide technology services to client specific requirements. These services are performed onsite / onshore and off shore through our various offices and wholly owned subsidiaries spread over countries across 4 continents. The integrated network of delivery facilities of Infinite across India and the US is complemented by onsite, offsite and near-shore capabilities in major international markets.

The Company came out with an initial public offering, which closed for subscription on January 13, 2010. The trading in the equity shares of the Company commenced on BSE and NSE w.e.f. February 03, 2010

BRIEF FINANCIAL INFORMATION OF THE COMPANY

The brief audited (consolidated) financial information' of the Company for the last three financial years is provided below.

			(Rs. In lakhs)			
Particulars	Financi	Financial Year ended March 31				
	2013	2012	2011			
Income from Operations	1,39,061.18	1,05,580.27	88,328.05			
Other Income	953.82	1,240.93	616.17			
Total Income	1,40,015.00	1,06,821.20	88,944.23			
Profit before tax, extra ordinary items and prior	16,244.56	16,068.18	13,562.83			
period items						
Net Profit after Tax (after extra ordinary and prior	13,073.99	12,070.29	10,718.23			
period items)						
Equity Dividend (Rs. per Equity Share)	9.00	8.50	3.00			
Paid Up Equity Share Capital	4,256.00	4,256.00	4,396.00			
Reserves & Surplus	55,369.99	46,638.47	37,231.93			
Net Worth (Refer Note 1)	59,625.99	50,894.47	41,627.93			
Basic Earnings per Share (Rs.) (Refer Note 2)	30.72	28.05	24.38			
Diluted Earnings per Share (Rs.) (Refer Note 3)	30.72	28.05	24.34			
Book value per Share (Rs.) (Refer Note 4)	140.10	119.58	94.70			
Return on Net Worth (Refer Note 5)	21.93%	23.72%	25.75%			
Debt-Equity Ratio (Refer Note 6)	0.14	0.12	0.11			

The brief audited (standalone) financial information of the Company for the last three financial years is

101100	u below.				(Rs. In lakhs		
Partic	ulars			al Year ende	d March 31		
			2013	2012	2011		
Incom	ne from Operations		44,585.92	34,470.58	22,339.06		
Other	Income	886.53	2,621.47	604.92			
Total I	ncome	45,472.45	37,092.05	22,943.98			
Profit	before tax, extra ordinary item	s and prior period items	12,457.63	9,144.69	3,765.40		
Net Pr	ofit after Tax (after extra ordin	ary and prior period items)	10,626.74	7,521.40	3,436.99		
Equity	Dividend (Rs. per Equity Sha	re)	9.00	8.50	3.00		
Paid L	Jp Equity Share Capital	4,256.00	4,256.00	4,396.00			
Reser	ves & Surplus	39,407.58	25,459.41	23,360.00			
Net W	orth (Refer Note 1)	43,663.58	29,715.41	27,756.00			
Basic	Earnings per Share (Rs.) (Ref	24.97	17.48	7.82			
Dilute	d Earnings per Share (Rs.) (Re	24.97	17.48	7.80			
Book	value per Share (Rs.) (Refer N	ote 4)	102.59	69.82	63.14		
Returi	on Net Worth (Refer Note 5)		24.34%	25.31%	12.38%		
Debt-l	Equity Ratio (Refer Note 6)		Nil	Nil	0.02		
Note	Ratio/Term	Formula					
1	Net Worth	Share Capital + Free Reserves - Miscellaneous Expenditure					
2	Basic Earnings per Share	Net Profit attributable to	equity share	holders / To	tal weighted		
]	tanding during	the year				
3	Diluted Earnings per Share	Net Profit attributable to equity shareholders / Total weighted					
		average no. of dilutive Shar	res outstanding	g during the ye	ar		
4	Book value per Share	Paid up equity Share Cap	ital + Reserve	es & Surplus	/ Total no of		

Loan funds / Net Worth LISTING DETAILS AND STOCK MARKET DATA

Return on Net Worth

The Equity Shares of the Company are listed and traded on the BSE Limited and the National Stock Exchange of India Limited. (Scrip Code No. 533154 for BSE and INFINITE for NSE). 8.2. The equity shares of the Company got listed on BSE & NSE w.e.f. February 03, 2010. The high, low and

