

DRAFT LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you, being an Eligible Shareholder of Infinite Computer Solutions (India) Limited (the “Company”) as on Record Date in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended. If the Eligible Shareholders require any clarifications regarding, the actions to be taken, they may consult their stock brokers or investment consultants or the Manager or the Registrar to the Buyback i.e. Bigshare Services Private Limited. Please refer to the section on “Key Definitions” for definition of the capitalized terms used herein.



Infinite Computer Solutions (India) Limited

(CIN: L72200DL1999PLC171077)

Registered Office: 155, Somdutt Chambers II, 9 Bhikaji Cama Place, New Delhi - 110 066

Tel: +91 11 4615 0845 - 47, Fax: +91 11 4615 0830

Corporate Office: Plot No. 157, EPIP Zone, 2nd Phase, Whitefield, Bengaluru - 560 066

Tel: +91 80 4193 0000, Fax: +91 80 4193 0009

Website: www.infinite.com, **Email:** shareholder@infinite.com

Contact Person: Mr. Rajesh Kumar Modi, Company Secretary and Compliance Officer

Buyback of upto 56,60,000 (Fifty Six Lakhs Sixty Thousand only) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”), representing 14.62% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2016 (“Buyback”). The Buyback will be undertaken on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on December 23, 2016 (“Record Date”), by way of a Tender Offer through the stock exchange mechanism, for cash at a price of Rs. 265/- (Rupees Two Hundred Sixty Five only) (“Buyback Price”) per Equity Share for an aggregate amount of upto Rs. 1,49,99,00,000 (Rupees One Hundred Forty Nine Crore Ninety Nine Lakhs only) (“Buyback Size”) representing 24.77% of the Paid-up share Capital and Free Reserves of the Company as per the Audited Accounts for the Financial Year ended March 31, 2016.

1. The Buyback is being undertaken by the Company in accordance with Article 35 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 (“Rules”) and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the “SEBI Buyback Regulations”). The Buyback is subject to such other approvals, and permissions, as may be required from statutory, regulatory or governmental authorities under applicable law.
2. The Buyback size represents up to 14.62% of the aggregate paid-up equity capital and free reserves of the Company as per the audited accounts of the Company for the Financial Year ended March 31, 2016 (the last audited financial statements available as on the date of the Board meeting recommending the proposal of the Buyback) and is within the statutory limits of 25% of the fully paid-up equity capital and free reserves as per the last Audited Standalone Financial Statements of the Company.
3. This Draft Letter of Offer is sent to the Eligible Shareholders as on the Record Date, i.e. December 23, 2016.
4. A copy of the Public Announcement, Draft Letter of Offer and Letter of Offer (including the Tender Form(s)) shall be available on the website of the Securities and Exchange Board of India at www.sebi.gov.in.
5. For the procedure for acceptance and tender of Equity Shares as well as for mode of payment of consideration to Eligible Shareholders, please see the section entitled “Procedure for Tender Offer and Settlement” on page 31 of this Draft Letter of Offer. The Tender Form(s) is enclosed with this Draft Letter of Offer.
6. Eligible Shareholders are advised to refer to the sections entitled “Details of Statutory Approvals” and “Note on Taxation” on pages 26 and 37 respectively, of this Draft Letter of Offer, before tendering their Equity Shares in the Buyback.

Buyback opens on: [●]

Buyback closes on : [●]

Last date/ time for receipt of the completed Tender Offer Form and other specified documents including physical share certificates by the Registrar: [●], [●]

Manager to the Offer		Registrar to the Offer	
	<p>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: infinite.buyback@spagroupindia.com Investor Grievance e-mail id: grievances.mb@spagroupindia.com Website: www.spacapital.com Contact Person: Anchal Lohia</p>		<p>Bigshare Services Private Limited SEBI Regn. No.: INR000001385 4-E/8, First Floor, Jhandewalan Ext New Delhi - 110055 Tel: +911123522373 Fax: +911123522373 Website: www.bigshareonline.com E-Mail: buyback_delhi@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Y. K. Singhal</p>

TABLE OF CONTENTS

S No.	Particulars	Page No.
1.	Schedule of Activities	3
2.	Key Definitions	3
3.	Disclaimer Clause	5
4.	Text of the resolution passed at Board Meetings on October 12, 2016 and December 09, 2016	6
5.	Details of the Public Announcement	10
6.	Details of the Buyback Offer	11
7.	Authority for the Buyback	13
8.	Necessity of the Buyback	13
9.	Management Discussion and Analysis and the likely impact of Buyback on the Company	14
10.	Basis for calculating Buyback Price	17
11.	Sources of Funds for the Buyback	18
12.	Details of the Escrow Account and the amount deposited therein	18
13.	Capital Structure and Shareholding Pattern	19
14.	Brief Information about the Company	21
15.	Financial Information about the Company	23
16.	Stock Market Data	25
17.	Details of Statutory Approvals	26
18.	Details of Registrar to the Buyback Offer	26
19.	Process and Methodology for the Buyback	27
20.	Procedure for Tender Offer and Settlement	31
21.	Note on Taxation	37
22.	Declaration by the Board of Directors	39
23.	Auditors Certificate	40
24.	Documents for Inspection	41
25.	Details of the remedies available to the Shareholders/ Beneficial Owners	42
26.	Details of investor service centre and Registrar to the Buyback Offer	42
27.	Details of the Manager to the Buyback	42
28.	Directors Responsibility Statement	43

1. SCHEDULE OF ACTIVITIES

Particulars	Date	Day
Date of Board Meeting approving the Buyback	October 12, 2016	Wednesday
Date on which the result of the postal ballot through which the Shareholders approved the Buyback was declared	December 09, 2016	Friday
Date of publication of the Public Announcement for the Buyback	December 13, 2016	Tuesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	December 23, 2016	Friday
Date of Opening of the Buyback	[●]	[●]
Date of Closing of the Buyback	[●]	[●]
Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share Certificates by the Registrar	[●]	[●]
Last date of verification of Tender Forms by the Registrar	[●]	[●]
Last date of intimation regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar	[●]	[●]
Last date for settlement of bids on the Stock Exchanges	[●]	[●]
Last date of dispatch of consideration / share certificate(s) by Registrar / payment to shareholders / return of unaccepted demat shares by Stock Exchange to Eligible Shareholders	[●]	[●]
Last date of extinguishment of Equity Shares	[●]	[●]

2. KEY DEFINITIONS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Act / Companies Act	The Companies Act, 2013, as amended and applicable rules thereunder
Acceptance	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circular
Additional Equity Shares or Additional Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder
Articles	Articles of Association of the Company
Board/ Board of Directors	Board of Directors of the Company
BSE	BSE Limited
Buyback / Buyback Offer / Offer	Offer to Buyback up to 56,60,000 (Fifty Six Lakh Sixty Thousand only) fully paid-up Equity Shares of face value Rs. 10/- each of the Company at a price of Rs. 265/- (Rupees Two Hundred Sixty Five only) per Equity Share for an aggregate amount of up to Rs.1,49,99,00,000 (One Hundred Forty Nine Crore and Ninety Nine Lakhs only), in accordance with the Regulations and relevant provisions of the Act by way of a Tender Offer through the stock exchange mechanism

Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio of Buyback applicable to such Shareholder
Buyback Price	Price at which Equity Shares will be bought back from the Equity Shareholders i.e. Rs. 265/- (Rupees Two Hundred Sixty Five Only) per fully paid up Equity Share, payable in cash
SEBI Buyback Regulations	The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and the SEBI Circular
CDSL	Central Depository Services (India) Limited
Company	Infinite Computer Solutions (India) Limited
Company's Broker	SPA Securities Limited
Company Demat Account	The depository account entitled "Infinite Computer Solutions (India) Limited" opened by the Company
DP	Depository Participant
Depositories	NSDL and CDSL
Designated Stock Exchange	The designated stock exchange for the Buyback is BSE
Director(s)	Director(s) of the Company
Draft Letter of Offer	The Draft Letter of Offer dated December 14, 2016 filed with SEBI
Eligible shareholder or Eligible Person(s)	All Person(s)/shareholders(registered and unregistered) / beneficial owners of shares holding Equity shares as on record date and who are eligible to participate in the Buyback
Equity Shares / Shares	Fully paid-up equity shares of the Company each having a face value of Rs.10/- (Rupees Ten Only)
Escrow Account	The Escrow Account titled "Infinite Computer Solutions (India) Ltd - Buy Back Escrow Account" opened with the Escrow Agent
Escrow Agent	Kotak Mahindra Bank Limited
Escrow Agreement	The Escrow Agreement dated December 09, 2016 entered into between the Company, the Manager and the Escrow Agent
FEMA	Foreign Exchange Management Act, 1999
FII's	Foreign Institutional Investors
IT Act	Income-tax Act, 1961, as amended
Letter of Offer	The Letter of offer dated [●], 2016 containing disclosures in relation to the Buyback as specified in the SEBI Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer
Manager to the Offer	SPA Capital Advisors Limited
NRI/ Non Resident Indian	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Public Announcement	The public announcement, made in accordance with the SEBI Buyback Regulations, dated December 09, 2016, published in all editions of the Business Standard(English and Hindi national daily) on December 13, 2016 each with wide circulation
Promoter	Sanjay Govil
Promoter Group	The Promoter, alongwith: M C Data Systems Private Limited; IT Thinkers LLC; Infinite Technologies LLC; and Mahiavik LLC