Shares outstanding at the end of year

Net Profit After Tax / Net Worth

average market prices for the last three calendar years since the date of listing of Equity Shares and the monthly high, low and average market prices for the six months preceding the Public Announcement and the corresponding volumes on BSE and NSE, where the Equity Shares of the Company are traded are as follows:

(Source: www.bseindia.com)

Period	High			L	.ow		Weighted	Total	Total
	Price	Date	No. of	Price	Date	No. of	Average	Traded	Traded
	(Rs.)		shares	(Rs.)		shares	Price	Quantity	Value (Rs.
			traded			traded		in the	Lakhs) in
								Period	the Period
Year 2012	166.85	19/11/2012	28,858	60.50	06/01/2012	28,435	115.22	66,79,382	7,969.14
Year 2011	222.00	04/01/2011	5,59,197	56.25	20/12/2011	4,188	152.95	39,69,222	6,071.05
Year 2010	222.90	12/03/2010	7,82,690	152.75	07/05/2010	54,075	199.71	7,08,38,459	1,41,473.59
May 2013	121.70	16/05/2013	61,631	80.00	20/05/2013	2,22,756	97.81	11,91,788	1,165.69
April 2013	108.00	03/04/2013	6,756	96.10	12/04/2013	2,095	101.76	1,00,451	102.22
March 2013	115.00	12/03/2013	9,828	92.35	04/03/2013	13,398	104.68	2,29,358	240.10
February 2013	120.80	11/02/2013	66,414	91.10	27/02/2013	34,052	105.05	3,88,614	408.26
January 2013	135.80	11/01/2013	1,63,668	105.55	31/01/2013	24,213	127.16	5,74,435	730.44
December 2012	152.60	04/12/2012	25,368	120.25	31/12/2012	43,986	137.95	2,47,136	340.91
December 2012 152.60 04/12/2012 25,368 120.25 31/12/2012 43,986 137.95 2,47,136 340.9 (Source: www.nseindia.com									

Period	High				Low		Weighted	Total	Total
	Price	Date	No. of	Price	Date	No. of	Average	Traded	Traded
	(Rs.)		shares	(Rs.)		shares	Price	Quantity	Value (Rs.
			traded			traded		in the	Lakhs) in
								Period	the Period
Year 2012	167.00	15/11/2012	1,60,283	59.25	02/01/2012	4,553	115.33	1,36,55,007	15,748.49
Year 2011	222.70	04/01/2011	8,69,864	56.20	20/12/2011	7,940	144.15	1,04,93,577	15,126.33
Year 2010	222.80	12/03/2010	11,14,840	135.10	28/10/2010	19,827	199.38	11,26,54,938	2,24,605.83
May 2013	121.65	16/05/2013	1,40,029	80.00	20/05/2013	4,72,588	98.11	25,38,288	2,490.35
April 2013	108.00	03/04/2013	23,040	95.05	15/04/2013	17,157	101.49	4,31,443	437.85
March 2013	114.80	11/03/2013	23,353	92.55	04/03/2013	15,219	104.54	5,65,050	590.72
February 2013	121.00	11/02/2013	1,71,724	91.10	27/02/2013	65,361	105.65	9,26,291	978.61
January 2013	135.95	11/01/2013	2,68,696	100.00	24/01/2013	59,023	126.81	12,74,327	1,615.93
December 2012	155.50	06/12/2012	33,590	119.80	31/12/2012	70,885	138.15	5,52,206	762.85

For the purpose of aforesaid tables

Year is a calendar year

Weighted Average Price (Total Turnover/Total Traded Quantity) for all trading days during the said period High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices

of the Equity Shares of our Company for the year, or the month, as the case may be
In case of two days with the same high/low, the date with higher volume has been considered
8.3. The closing market price on the date of the Board Meeting i.e. June 05, 2013 was Rs. 92.70 per Equity Share on BSE and Rs. 92.95 per share on NSE. (Source: www.bseindia.com & www.