Ratio of Buyback	The ratio of the Buyback: (i) in case of Small Shareholders, [●] Equity Shares for every [●] Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, [●] Equity Shares for every [●] Equity Shares held by such Eligible Shareholder on the Record Date
RBI	The Reserve Bank of India
Record Date	December 23, 2016
Registrar to the offer	Bigshare Services Private Limited
SEBI	Securities and Exchange Board of India
SEBI Circular	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015
Shareholders	Holders of Equity Shares and includes beneficial owners thereof
Shareholder's Broker	A Stock Broker of an Eligible Shareholder through whom the Eligible Shareholder wants to participate in the Buyback
Small Shareholder	'Small Shareholder' means a shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognized stock exchange in which highest trading volume in respect of such security, as on record date is not more than Rs. 200,000/- (Rupees Two Lakh Only).
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Tender offer	Method of buyback as defined in Regulation 2(1)(o) of the SEBI Buyback Regulations
Tender Offer Form / Form of Acceptance	The form to be filled in by the Shareholders to participate in the Buyback.
TRS	Transaction Registration Slip

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to Securities and Exchange Board of India ("SEBI"). It is to be distinctly understood that submission of the Draft Letter of Offer with SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the Draft Letter of Offer. The Manager to the Buyback Offer, SPA Capital Advisors Limited has certified that the disclosures made in the Draft Letter of Offer are generally adequate and are in conformity with the provisions of Companies Act and the SEBI Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Draft Letter of Offer, the Manager to the Buyback offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, Manager to the Buyback offer, SPA Capital Advisors Limited has furnished to SEBI a due diligence certificate dated December 14, 2016 in accordance with the SEBI Buyback Regulations which reads as follows:

"We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the public announcement dated December 13, 2016 (the "Public Announcement") and the Draft Letter of Offer dated December 14, 2016. On the basis of such examination and the discussions with the Company, we hereby state that:

- **The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;**
- **All the legal requirements connected with the said offer including the SEBI (Buy Back of Securities) Regulations, 1998, as amended, have been duly complied with;**
- **The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buyback;**
- **Funds used for Buyback shall be as per the provisions of the Companies Act.”**

The filing of the Draft Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

Promoters / Directors of the Company declare and confirm that no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / mis-representation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement / mis-representation, the Promoters / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and the SEBI Buyback Regulations.

Promoters / Directors also declare and confirm that funds borrowed from banks and / or financial institutions will not be used for the Buyback.

Forward Looking Statement:

The Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

4. TEXT OF THE RESOLUTION PASSED AT BOARD MEETINGS ON OCTOBER 12, 2016 AND DECEMBER 09, 2016

The Buyback through Tender Offer has been duly authorized by resolutions passed by the Board of Directors of the Company at its meeting held on October 12, 2016 and price has been determined by the Board in their meeting held on December 09, 2016. The text of the relevant resolutions passed is given below.

(a) Resolution passed on October 12, 2016

“RESOLVED THAT pursuant to the provisions contained in Article 35 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110, 179 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (the “Act”) and the

provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buy Back Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s) or re-enactment of the Act or Buy Back Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein referred to as the "Board", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Board, subject to approval of members through postal ballot, be and is hereby accorded for the buyback of Fully Paid up Equity Shares of face value of Rs. 10 each (hereinafter referred to as the "Equity Shares" or "Shares") of the Company at a price not exceeding Rs. 270/- per Share (Rupees Two Hundred Seventy only) ("Maximum Buyback Price") payable in cash for an aggregate Buyback consideration not exceeding Rs. 1,50,00,00,000 (Rupees One Hundred Fifty Crores Only) excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., cost for the intermediaries appointed for the buyback and other incidental costs ("Maximum Offer Size"), which is 24.77% of the paid up share capital and free reserves of the Company as per the latest audited balance sheet of the Company for the financial year ended March 31, 2016 through "tender offer" route as prescribed under the SEBI Buyback Regulations (the process being referred herein as "Buyback") from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the record date to be determined by the Board.

RESOLVED FURTHER THAT all the shareholders of the Company will be eligible to participate in the Buyback including the Promoter and Promoter Group, persons in control (including such person acting in concert) of the Company (including members thereof) who hold equity shares of the Company as of record date.

RESOLVED FURTHER THAT the Buyback shall be implemented using the Mechanism for acquisition of shares through the Stock Exchanges notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's current surplus and / or cash balances and / or internal accruals / operating cash inflows and / or free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act; the Company may buyback equity shares from all the existing Members holding equity shares of the Company on a proportionate basis, provided 15% (Fifteen Percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from Non-Resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any including any amendments, statutory modification or re-enactments for the time being in force.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

RESOLVED FURTHER THAT Mr. Upinder Zutshi, Managing Director & CEO, Mr. Ajai Kumar Agrawal, Director, Mr. Sanjeev Gulati, Executive Vice President & CFO and Mr. Rajesh Kumar Modi, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized in order to give effect to the aforesaid resolutions, including but not limited to the following:

- i. finalizing the terms of the Buyback like record date, entitlement ratio, the time-frame for completion of Buyback and the postal ballot process.
- ii. to designate any one Stock Exchange as the designated stock exchange for the purpose of Buyback;
- iii. appointment of Solicitors, Depository Participants, Advertising Agencies and such other Advisors / Consultants / Intermediaries / Agencies, as may be required, for the implementation of the Buyback;
- iv. Preparation, signing of the Public Announcement, the Draft Letter of Offer/ Letter of Offer, documents, papers, undertaking, affidavits, newspaper advertisement etc., including filing of relevant documents with the Securities and Exchange Board of India (SEBI), the Stock Exchanges (BSE and NSE), the Registrar of Companies and other appropriate authorities;
- v. to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
- vi. to initiate all necessary actions obtaining all necessary certificates and reports from Statutory Auditors and other third parties as required under applicable law,
- vii. to enter into Escrow arrangements as required or desirable in terms of the Buyback Regulations; issue necessary bank guarantee, opening, operation and closure of all necessary accounts including escrow account, special payment account, Demat Escrow Account as required or desirable in terms of the Buyback Regulations, for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company; and
- viii. to accept and make any alteration(s), modification (s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Upinder Zutshi, Managing Director & CEO, Mr. Ajai Kumar Agrawal, Director, Mr. Sanjeev Gulati, Executive Vice-President & CFO, Mr. Rajesh Kumar Modi, Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of the Company or the Board or the Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT in accordance with the provision of Section 68 of the Act, the Declaration of Solvency along with annexures thereof, as placed before the Board be and is hereby approved and Mr. Upinder Zutshi, CEO & Managing Director, Mr. Ajai Kumar Agrawal and Mr. Ashok Kumar Garg, Directors of the Company, be and are hereby severally authorized to sign, execute and submit the same to the appropriate authorities.

RESOLVED FURTHER THAT the following confirmation be and is hereby made by the Board that it has made the necessary and full enquiry into the affairs and prospects of the Company and has formed the opinion:

- (i) That immediately following the date of the Board Meeting held on October 12, 2016 and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) That as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the date on which the results of the Postal Ballot will be declared, having regard to the Board's 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 the Board's 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 date of the Board Meeting approving the Buyback or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be; and
- (iii) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board hereby confirms that:

- (i) All the Equity Shares for Buyback are fully paid-up;
- (ii) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback;
- (iii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- (iv) the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;
- (v) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in terms of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time;
- (vi) that the aggregate amount of the Buyback i.e. Rs. 1,50,00,00,000 (Rupees One Hundred Fifty Crores Only) does not exceed 25% of the total paid-up Equity Share capital and free reserves of the Company as on March 31, 2016;
- (vii) that the maximum number of Equity Shares proposed to be purchased under the Buyback shall not exceed 25% of the total number of Equity Shares in the paid -up Equity Share capital as per the audited balance sheet as on March 31, 2016;
- (viii) there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;
- (ix) the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- (x) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date; and
- (xi) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback.

RESOLVED FURTHER THAT M/s. SPA Capital Advisors Limited (the "Merchant Banker") be and is hereby appointed as merchant banker for the purpose of the Buy-Back in terms of the Buy Back Regulations and Mr. Upinder Zutshi, CEO & Managing Director, be and is hereby authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as may be required in this connection.

RESOLVED FURTHER THAT M/s. SPA Securities Limited (the "Appointed Broker") be and is hereby appointed as the Broker for the Buy-Back of Equity Shares in accordance with the Regulations and Mr. Upinder Zutshi, CEO & Managing Director be and is hereby authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as

may be required in this connection.

RESOLVED FURTHER THAT Mr. Rajesh Kumar Modi, Company Secretary & Compliance Officer of the Company be and is hereby appointed as Compliance Officer under the Buy Back Regulations who shall co-ordinate the activities for the buy-back with the SEBI, the Merchant Banker, Appointed Broker, Stock Exchanges, shareholders of the Company, Reserve Bank of India and other connected intermediaries and regulatory authorities, if required, and establishment of Investor Service Centre through M/s. Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company, on such locations, as may be required under the Regulations.

RESOLVED FURTHER THAT the Common Seal, if necessary, may be affixed in terms of the relevant clauses of the Articles of Association of the Company on necessary documents in the presence of any two Directors and Mr. Rajesh Kumar Modi, Company Secretary & Compliance Officer of the Company.

RESOLVED FURTHER THAT Mr. Upinder Zutshi, Managing Director & CEO, Mr. Sanjeev Gulati, Executive Vice President & CFO and Mr. Rajesh Kumar Modi, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to apply with National Depository Securities Limited and Central Depository Services (India) Limited for necessary corporate action for extinguishment of equity shares bought back in dematerialized form.

(b) Resolution passed on December 09, 2016

“**RESOLVED THAT** pursuant to the authority of the Board granted in its meeting held on October 12, 2016 and subject to the approval of the shareholders of the Company accorded to the Board through the resolution passed through postal ballot, the Board be and hereby approves December 23, 2016 as the ‘Record Date’ for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback Offer and the shareholders to whom the Letter of Offer and Tender Offer form will be delivered in relation to the Buyback.

RESOLVED FURTHER THAT pursuant to the authority of the Board granted in its meeting held on October 12, 2016 and subject to the approval of the shareholders of the Company accorded to the Board through the resolution passed through postal ballot, the Board be and hereby decides to Buyback up to 56,60,000 equity shares of face value Rs. 10 each fully paid up at a price of Rs. 265 (the “Buyback Price”) aggregating up to Rs. 1,49,99,00,000 (the “Buyback Size”) from the shareholders whose name appears on the register of members of the Company as on the Record Date.

RESOLVED FURTHER THAT the Buyback Size represents 24.77% of the networth of the Company as on March 31, 2016 and the maximum number of shares to be bought back represent 14.62% of the number of equity shares outstanding as on March 31, 2016.

RESOLVED FURTHER THAT Mr. Upinder Zutshi, Managing Director and CEO, Mr. Ajai Kumar Agrawal, Director, Mr. Sanjeev Gulati, Executive Vice President & CFO and Mr. Rajesh Kumar Modi, Company Secretary & Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution including all activities involved in the Buyback Process.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of the Regulation 8(1) of the SEBI Buyback Regulations, the Company has made a Public Announcement for the Buyback of Equity Shares which was published on December 13, 2016 in all editions of (i) Business Standard, an English national daily newspaper; and (ii) Business Standard, a Hindi national daily newspaper, both with wide circulation within two working days from the date of passing of the resolution by the shareholders i.e. December 09, 2016 for the Buyback.

A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in.

6. DETAILS OF THE BUYBACK OFFER

6.1 The Board of Directors of the Company, at its meeting held on August 24, 2016 had, subject to the approval of the Members of the Company by way of special resolution and approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved a buyback of upto an aggregate amount not exceeding Rs. 1,50,00,00,000 (representing 24.77% of the Paid up share capital and free reserves as on March 31, 2016) at a price not exceeding Rs. 250/- per equity share from the existing Members / Shareholders holding equity shares of the Company on a proportionate basis through the “Tender Offer” route as prescribed under the SEBI Buyback Regulations read with SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and in accordance with the Act & the Rules made thereunder (the “**Previous Proposed Buyback**”). The consent of the shareholders was received by way of Special Resolution for the said buyback on the terms mentioned above by means of Postal Ballot, the results of which were declared on October 08, 2016.

However, with an objective to maximize returns to investors, to reduce total number of shares and enhance overall shareholders value by returning cash to shareholders in an efficient and investor friendly manner, the Board at its meeting held on October 12, 2016 (the “**Board Meeting**”), withdrew the previous buyback approved by the members on October 08, 2016 and approved, subject to the approval of the regulatory authorities, Companies Act, 2013, the SEBI Buyback Regulations and such applicable Acts or Rules including amendments, if any, Buyback of Equity Shares of the Company and sought approval of its shareholders, by way of Special Resolution, through Postal Ballot Notice dated November 02, 2016, the results of which were announced on December 09, 2016. Through the postal ballot, the shareholders of the Company have approved the Buyback (the “**Buyback**”) of Equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each from all the existing shareholders / Beneficial Owners of the Equity Shares of the Company as on the Record date through “**Tender Offer**” process on a proportionate basis, at a price not exceeding Rs. 270/- (Rupees Two Hundred Seventy only) per paid-up equity share (the “**Maximum Buyback Price**”) each, payable in cash, for an aggregate amount of not exceeding Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores only) (being the “**Maximum Buyback offer Size**”) (representing 24.77% of the Paid-up share Capital and Free Reserves of the Company as per the Audited Annual Accounts for the Financial year ended March 31, 2016).

6.2 Pursuant to the Shareholders approval, the Board in its meeting held on December 09, 2016 have determined the final Buyback Price of Rs. 265/- (Rupees Two Hundred Sixty Five Only) (the “**Buyback Price**”) and the final amount for Buyback to be Rs. 1,49,99,00,000 (Rupees One Hundred Forty Nine Crore Ninety Nine Lakhs Only) (the “**Buyback Size**”) excluding transaction cost, viz., brokerage, applicable taxes such as Securities Transaction Tax, Service Tax, Stamp duty, etc., cost for the intermediaries appointed and other incidental costs. With the Buyback price of Rs. 265/- (Rupees Two Hundred Sixty Five Only) and Buyback Size of Rs. 1,49,99,00,000 (Rupees One Hundred Forty Nine Crore Ninety Nine Lakhs Only), the total number of shares to be bought back in the Buyback shall be 56,60,000 (Fifty Six Lakh Sixty Thousand) Equity Shares, representing 14.62% of the total issued and paid-up equity capital of the Company as on March 31, 2016.

6.3 The Buyback shall be undertaken on a proportionate basis from the Shareholders as on December 23, 2016 (the “**Record Date**”) through the Tender Offer route prescribed under Regulation 4(1)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICY CELL/1/2015 dated April 13, 2015 (the “**SEBI Circular**”).

6.4 In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoter and the Promoter Group of the Company has the option to participate in the Buyback. In this regard, The Promoter, Mr. Sanjay Govil and the Promoter Group entities, M C Data Systems Private Limited, Infinite Technologies LLC and IT Thinkers LLC vide their individual letters dated October 12, 2016 and Mahiavik LLC vide its letter dated October 28, 2016 have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Section 9 of this Draft Letter of Offer.

- 6.5 The Buyback is in accordance with the provisions contained in the Article 35 of the Articles of Association of the Company, Section 68, 69, 70, 110 and 179 and all other applicable provisions, if any of the Companies Act 2013, Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, the Companies (Management and Administration) Rules, 2014 and the provisions of the SEBI Buyback Regulations to the extent applicable. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of SEBI, NSE and BSE, wherever applicable.
- 6.6 The aggregate Paid-up equity capital and Free Reserves of the Company as on March 31, 2016 was Rs. 605.55 crores (Rupees Six Hundred Five Crores and Fifty Five Lakhs Only) and under the provisions of the Act, the funds deployed for Buyback shall not exceed 25% of the Paid-up capital and Free Reserves of the Company under shareholder approval route. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 151.39 crores (Rupees One Hundred Fifty One Crores and Thirty Nine Lakhs Only). The aggregate amount proposed to be utilised for the Buyback is Rs. 1,49,99,00,000 (Rupees One Hundred Forty Nine Crore Ninety Nine Lakhs Only) excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., cost for the intermediaries appointed and other incidental costs, which is within the maximum amount as aforesaid.
- 6.7 Further, under the Act, the number of equity shares that can be bought back during the Financial Year shall not exceed 25% of the Paid-up equity shares of the Company. Accordingly, the number of equity shares that can be bought back during the Financial Year cannot exceed 9,676,614 equity shares being 25% of 38,706,459 equity shares of face value of Rs. 10/- each. Since the Company proposes to Buyback up to 56,60,000 Equity Shares, the same is within the aforesaid limit.
- 6.8 The Buyback Price of Rs. 265/- represents (a) a premium of approx. 13.54% and 13.56% over the closing prices on the BSE and NSE respectively on October 07, 2016, being the working day immediately preceding the date on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; (b) a premium of approx. 18.58% and 18.81% over the volume weighted average price of the Equity Shares on the BSE and NSE respectively during the 60 working days preceding October 08, 2016, being the day on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and (c) a premium of approx. 32.20% and 32.57% over the closing prices on the BSE and NSE respectively on August 19, 2016, being the working day immediately preceding the date on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the Previous Proposed Buyback was considered.
- 6.9 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter Group in the Company may increase or decrease from the existing shareholding of the total equity capital and voting rights of the Company. The Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the Promoter Group will not result in any change in control over the Company. The Promoter Group has given an undertaking that if, as a result of Buyback offer, the public shareholding of the Company falls below 25% of the total Paid up Share Capital of the Company, the Promoter Group will reduce their shareholding in such manner and in compliance with the second proviso to the Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 19A of the Securities Contracts (Regulations) Rules 1957 and SEBI circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015 so that the minimum public shareholding remains at or above 25%.
- 6.10 Details of shareholding of the Promoters of the Company
- 6.10.1 The aggregate shareholding of the Promoter and the Promoter Group of the Company as on the date of publication of the Public Announcement i.e. December 13, 2016, is as follows:

Sr. No.	Name of the Shareholder	No. of Equity shares held	No. of Equity Shares in Demat Form	Percentage of Equity Share Capital
1.	Sanjay Govil	8,100	8,100	0.02
2.	M C Data Systems Private Limited	14,10,439	14,10,439	3.64
3.	IT Thinkers LLC	17,36,159	17,36,159	4.49
4.	Infinite Technologies LLC	2,13,72,136	2,13,72,136	55.22
5.	Mahiavik LLC	44,51,200	44,51,200	11.50
	Total	2,89,78,034	2,89,78,034	74.87

- 6.10.2 No shares were either purchased or sold by the Promoter and Promoter Group, during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buyback was approved, i.e. October 12, 2016 till the date of Postal Ballot Notice, i.e. November 02, 2016, except for an inter-se transfer amongst the Promoter Group as under:

Date of Transaction	Name of Seller	Name of Buyer	Nature of Transaction	Number of Shares	Consideration
28/10/2016	Infinite Technologies LLC	Mahiavik LLC	Inter-se Promoter Group Transfer (Off Market)	44,51,200	Gift

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken by the Company in accordance with Article 35 of the Articles of Association of the Company, the provisions of section 68, 69, 70 and other applicable provisions of the Companies Act, the Rules thereunder and the SEBI Buyback Regulations. The Buyback is subject to such other approvals and permissions, as may be required from statutory, regulatory or governmental authorities under applicable law.