9.1

PRESENT CAPITAL STRUCTURE AND SHARE HOLDING PATTERN The Share Capital Structure of the Company as on June 05, 2013 is as follows:	,
Particulars	Amount (in Rs.)
Authorised Capital	
5,00,00,000 Equity Shares of Rs. 10/- each	50,00,00,000
Issued, Subscribed and Paid Up Capital*	
4,25,59,995 Equity Shares of Rs. 10/- each	42,55,99,950
* As on date the Company has 15,40,000 stock options outstanding under Key E	xecutives Performance

Option Plan, 2010. The Company's Equity Shares are fully paid-up and there are no partly paid-up Equity Shares with calls-in-

9.2. The shareholding pattern of the Company is as follows

Category of Shareholders	Present Shar	eholding	Post Buy-Back S	
				<u>n *</u>
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	11,49,296	2.70	11,49,296	2.91
Foreign	2,75,67,595	64.77	2,75,67,595	69.69
Sub total (A)	2,87,16,891	67.47	2,87,16,891	72.59
Public Shareholding				
Institutions				
Mutual Funds / UTI	2,35,458	0.55		
Financial Institutions / Banks	36,661	0.09		
Venture Capital Funds	-	-		
Foreign Institutional Investor	43,90,238	10.32	1,08,43,104	27.41
Non Institutions				
Bodies Corporate	9,87,044	2.32		
Individuals	81,30,532	19.10		
Others	63,171	0.15		
Sub total (B)	1,38,43,104	32.53	1,08,43,104	27.41
Grand total (A) + (B)	4,25,59,995	100.00	3,95,59,995	100.00

Buyback would depend upon the actual number of Equity shares bought back while the actual number of Equity shares to be bought back would depend upon the average price paid for the Equity Shares bought back and the amount deployed in the Buyback.

- The Company shall not issue any Equity Shares including by way of bonus or convert any outstanding instruments or ESOPs or otherwise into Equity Shares or re-issue forfeited Shares till the date of closure of
- As per the provisions of section 77A(8) of the Act, the Company will not be allowed to issue fresh Equity Shares for a period of 6 months or such other period after the completion of the Buy-back as may be amended by any statutory modification(s) or re-enactment of the Act or Buy-back Regulations for the time being in force. However, this restriction would not apply to issuance of bonus shares or shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. As on date the Company has 15,40,000 stock options outstanding under Key Executives Performance Option Plan, 2010. The employees to whom options have been granted are entitled to exercise their vested options and apply for equity shares only after closure of the Buv Back

SHAREHOLDING OF THE PROMOTERS

The aggregate shareholding of the Promoter Group as on the date of Public Announcement is 2,87,16,891 Equity Shares constituting 67.47% of the fully paid up equity share capital of the Company.

10.2. Detailed break up of shareholding of the Promoters Group as on date of Public Announcement is as below: Name of Promoter No. of Equity Shares Held % of Total Paid Up **Equity Capital** Sanjay Govil 8.100 2.58.23.336 Mahavi Holdbull 60.68 IT Thinkers LLC 4.08 MC Data Systems Private Limited 2.87.16.891 Total

10.3. The Promoters & Promoters Group have neither purchased nor sold any shares during the period of twelve

months proceding the date of rubile Armouncement except as under.									
Name	Quantity			Minimum	Date of				
	Purchased/(sold)	Price (Rs.)	Maximum Price	Price (Rs.)	Minimum Price				
M C Data Systems Private Limited	3,05,396	158.00	October 26, 2012	97.45	June 19, 2012				

MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF BUY-BACK ON THE COMPANY

. The Buyback is not likely to cause any material impact on the earnings of the Company and the Buyback will optimise returns to the shareholders and enhance overall shareholders value. As per Regulation 15(b) of Buyback Regulations, the Buyback of Shares shall not be made from the Promoter, Directors of the Promoter, persons in control of the Company and the Promoter Group entities. Further, the Promoter, Directors of the Promoter, persons in control of the Company and the Promoter Group entities will not deal in the Equity Shares of the Company in the Stock Exchanges during the period for which the Buyback offer is open.

equent to the Buyback and based on the number of Shares bought back from the shareholders excluding the Promoters groups, the shareholding pattern of the Company would undergo a consequential change, however public shareholding shall not fall below 25% of the total fully paid up equity capital of the Company. .4. The Buyback of Shares will not result in a change in control or otherwise affect the existing management

structure of the Company, except the likely increase in Promoters Shareholding / voting rights pursuant to the proposed Buyback. 11.5. The debt-equity ratio post the Buyback will be below the maximum allowable limit of 2:1 set by the Act.