The Board at its meeting dated October 12, 2016, passed a resolution approving the Buyback of Equity Shares of the Company and sought approval of its Shareholders, by a special resolution, through a notice dated November 02, 2016. The Shareholders of the Company have approved the Buyback by way of a special resolution passed through postal ballot on December 09, 2016.

8. NECESSITY OF THE BUYBACK

Buyback is the purchase of its own Equity Shares by the Company. The objective is to maximize returns to investors, to reduce total number of shares and enhance overall shareholders value by returning cash to shareholders in an efficient and investor friendly manner. The Board of Directors of the Company at its meeting held on October 12, 2016 considered the accumulated Free Reserves as well as cash liquidity reflected in the audited accounts for the Financial Year ended March 31, 2016 and decided to allocate a sum of Rs. 1,50,00,00,000 (Rupees One Hundred Fifty Crores only) for returning to the members holding Equity shares through Buyback.

After considering several factors and benefits to the Members holding equity shares of the Company, the Board in its meeting held on December 09, 2016 decided to undertake buyback of equity shares for a total amount not exceeding Rs. 1,49,99,00,000 (which is 24.77% of the total Paid up share capital and FreeReserves as per the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016) excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

The Company's management strives to increase Shareholder's value and the Buyback would result in, amongst other things:

- (a) The Buyback 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 long term increase in shareholders' value;
- (b) The Buyback will help the Company to distribute surplus cash to its Members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Members;
- (c) The Buyback, which is being implemented through the Tender Offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of 15% of the outlay to Small Shareholders. The Company believes that this reservation of 15% for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder"; and
- (d) The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment.

9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 9.1 The Buyback is not likely to cause any material impact on the earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. The Buyback will optimize returns to the shareholders and enhance overall shareholders value. The Buyback is not expected to impact growth opportunities for the Company.
- 9.2 In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoter Group has the option to participate in the Buyback. In this regard, the Promoter, Mr. Sanjay Govil and the Promoter Group entities, namely, M C Data Systems Private Limited, Infinite Technologies LLC and IT Thinkers LLC vide their individual letters dated October 12, 2016 and Mahiavik LLC vide its letter dated October 28, 2016 have informed the Company regarding their intention to participate in the Buyback and offer to collectively tender at least such number of Equity Shares which would be collectively equal to the proportionate entitlement of the Promoter Group out of the Equity Shares held by them as on the Record Date under the Buyback. In addition, the Promoter Group may also tender additional number of shares (as Promoter Group may decide subsequently, depending upon the publicly available information at the time of such decision making) in compliance with the SEBI Buyback Regulations. Further, the Promoter Group have also expressed their intention that in an event where any of the Promoter Group shareholders do not tender Equity Shares against its entitlement, in part or in full, the other Promoter Group shareholders may tender additional equity shares against the remaining entitlement of such Promoter Group shareholders who may not tender equity shares against their entitlement. Further, it is also clarified that such additional Equity Shares tendered will first be accepted against the entitlements of the other Promoter Group shareholders of the Company, to the extent that the other Promoter Group shareholders do not tender Equity Shares as part of their entitlement in the Buyback, and then, if any Equity Shares tendered by such Promoter Group shareholders are left to be bought back, the same shall be accepted in the manner specified in Regulation 9(7) of the SEBI Buyback Regulations.
- 9.3 The details of the date and price of acquisition of the Equity Shares that Promoter Group intends to tender are set out below:

- (i) Sanjay Govil

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
07/09/1999	Subscriber to Memorandum	100	10.00	10.00	Cash consideration
11/01/2006	Allotment	8,000	-	10.00	Bonus allotment

(ii) M C Data Systems Private Limited

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
16/11/2005	Allotment	6,000	10.00	10.00	Cash
11/01/2006	Allotment	4,80,000	-	10.00	Bonus allotment
05/01/2012	Purchase from open market	3,00,000	62.00	10.00	Cash
28/03/2012	Purchase from open market	3,900	77.01	10.00	Cash
21/05/2012	Purchase from open market	4,000	89.86	10.00	Cash
23/05/2012	Purchase from open market	10,000	90.31	10.00	Cash
24/05/2012	Purchase from open market	20,000	102.95	10.00	Cash
29/05/2012	Purchase from open market	20,000	100.90	10.00	Cash
19/06/2012	Purchase from open market	7,000	98.94	10.00	Cash
20/06/2012	Purchase from open market	2,000	100.75	10.00	Cash
21/06/2012	Purchase from open market	10,500	102.49	10.00	Cash
22/06/2012	Purchase from open market	10,000	105.33	10.00	Cash
25/06/2012	Purchase from open market	12,000	105.00	10.00	Cash
26/06/2012	Purchase from open market	12,000	107.17	10.00	Cash
27/06/2012	Purchase from open market	8,000	109.68	10.00	Cash
28/06/2012	Purchase from open market	950	110.26	10.00	Cash
29/06/2012	Purchase from open market	4,400	119.01	10.00	Cash
02/07/2012	Purchase from open market	2,000	119.62	10.00	Cash
03/07/2012	Purchase from open market	2,700	123.99	10.00	Cash
04/07/2012	Purchase from open market	2,000	121.73	10.00	Cash
05/07/2012	Purchase from open market	5,000	118.05	10.00	Cash
06/07/2012	Purchase from open market	5,500	116.57	10.00	Cash
09/07/2012	Purchase from open market	500	116.01	10.00	Cash
10/07/2012	Purchase from open market	18,500	117.94	10.00	Cash
11/07/2012	Purchase from open market	4,000	117.48	10.00	Cash
12/07/2012	Purchase from open market	4,900	114.80	10.00	Cash
13/07/2012	Purchase from open market	3,000	115.67	10.00	Cash
16/07/2012	Purchase from open market	1,000	119.84	10.00	Cash
17/07/2012	Purchase from open market	2,000	119.31	10.00	Cash
18/07/2012	Purchase from open market	7,000	116.15	10.00	Cash
19/07/2012	Purchase from open market	6,000	119.38	10.00	Cash
20/07/2012	Purchase from open market	6,500	119.66	10.00	Cash
23/07/2012	Purchase from open market	9,500	118.90	10.00	Cash
24/07/2012	Purchase from open market	10,400	117.95	10.00	Cash
26/07/2012	Purchase from open market	5,000	111.90	10.00	Cash
27/07/2012	Purchase from open market	5,000	108.85	10.00	Cash
17/08/2012	Purchase from open market	12,000	126.94	10.00	Cash
21/08/2012	Purchase from open market	8,946	123.12	10.00	Cash
22/08/2012	Purchase from open market	3,000	120.96	10.00	Cash
24/08/2012	Purchase from open market	3,000	119.43	10.00	Cash
27/08/2012	Purchase from open market	2,000	117.46	10.00	Cash
28/08/2012	Purchase from open market	2,000	117.06	10.00	Cash
30/08/2012	Purchase from open market	2,000	114.52	10.00	Cash
31/08/2012	Purchase from open market	2,000	115.80	10.00	Cash

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
03/09/2012	Purchase from open market	2,600	116.30	10.00	Cash
04/09/2012	Purchase from open market	2,000	115.82	10.00	Cash
05/09/2012	Purchase from open market	2,000	114.81	10.00	Cash
06/09/2012	Purchase from open market	2,000	115.48	10.00	Cash
14/09/2012	Purchase from open market	5,000	125.95	10.00	Cash
28/09/2012	Purchase from open market	7,000	134.74	10.00	Cash
04/10/2012	Purchase from open market	12,000	136.32	10.00	Cash
05/10/2012	Purchase from open market	1,000	135.00	10.00	Cash
10/10/2012	Purchase from open market	10,000	141.36	10.00	Cash
11/10/2012	Purchase from open market	5,000	144.61	10.00	Cash
12/10/2012	Purchase from open market	5,000	147.14	10.00	Cash
26/10/2012	Purchase from open market	40,000	157.01	10.00	Cash
26/12/2012	Purchase from open market	3,000	133.38	10.00	Cash
27/12/2012	Purchase from open market	2,500	131.46	10.00	Cash
01/01/2013	Purchase from open market	4,000	123.92	10.00	Cash
17/03/2015	Purchase from open market	2,61,143	227.70	10.00	Cash

(iii) IT Thinkers LLC

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
26/04/2005	Purchase (negotiated transaction)	25,100	10.00	10.00	Cash
11/01/2006	Allotment	17,11,059	-	10.00	Bonus allotment

(iv) Infinite Technologies LLC

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
30/03/2016	Inter se Promoter Group transfer (Off-market)	2,13,72,136	-	10.00	Gift

(v) Mahiavik LLC

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
28/10/2016	Inter se Promoter Group transfer (Off-market)	44,51,200	-	10.00	Gift

9.4 Consequent to the Buyback and based on the number of Shares bought back from the shareholders, the shareholding pattern of the Company would undergo a consequential change. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter Group in the Company may increase or decrease from the existing Shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from

all the Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter, post the Buyback may increase to [●] from 74.87% prior to the Buyback, and the aggregate shareholding of the public in the Company post Buyback may decrease to [●] from 25.13% prior to the Buyback. The Promoter Group has given an undertaking that if, as a result of Buyback offer, the public shareholding of the Company fall below 25% of the total Paid up Share Capital of the Company, the Promoter Group will reduce their shareholding in such manner and in compliance with the second proviso to the Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 19A of the Securities Contracts (Regulations) Rules 1957 and SEBI circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015 so that the minimum public shareholding remains at or above 25%.

- 9.5 The Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the Promoter Group will not result in any change in control over the Company.
- 9.6 The debt-equity ratio post the Buyback will be below the maximum allowable limit of 2:1 specified under the Act.
- 9.7 In compliance with regulation 19(1)(b) of SEBI Buyback Regulations, the Company shall not issue any equity shares or other equity securities (including by way of bonus) till the date of closure of the Buyback. The Company shall not raise further capital for a period of one year from the closure of the Buyback.
- 9.8 Salient financial parameters consequent to the Buyback based on the Audited Standalone Financial Statements as of March 31, 2016, of the Company are as under:

Ratios	Pre Buyback	Post Buyback
Net Worth (Rs. in crores) ^(a)	605.55	455.56
Return on Networth (%age) ^(b)	15.66%	20.81
Earnings Per Share (in Rs.) ^(c)		
- Basic	24.14	28.69
- Diluted	23.93	28.69
Book Value per Share (in Rs.) ^(d)	156.45	137.86
Price / Earnings multiple as per latest audited Financial Statements ^(e)	10.25	8.62
Total Debt / Equity Ratio ^(f)	0.0004	0.0006

Note:

- (a) Net worth is aggregate value of Paid up share capital and Free Reserves but excludes Capital Redemption Reserve
- (b) Return on Net Worth = Profit after tax / Net Worth
- (c) Earnings per Share = Profit after Tax / Average number of shares outstanding for the period.
Earnings per Share post Buyback is computed after reducing proposed buyback shares from average outstanding shares for the Year
- (d) Book value per Share = Net Worth / Number of shares at the end of the period
- (e) Price / Earnings multiple as per latest Audited Standalone Financial Statements = Market Value per Share / Basic Earnings per Share
Market Value has been taken as Rs. 247.35 (closing price on NSE as of December 13, 2016, i.e. the date of Public Announcement, for both pre and post buyback)
- (f) Total Debt / Equity Ratio = Total Debt / Net Worth

10. BASIS FOR CALCULATING BUYBACK PRICE

The Equity Shares of the Company are proposed to be bought back at a price of Rs. 265/- (Rupees Two Hundred Sixty Five Only) per Equity Share.

The Buyback Price has been arrived at after considering various factors, including, but not limited to the trends in the volume weighted average prices of the Equity Shares of the Company on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company

are listed, the net-worth of the Company, price earnings ratio and the possible impact of the Buyback on the key financial ratios of the Company.

The Buyback Price of Rs. 265/- represents (a) a premium of approx. 13.54% and 13.56% over the closing prices on the BSE and NSE respectively on October 07, 2016, being the working day immediately preceding the date on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; (b) a premium of approx. 18.58% and 18.81% over the volume weighted average price of the Equity Shares on the BSE and NSE respectively during the 60 working days preceding October 08, 2016, being the day on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and (c) a premium of approx. 32.20% and 32.57% over the closing prices on the BSE and NSE respectively on August 19, 2016, being the working day immediately preceding the date on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the Previous Proposed Buyback was considered.

The closing market price of the Equity Shares as on October 07, 2016, being the working day immediately preceding the date on which Company intimated Stock exchanges of the date of meeting of the Board of Directors wherein the proposal for the Buyback was considered was Rs. 233.40 on BSE and Rs. 233.35 on NSE.

The Buyback Price is a 69.39% premium over the Company's book value per Equity Share of the Company, on standalone basis, which as of March 31, 2016 was Rs. 156.45 per Equity Share.

The basic and diluted earnings per Equity Share of the Company, on standalone basis, pre Buyback was Rs. 24.14 and Rs. 23.93 per Equity Share, respectively, as on March 31, 2016 which is expected to increase to Rs. 28.69 per Equity Share, (assuming no dilutive equity shares exists), post Buyback assuming full acceptance under the Buyback Offer.

The Return on Networth, on standalone basis, of the Company was 15.66% as on March 31, 2016 which is expected to increase to 20.81% after the Buyback assuming full acceptance under the Buyback Offer.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be Rs. 1,49,99,00,000/- (Rupees One Hundred Forty Nine Crore Ninety Nine Lakhs Only)(excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc).
- 11.2 The Buyback shall be made out of the FreeReserves of the Company as at March 31, 2016 based on the Standalone Audited FinancialStatementsof the Company for the FinancialYear ended March 31, 2016. The Company shall transfer a sum equal to the nominal value of the Equity Shares so bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.
- 11.3 The funds for the Buyback will be sourced from internal accruals of the Company. The Company does not intend to raise any debt for the explicit purposes of the Buyback. Thus, borrowed funds will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business.
- 11.4 This Buyback is not likely to cause any material impact on the earnings of the Company, except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

In accordance with Regulation 10 of the SEBI Buyback Regulations, the Company has appointed Kotak Mahindra Bank Limited, having its registered office at 27 BKC, C-27, G Block, Bandra Kurla Complex,

Bandra (East), Mumbai - 400 051 as the Escrow Agent for the aforementioned Buyback. The Company, the Manager to the Offer and the Escrow Agent have entered into an Escrow Agreement dated December 09, 2016 pursuant to which the Escrow Account in the name and style “**Infinite Computer Solutions (India) Ltd- Buy Back-Escrow Account**” bearing account number 0312626073 has been opened with the Escrow Agent. The Company on December 12, 2016 has deposited Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) in the Escrow Account, in cash, constituting 1% of the total consideration payable by the Company under the Buyback, assuming full acceptance, before the opening of the offer in compliance with the provisions of Regulation 10(8) of the SEBI Buyback Regulations. The Manager has been empowered to operate the Escrow Account in accordance with the SEBI Buyback Regulations. Further, in compliance with the provisions of the Regulation 10(2) and Regulation 10(5) of the SEBI Buyback Regulations, the Company shall deposit an amount aggregating to atleast Rs. 1,48,49,00,000 (Rupees One Hundred Forty Eight Crore and Forty Nine Lakh Only), being equivalent to 99% of the Buyback Size, before the opening of the offer, as fixed deposits atleast 1 working day before the opening of the Buyback Offer or as specified under the SEBI Buyback Regulations from time to time. The lien on Fixed Deposit will be marked in the favor of SPA Capital Advisors Limited, Manager to the Offer.

The Company has adequate and firm financial resources to fulfill its obligations under the Buyback. G Srikumar (Mem. No. 071610), Partner, JRS & Co (Firm Registration No. 080855), Independent Chartered Accountant, vide their certificate dated December 12, 2016 have certified that the Company has adequate firm and financial resources to meet the financial obligations under buyback.

The company will, immediately after the date of closure of this Buyback offer, open a special account with Kotak Mahindra Bank Limited and deposit therein such sum as would together with 90% of the amount lying in the Escrow Account make up the entire sum due and payable as consideration for the Buyback. The Company may transfer the funds from the Escrow Account to the special account in accordance with the provisions of Regulation 11 of the Buy-back Regulations.

The Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- (a) As on the date of this Draft Letter of Offer, the Share Capital Structure of the Company is as follows:

Particulars	Amount (in Rs.)
Authorised Capital	
50,000,000 Equity Shares of Rs. 10/- each	500,000,000
Issued, Subscribed and Paid Up Capital *	
38,706,459 Equity Shares of Rs. 10/- each	387,064,590

* As on date the Company has 150,000 stock options outstanding under Key Executives Performance Option Plan, 2010.

- (b) Assuming full acceptance in the Buyback, the Share Capital Structure of the Company post Buyback would be as follows:

Particulars	Amount (in Rs.)
Authorised Capital	
50,000,000 Equity Shares of Rs. 10/- each	500,000,000
Issued, Subscribed and Paid Up Capital	
33,046,459 Equity Shares of Rs. 10/- each	330,464,590

Confirmations

1. The Company has not undertaken any Buyback of its Equity Shares in the last one Year from the date of the meeting of the Board in which the proposal for this Buyback was approved by the Board, i.e. October 12, 2016. The last buyback undertaken by the Company closed on August 22, 2015.
2. The Company's Equity Shares are fully Paid-up and there are no partly Paid-up Equity Shares with calls-in-arrears. Further, there are no outstanding compulsory or optionally convertible securities except 150,000 stock options outstanding under Key Executives Performance Option Plan, 2010.
3. The Company will not issue any Equity Shares including by way of bonus, from the date of Public Announcement till the date of closure of this Buyback in accordance with Regulation 19(1)(b) of the SEBI Buyback Regulations.
4. Further as on the date, there is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.

(c) The pre and post Buyback shareholding pattern of the Company is as follows:

Category of Shareholders	Pre Buyback Shareholding Pattern (as on September 30, 2016)		Post BuyBack Shareholding Pattern *	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	1,410,439	3.64	[●]	[●]
Foreign	27,567,595	71.22	[●]	[●]
Sub Total (A)	28,978,034	74.87	[●]	[●]
Public Shareholding				
Institutions				
Mutual Funds / UTI	-	-	[●]	[●]
Financial Institutions / Banks	30,674	0.08		
Venture Capital Funds	-	-		
Foreign Portfolio Investor	361,667	0.93		
Foreign Institutional Investors	1,113,352	2.88		
Non Institutions				
Bodies Corporate	799,684	2.07		
Individuals	5,636,812	14.56		
Others	1,786,236	4.61		
Sub Total (B)	9,728,425	25.13	[●]	[●]
Grand Total (A)+(B)	38,706,459	100.00	[●]	[●]

* Assuming response to the Buyback Offer to the fullest extent. However, the actual shareholding pattern post Buyback would depend upon the actual number of Equity shares bought back from each such shareholder.