11.6. The Buyback of Equity Shares will be completed within a period of 12 months from the date of passing of the

resolution by the Board and shall not withdraw the offer of Buyback after the Public Announcement is made. However, the Board of the Company reserves the right to decide to close the Buy-Back offer at an earlier date, in the event Minimum Offer Shares have been purchased under the Buy Back even if Maximum Offer size has not been reached or Maximum Offer shares have not been bought back, by giving appropriate notice of such date and completing all formalities in this regard as per laws and regulations

12. STATUTORY APPROVALS

Pursuant to Sections 77A, 77AA and 77B and other applicable provisions of the Act and the Buy-back Regulations, the present Offer of Buy-Back of Equity Shares of the Company from Open Market through the Stock Exchanges has been duly authorized by a resolution passed by the Board at its meeting held on June 05, 2013.

12.2. Compliance of Regulation 10(4)(c)(iii) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 If all the 30,00,000 equity shares on the Buy-back Offer are bought back by the Company, post Buy-back

offer the percentage shareholding of the Promoters and Promoter Group would increase from 67.47% to 72.59%. However, the actual amount deployed in the Buyback would depend upon the average price paid for the equity shares bought back and the number of shares bought back under the Buy-back in accordance with the resolution passed by the Board of Directors at its meeting held on June 05, 2013. Such an increase in the percentage holding of the Promoters is consequential and indirect in nature. The Board of Company consists of 5 (five) Directors and the quorum required for its meeting is 2 (two) Directors. In the Board meeting held on June 05, 2013, the resolution for Buy Back was approved and passed by two Independent Directors and the CEO & Managing Director, viz. Mr. Ajai Kumar Agrawal, Mr. Narendra Kumar Agrawal and Mr. Upinder Zutshi, respectively. Mr. Ravindra Ramarao Turaga, Independent Director and Mr. Sanjay Govil, Chairman and Promoter Director of the Company could not attend the Board Meeting and were granted leave of absence. The Promoter Director, Mr. Sanjay Govil, who was interested in the said resolution, was neither present at the meeting nor participated in the discussion on the matter related to Buy Back or voted on the said matter. The Company has duly complied with the provisions of Regulation 10(4)(c)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ntial increase in the shareholding / voting rights of the Promoter Group will be exempt in terms of the said regulation.

12.3. No other statutory approvals are required to be obtained for the Buy-Back. In case required, the Company shall obtain such other approvals as may be prescribed from time to time.

COMPLIANCE OFFICER & INVESTOR SERVICE CENTRE

Compliance Officer for the Buyback	Investor Service Centre			
Mr. Rajat Kalra, Company Secretary	Bigshare Services Private Limited			
Infinite Computer Services (India) Limited	E-2, Ansa Industrial Estate, Sakivihar Road			
155, Somdutt Chambers II, 9, Bhikaji Cama Place	Saki Naka, Andheri (East), Mumbai - 400 072			
New Delhi - 110 066	Tel. +91 22 4043 0200			
Tel: +91 11 4615 0845 - 47 Fax: +91 11 4615 0830	Fax: +91 22 2847 5207			
Email: rajatk@infinite.com	Email: ashok@bigshareonline.com			

Investor may contact the Compliance Officer or Investor Service Centre for any clarification or to address their grievances, if any, during 10.00 A.M. to 5.00 P.M. on all working days except holidays

MANAGER TO THE BUY-BACK The Company has appointed SPA Capital Advisors Limited as the Manager to the Buy-Back and their contact



Upinder Zutshi

CEO & Managing Director

15. DIRECTORS' RESPONSIBILITY

SPA Capital Advisors Limited SEBI Regn. No.: INM000010825, 25, C - Block, Community Centre

Janak Puri, New Delhi - 110 058 Tel. No. +91 11 2551 7371, 4567 5500 Fax No. +91 11 2553 2644 Email ID: infinite.buyback@spagroupindia.com Contact Person: Mr. Nitin Somani / Ms. Richa Sharma

As per Regulations 19(1)(a) of the Buy-Back Regulations, the Board of Directors of the Company accepts For and on behalf of the Board of Directors of

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

Ajai Kumar Agrawal

Raiat Kalra

Place: Gurgaon Date: June 05, 2013 Director

Company Secretary