- (d) The company has 26,861 shareholders as of September 30, 2016.
- (e) As per the provisions of the Act, the Company will not be allowed to issue fresh Equity Shares for a period of one year or such other period after the completion of the Buyback as may be amended by any statutory modification(s) or re-enactment of the Act or SEBI Buyback 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.
- (f) The aggregate shareholding of the Promoters, Promoter Group and Persons who are in control of the Company is 28,978,034 Equity Shares of face value Rs. 10 each representing 74.87% of the existing equity Paid up equity share capital of the Company. Assuming response to the Buyback to the fullest extent, the aggregate shareholding of the Promoters/Promoter Group and Persons who are in control of the Company, post Buyback will increase to [●]% of the post Buyback equity share capital of the Company.
- (g) The aggregate number of shares purchased or sold by the Promoter and Promoter Group during the period

of 12 months preceding the date of the Public Announcement; the maximum and minimum price at which purchases and sales referred to above were made along with the relevant dates are as under:

Date of Transaction	Name of Seller	Name of Buyer	Nature of Transaction	Number of Shares	Consideration
30/03/2016	Mahavi Holdbull Inc.	Infinite Technologies LLC	Inter-se Promoter Group Transfer (Off Market)	25,823,336	Gift
28/10/2016	Infinite Technologies LLC	Mahiavik LLC	Inter-se Promoter Group Transfer (Off Market)	44,51,200	Gift

Other than above, none of the Promoter and Promoter Group entity have purchased or sold any Shares during the period of 12 months preceding the date of the Public Announcement and from the date of the Public Announcement till the date of the Draft Letter of Offer.

14. BRIEF INFORMATION ABOUT THE COMPANY

14.1 HISTORY OF THE COMPANY

The company was incorporated as “Infinite Computer Solutions (India) Private Limited” on September 6, 1999 under the Companies Act, 1956. The status of the Company was subsequently changed to a public limited company, consequent to the shareholders’ approval accorded 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. The registered office of the Company is situated at 155, Somdutt Chambers II, 9 Bhikaji Cama Place, New Delhi - 110 066.

14.2 OVERVIEW OF THE BUSINESS

Infinite Computer Solutions (India) Limited provides technology based business process solutions, next-gen mobility solutions and product engineering services, specializing in the Healthcare, Banking & Finance, Telecommunications & Technology and Media & Publishing industries, including several leading Fortune 1000 companies. The solutions are build on proprietary industrial frameworks that significantly reduce work effort and cost while providing faster go-to-market speeds and nimble responses to market dynamics. The Company has over 4,700 employees with 18 locations worldwide and 7 global delivery centers. The Company have also been listed twice as NASSCOM’s top 20 IT Companies in India.

14.3 HISTORY OF THE EQUITY SHARE CAPITAL OF THE COMPANY

The details of changes in the share capital of the Company since incorporation as certified by the Company is as follows:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share capital (Rs.)
07/09/1999	300	10	10.00	Cash	300	3,000
25/03/2000	433,300	10	10.00	Cash	433,600	4,336,000
13/04/2004	20,538	10	10.00	Cash (Allotment under ESOP)	454,138	4,541,380
20/04/2004	4,818	10	5453.50	Cash	458,956	4,589,560
04/03/2005	(61,620)	10	NA	Buyback of equity shares	397,336	3,973,360

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share capital (Rs.)
16/11/2005	40,858	10	10.61	Conversion of convertible preference shares	438,194	4,381,940
16/11/2005	6,000	10	10.00	Cash	444,194	4,441,940
16/11/2005	12,457	10	10.00	Cash (Allotment under ESOP)	456,651	4,566,510
11/01/2006	36,532,080	10	Nil	Bonus	36,988,731	369,887,310
29/12/2006	875,624	10	15.00	Cash (Allotment under ESPS)	37,864,355	378,643,550
30/03/2007	91,667	10	15.00	Cash (Allotment under ESPS)	37,956,022	379,560,220
05/06/2007	38,304	10	15.00	Cash (Allotment under ESPS)	37,994,326	379,943,260
21/11/2007	43,957	10	15.00	Cash (Allotment under ESPS)	38,038,283	380,382,830
18/01/2008	32,500	10	15.00	Cash (Allotment under ESPS)	38,070,783	380,707,830
26/03/2008	27,500	10	15.00	Cash (Allotment under ESPS)	38,098,283	380,982,830
30/04/2008	125,760	10	15.00	Cash (Allotment under ESPS)	38,224,043	382,240,430
27/01/2010	5,735,952	10	165.00	Cash (Initial Public Offering)	43,959,995	439,599,950
06/05/2011 to 08/12/2011	(1,400,000)	10	NA	Buyback of equity shares	42,559,995	425,599,950
20/06/2013 to 05/06/2013	(2,411,036)	10	NA	Buyback of equity shares	40,148,959	401,489,590
07/07/2015 to 20/08/2015	(1,450,000)	10	NA	Buyback of equity shares	38,698,959	386,989,590
16/07/2014	7,500	10	74.50	Cash (Allotment under ESOP)	38,706,459	387,064,590

14.4 DETAILS OF THE BOARD OF DIRECTORS OF THE COMPANY

a. Details of the Board of Directors of the Company as on the date of the Public Announcement

Name and DIN of the Director	Designation	Qualifications	Date of Appointment / Reappointment	Directorships in Other Companies
Sanjay Govil DIN: 01141389	Chairman / Non Executive Promoter Director	MSc. (Electrical Engineering)	06/09/1999	Infinite Tech Ventures Limited
Upinder Zutshi DIN: 01734121	CEO & Managing Director	BE (Hons.)	17/01/2006	Infinite Techmind Limited Infinite Techdata Limited Infinite Tech Ventures Limited
Ajai Kumar Agrawal DIN: 00619358	Independent Director	B. Tech, MBA	25/04/2008	Nil

Name and DIN of the Director	Designation	Qualifications	Date of Appointment / Reappointment	Directorships in Other Companies
Ravindra Ramarao Turaga DIN: 01687662	Independent Director	CA	28/02/2008	Nil
Narendra Kumar Agrawal DIN: 02103551	Non Executive Non Independent Director	BE (Hons.)	06/03/2008	Infinite Infoworld Limited Infinite Infocity Limited Infinite Infopark Limited Infinite Techhub Limited Infinite Techworld Limited Infinite Techcity Limited Infinite Techsoft Limited Infinite Skytech Limited Infinite Thinksoft Limited
Ashok Kumar Garg DIN: 03504609	Independent Director	M. Tech	13/11/2014	Nil
Sadhana Dikshit DIN: 00204687	Independent Director	MA (Hons. English)	12/02/2015	Nil

b. Changes in the Board of Directors of the Company during the last three years

Name of the Director	Appointment / Resignation	Effective Date	Reasons
Ashok Kumar Garg	Appointment	November 13, 2014	To broadbase the Board
Sadhana Dikshit	Appointment	February 12, 2015	Appointment as woman director

The Buyback will not result in any benefit to any Director of the Company or to the Promoter Group of the Company except to the extent of their intention to participate in the Buyback, including Additional Shares tendered, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital post Buyback

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The salient financial information of the Company as extracted from the Audited Consolidated Financial Statements for the six months period ended September 30, 2016 and the last three financial years ended March 31, 2016, March 31, 2015 and March 31, 2014 are as given below:

Particulars	6 months ended September 30, 2016	Financial year ended		
		March 31, 2016	March 31, 2015	March 31, 2014
Equity Share Capital	387.06	387.06	401.56	404.43
Reserves and Surplus	9,361.89	8,731.67	7,513.11	6,358.61
Net worth*	9,748.95	9,118.73	7,914.67	6,763.04
Total Income	10,996.92	21,241.01	17,442.63	17,403.21
Profit before Depreciation, Interest and Tax	1,032.65	2,070.22	1,969.60	1,744.39
Interest	2.44	11.98	12.08	19.52
Depreciation	187.91	477.47	516.00	565.40
Profit before Tax	842.29	1,580.77	1,441.52	1,159.47
Tax	237.85	372.36	312.69	261.45
Profit After Tax	604.44	1,208.41	1,128.83	898.02

* Networth includes Capital Redemption Reserve also

Key Financial Ratios

Particulars Key financial ratios	6 months ended	Financial year ended		
	September 30, 2016 *	March 31, 2016	March 31, 2015	March 31, 2014
Earnings per Share (EPS)- Basic (Rs.) ⁽¹⁾	15.64	30.78	28.08	21.73
Earnings per Share (EPS)- Diluted (Rs.)	15.61	30.51	27.96	21.73
Book Value Per Share (Rs.) ⁽²⁾	251.87	235.59	197.10	167.22
Return on Networth (%) ⁽³⁾	6.35	13.25	14.26	13.28
Debt Equity Ratio ⁽⁴⁾	0.081	0.076	0.075	0.092

* Not annualised

Note: Below are the formulae used for computation of the above ratios:

(1) Earnings per Share = Profit After Tax/ Average Number of Shares outstanding for the period

(2) Book value per Share = Net Worth (excluding Revaluation Reserves)/ Number of Shares at the end of the period

(3) Return on Net Worth = Profit After Tax/ Net Worth (excluding revaluation reserves)

(4) Debt-Equity Ratio = Total Debt/ Net Worth (excluding revaluation reserves)

- 15.2 The salient financial information of the Company as extracted from the Audited Standalone Financial Statements for the six months period ended September 30, 2016 and the last three financial years ended March 31, 2016, March 31, 2015 and March 31, 2014 are as given below:

(Rs. In Millions)

Particulars	6 months ended	Financial year ended		
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014
Equity Share Capital	387.06	387.06	401.56	404.43
Reserves and Surplus	6,183.96	5,722.14	5,046.53	4,127.19
Net worth*	6,571.03	6,109.20	5,448.09	4,531.62
Total Income	1,861.08	4,425.68	4,311.60	3,720.38
Profit before Depreciation, Interest and Tax	678.40	1,296.70	1,408.53	787.42
Interest	0.61	1.16	0.83	0.05
Depreciation	70.16	157.63	149.66	129.48
Profit before Tax	607.63	1,137.91	1,258.03	657.89
Tax	150.48	189.95	222.53	78.46
Profit After Tax	457.15	947.96	1,035.51	579.43

* Networth includes Capital Redemption Reserve also

Key Financial Ratios

Particulars Key financial ratios	6 months ended	Financial year ended		
	September 30, 2016 *	March 31, 2016	March 31, 2015	March 31, 2014
Earnings per Share (EPS)- Basic (Rs.) ⁽¹⁾	11.81	24.14	25.76	14.02
Earnings per Share (EPS)- Diluted (Rs.)	11.79	23.93	25.64	14.02
Book Value Per Share (Rs.) ⁽²⁾	169.77	157.83	135.67	112.05
Return on Networth (%) ⁽³⁾	6.96	15.52	19.01	12.79
Debt Equity Ratio ⁽⁴⁾	0.0004	0.0004	0.0007	0.0002

* Not annualised

Note: Below are the formulae used for computation of the above ratios:

(1) Earnings per Share = Profit After Tax/ Average Number of Shares outstanding for the period

(2) Book value per Share = Net Worth (excluding Revaluation Reserves)/ Number of Shares at the end of the period

(3) Return on Net Worth = Profit After Tax/ Net Worth (excluding revaluation reserves)

(4) Debt-Equity Ratio = Total Debt/ Net Worth (excluding revaluation reserves)

15.3 The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014.

16. STOCK MARKET DATA

16.1 The Equity Shares of the Company are currently listed and traded on NSE and BSE.

16.2 The closing market price of the Equity Shares as on October 07, 2016, being the working day immediately preceding the date on which Company intimated Stock exchanges of the date of meeting of the Board of Directors wherein the proposal for the Buyback was considered was Rs. 233.40 on BSE and Rs. 233.35 on NSE.

16.3 The closing market price of the Equity Shares as on October 13, 2016, being the working day immediately after the date on which the Board of Directors approved the proposal for the Buyback was Rs. 248.90 on BSE and Rs. 249.05 on NSE.

16.4 The high, low, average market price and total volume of Equity Shares traded in the last three Years (April to March periods) and the monthly high, low, average market price and total volume of Equity Shares traded for the six months preceding the month in which Public Announcement given on NSE & BSE are set out below:

16.4.1 NSE

Period	High			Low			Weighted Average Price	Total Traded Quantity in the Period	Total Traded Value (Rs. Lakhs) in the Period
	Price (Rs.)	Date	No. of shares traded	Price (Rs.)	Date	No. of shares traded			
FY 2016	322.70	13.04.2015	940590	122.20	10.06.2015	322938	213.65	3,16,81,866	67,686.79
FY 2015	259.90	18.03.2015	1288073	117.00	16.05.2014	79862	193.46	3,00,59,492	58,152.52
FY 2014	169.80	20.01.2014	1010036	76.05	25.06.2013	20858	125.22	1,77,56,226	22,233.84
November 2016	245.50	01.11.2016	22060	230.05	22.11.2016	25267	237.48	3,71,890	883.16
October 2016	249.80	14.10.2016	86086	228.15	03.10.2016	46907	238.58	8,05,550	1,921.88
September 2016	234.00	21.09.2016	71003	220.50	12.09.2016	19471	227.36	4,39,977	1,000.31
August 2016	238.20	26.08.2016	78168	188.50	17.08.2016	11939	222.41	9,93,247	2,209.06
July 2016	213.50	04.07.2016	10974	202.25	08.07.2016	13163	207.28	2,26,798	470.10
June 2016	221.75	07.06.2016	25382	194.30	24.06.2016	33638	209.63	4,16,295	872.66

Source: www.nseindia.com

16.4.2 BSE

Period	High			Low			Weighted Average Price	Total Traded Quantity in the Period	Total Traded Value (Rs. Lakhs) in the Period
	Price (Rs.)	Date	No. of shares traded	Price (Rs.)	Date	No. of shares traded			
FY 2016	323.00	13.04.2015	281627	122.50	10.06.2015	103769	213.78	92,64,336	19,805.38
FY 2015	259.60	18.03.2015	364305	116.50	16.05.2014	53938	191.48	1,04,76,585	20,060.95
FY 2014	169.70	20.01.2014	294596	76.30	25.06.2013	6228	121.25	64,33,427	7,800.35
November 2016	245.95	01.11.2016	3358	228.10	09.11.2016	19997	238.04	98595	234.69
October 2016	251.00	14.10.2016	22685	228.00	05.10.2016	9246	238.57	208636	497.74
September 2016	233.95	29.09.2016	14053	221.30	14.09.2016	8563	227.53	154260	227.53

Period	High			Low			Weighted Average Price	Total Traded Quantity in the Period	Total Traded Value (Rs. Lakhs) in the Period
	Price (Rs.)	Date	No. of shares traded	Price (Rs.)	Date	No. of shares traded			
2016									
August 2016	239.10	25.08.2016	157856	189.65	17.08.2016	6631	223.57	3,80,536	850.77
July 2016	215.00	22.07.2016	6338	199.10	08.07.2016	6316	207.20	92,218	191.08
June 2016	221.85	07.06.2016	13079	196.30	21.06.2016	13238	211.59	1,06,052	224.39

Source: www.bseindia.com

For the purpose of aforesaid tables:

- Year is a financial year ending on March 31.
- 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

17. DETAILS OF STATUTORY APPROVALS

- 17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, the SEBI Buyback Regulations, SEBI and/or such other applicable rules and regulations in force.
- 17.2 Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender equity shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholder in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholder in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. The Company will make due compliances of applicable rules and regulations under FEMA Regulations.
- 17.3 As on date, there are no other statutory or regulatory approvals required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.
- 17.4 The Buyback has been approved by the Board of Directors in their meeting held on October 12, 2016 and by the Shareholders through postal ballot, the results of which were declared on December 09, 2016.

18. DETAILS OF REGISTRAR AND SHARE TRANSFER AGENT TO THE BUYBACK OFFER

Eligible Persons who wish to tender their Equity Shares in the Buyback Offer can either send it by registered post/courier or hand deliver the Tender Form and TRS generated by the Exchange Bidding System along with all the relevant documents to the Registrar to the Buyback, super scribing the envelope as “**Infinite Computer Solutions (India) Limited - Buyback 2016**”.

In case of query, the shareholders may contact the registrar during working hours i.e. 10 am and 5 pm all working days except Saturday, Sunday and public holidays.

The Company has appointed the following as the Registrar to the Buyback:

Name	Bigshare Services Private Limited
Address	4-E/8, First Floor, Jhandewalan Ext New Delhi - 110055
Phone	Tel. No.: +911123522373
Fax	Fax No.: +911123522373
Contact Person	Y.K. Singhal
SEBI Registration No.	SEBI Regn. No.: INR000001385
Validity Period for SEBI Registration	Permanent

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

The Company proposes to Buyback up to 56,60,000 (Fifty Six Lakh Sixty Thousand Only) Equity Shares, representing 14.62% of the total issued and Paid-up equity capital of the Company, at a price of Rs. 265/- (Rupees Two Hundred Sixty Five Only) per Equity Share payable in cash for an amount aggregating up to Rs. 1,49,99,00,000/- (Rupees One Hundred Forty Nine Crore Ninety Nine Lakhs Only) excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc, being up to 24.77% of the fully Paid-up equity capital and Free Reserves of the Company for the Financial Year ended March 31, 2016, from the Eligible Shareholders on a proportionate basis through Tender Offer in accordance with the provisions of the Act, the Rules thereunder and the SEBI Regulations. The Shareholders approved the Buy- back, by way of a special resolution, through postal ballot, the results of which were announced on December 09, 2016. The Buyback is subject to receipt of any approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

The aggregate shareholding of the Promoter Group as on the Record Date is 28,978,034 Equity Shares which represents 74.87% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer, the Promoters of the Company have the option to participate in the Buyback. The Promoter, Mr. Sanjay Govil and the Promoter Group entities, namely, M C Data Systems Private Limited, Infinite Technologies LLC and IT Thinkers LLC vide their individual letters dated October 12, 2016 and Mahiavik LLC vide its letter dated October 28, 2016 have informed the Company regarding their intention to participate in the Buyback and offer to collectively tender at least such number of Equity Shares which would be collectively equal to the proportionate entitlement of the Promoter Group out of the Equity Shares held by them as on the Record Date under the Buyback. In addition, the Promoter Group may also tender additional number of shares (as Promoter Group may decide subsequently, depending upon the publicly available information at the time of such decision making) in compliance with the SEBI Buyback Regulations. Further, in an event where any of the Promoter Group shareholders do not tender Equity Shares against its entitlement, in part or in full, the other Promoter Group shareholders may tender additional equity shares against the remaining entitlement of such Promoter Group shareholders who may not tender equity shares against their entitlement. Further, it is also clarified that such additional Equity Shares tendered will first be accepted against the entitlements of the other Promoter Group shareholders of the Company, to the extent that the other Promoter Group shareholders do not tender Equity Shares as part of their entitlement in the Buyback, and then, if any Equity Shares tendered by such Promoter Group shareholders are left to be bought back, the same shall be accepted in the manner specified in Regulation 9(7) of the SEBI Buyback Regulations.

Assuming response to Buyback is to the extent of 100% (full acceptance) from all Shareholders up to their Buyback Entitlement, the aggregate Shareholding of the promoters, post Buyback may increase to [●]% from [●]%. Also if none of the public shareholders participate and only the Promoters participate to the extent of their Buyback Entitlement, their shareholding will reduce to [●]%.

Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:

The Board had fixed December 23, 2016 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Shareholders, who are eligible to participate in the Buyback Offer.

The Equity Shares proposed to be bought back by the Company shall be divided in two categories:

- (i) Reserved category for Small Shareholders (“Reserved Category”); and
- (ii) General Category for other Eligible Shareholders (“General Category”).

As defined in the SEBI Buyback Regulations, a “Small Shareholder” is a Shareholder who holds Equity Shares having market value, on the basis of closing price of shares on the recognized stock exchange in which the highest trading volume in respect of such shares, as on Record Date is not more than Rs. 200,000/- (Rupees Two Lakhs Only).

As on the Record Date, the closing price on [●], having the highest trading volume was Rs. [●] per Equity Share, accordingly all Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback Offer.

Based on the above definition, there are [●] Small Shareholders with aggregate shareholding of [●] Shares, as on the Record Date, which constitutes [●] of the outstanding Paid up equity share capital of the Company and [●] of the number of Equity Shares which are proposed to be bought back as part of this Buyback.

In compliance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders, will be [●] Equity Shares (“**Reserved Portion**”) which is higher of:

- i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback, being [●] Equity Shares; or
- ii. The number of Equity Shares entitled as per their shareholding as on Record Date, being [i.e. ([●]/[●]x[●])] which works out to be [●] Equity Shares.

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoter also intends to offer Equity Shares held by them in the Buyback.

Since the cumulative number of Equity Shares held by all Small Shareholders as on Record Date is [●], which is less than the [●] (higher of (i) and (ii) above), the Reserved Portion for Small Shareholders will be [●] Equity Shares. Accordingly, General Category for all other Equity Shareholders shall consist of [●] Equity Shares (the “**General Portion**”).

Based on the above, the Buyback Entitlement ratio for both categories is decided as below:

Category of Shareholders	Ratio of Buyback
Reserved category for Small Shareholders	[●] Equity Shares for every [●] Equity Shares held on the Record Date
General category for all other Eligible Shareholders	[●] Equity Shares for every [●] Equity Shares held on the Record Date

Fractional Entitlements

If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders

Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- b) Post the Acceptance as described above, in case there are any Equity Shares left to be bought back from Small Shareholders in Reserved Category, the Small Shareholders who were entitled to tender Zero Equity Shares (on account of ignoring the fractional entitlement) and have tendered Additional Equity Shares as a part of the Buyback shall be given preference and one Equity Share each from the Additional Equity Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the Acceptance as described above, in case, there are Equity Shares left to be bought back in the Reserved category and there are any validly tendered unaccepted Equity Shares in the Reserved Category (“**Reserved Category Additional Shares**”), the Reserved Category Additional Shares shall be accepted in a proportionate manner and the Acceptance shall be made in accordance with the SEBI Buyback Regulations, i.e. valid Acceptance per Shareholder shall be equal to the Reserved Category Additional Shares by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with the clause above, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

- i. For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- ii. For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

- a. Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b. Post the Acceptance as described above, in case there are any Equity Shares left to be bought back in the General Category, and there are validly tendered Additional Shares in the General Category (“the **General Category Additional Shares**”), the General Category Additional Shares shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per shareholder shall be made in accordance with the SEBI Buyback Regulations, i.e. valid Acceptance per shareholder shall

be equal to the General Category Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares remaining to be Accepted in General Category.

Adjustment for fractional results in case of proportionate acceptance as described above:

- i. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares between Categories

- a) In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under the section entitled “*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*” is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Regulations, be accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.
- b) In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under the section entitled “*Basis of Acceptance of Equity Shares validly tendered in the General Category*” is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid Acceptance per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.
- c) In case there is any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Share before Acceptance as mentioned above in this paragraph, out of the Shares left to be bought back in the General Category, provided no Acceptance could take place from such Shareholder in accordance with the section entitled “*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*”.

Adjustment for fractional results in case of proportionate acceptance as described above:

- i. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Miscellaneous

For avoidance of doubt, it is clarified that, in accordance with the clauses above:

- (a) **Equity Shares accepted under the Buyback from each Eligible Shareholder, shall be lower of the following:**
 - **the number of Equity Shares tendered by the respective Shareholder or**

- **the number of Equity Shares held by the respective Shareholder, as on the Record Date**
- (b) Equity Shares tendered by any Shareholder over and above the number of Equity Shares held by such Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.**

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- I. The Buyback is open to all Equity Shareholders / beneficial owners of the Company holding Equity Shares either in physical and/or dematerialized form on the Record Date.
- II. The Company proposes to affect the Buyback through Tender Offer, on a proportionate basis. This Draft Letter of Offer, outlining the terms of the Buyback Offer as well as the detailed disclosures as specified in the SEBI Buyback Regulations, will be mailed to Equity Shareholders of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.
- III. The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- IV. The Company shall comply with Regulation 19(5) of the SEBI Buyback Regulations which states that the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- V. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.
- VI. The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- VII. As disclosed in the section entitled “Process and Methodology for the Buyback” on page 27, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories; (a) Reserved Category for Small Shareholders; and (b) the General Category for other Eligible Shareholder, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- VIII. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
- IX. Shareholders’ participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in this Draft Letter of Offer.
- X. The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.

- XI. The Buyback shall be implemented by the Company using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI circular and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.

In case of non-receipt of this Draft Letter of Offer:

- a) **In case the Equity Shares are in dematerialised form:** An Eligible Shareholder may participate in the Buyback Offer by downloading the Tender Form from the website of the Company i.e. www.infinite.com or by providing their application in writing on plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- b) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buyback Offer by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback Offer and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Shareholders’ PAN card(s) and executed share transfer form in favour of the Company. The transfer form SH-4 can be downloaded from the Company’s website www.infinite.com. Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the RTA not later than 2 (two) days from the Buyback Closing Date i.e. [●], 2016 (by 5 PM). If the signature(s) of the Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Buyback Offer.

The non-receipt of the Draft Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the same to participate in the Buyback, shall not invalidate the offer to any person who is eligible to receive this offer under the Buyback.

- XII. Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by BSE before the Closing Date.
- XIII. The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the “plain paper” option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.
- XIV. The Acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Shareholders of the Company. The Company does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.
- XV. For implementation of the Buyback, the Company has appointed SPA Securities Limited as the registered broker to the Company the “**Company’s Broker**” through whom the purchases and settlements in respect of the Buyback would be made by the Company. The details of the Company’s Broker are as follows:



SPA Securities Limited
25, C-Block, Community Centre
Janak Puri, New Delhi - 110 058
Tel: +91 11 4567 5500
Fax: +91 11 2553 2644

- XVI. BSE has been appointed as the Designated Stock Exchange to provide a separate Acquisition Window to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be as specified by the BSE from time to time.
- XVII. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity shares will be placed by the shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company's Broker may also process the orders received from the Shareholders.
- XVIII. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- XIX. The cumulative quantity tendered shall be made available on BSE website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.
- XX. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- XXI. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:
- Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
 - The Shareholder Broker would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. ("**Clearing Corporation**") for the transfer of the Equity Shares to the Special Account of the Clearing Corporation before placing the bids/orders and the same shall be validated at the time of order entry.
 - The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation.
 - For Custodian Participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Date of closing of the Buyback Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
 - Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc.
 - Eligible Shareholders who have tendered their Equity Shares in the Buyback can hand deliver Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the Office of Registrar to the Buyback Offer. TRS will be generated by the respective Shareholder Broker. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the Office of Registrar to the Buyback Offer, may send the same by registered post/ speed post/ courier, at their own risk, superscribing the envelope as "**Infinite Computer Solutions (India) Limited - Buyback 2016**", to the Registrar to the Buyback Offer, so that the same are received not later than 2 (two) days from the Closing Date i.e. [●], 2016 (by 5 PM).

- Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - a) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - b) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
 - c) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Eligible Shareholders.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company.

XXII. Procedure to be followed by Shareholders holding Equity Shares in the Physical form:

- Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Shareholder Broker along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card (iv) The Tender Form (duly signed by all Equity Shareholders in case Equity Shares are in joint names) the same order in which they hold shares (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- Based on these documents, the concerned Shareholder Broker shall place the bid on behalf of Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- The Shareholder Broker/Shareholder has to deliver the original share certificate(s) & documents (as mentioned above) along with TRS either by hand delivery or through registered post or courier to RTA within 2 (two) days of bidding by Shareholder Broker at its own risk. The envelope should be super scribed as “**Infinite Computer Solutions (India) Limited - Buyback 2016**”.
- One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Shareholder Broker /Shareholder.
- Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents

submitted on a daily basis and till such time the BSE shall display such bids as ‘unconfirmed physical bids’. Once, RTA confirms the bids it will be treated as ‘Confirmed Bids’.

- In case any person has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback Offer before Closing Date.
- Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- In Case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Shareholder shall obtain and enclose a letter from its authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the non-resident Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Eligible Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
- If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.

XXIII. **Acceptance of orders**

The Registrar shall provide details of order Acceptance to Clearing Corporation of India Limited (the “**Clearing Corporation**”) within specified timelines.

XXIV. **Method of Settlement**

Upon finalization of the basis of Acceptance as per SEBI Buyback Regulations:

- a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- b. The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Shareholder Broker/ Custodian Participant will receive funds payout in their settlement bank account. The Shareholder Broker/ Custodian Participants would pay the consideration to their respective clients. The payment of consideration to all Shareholders validly participating in the Buyback will be made in Indian National Rupees.
- c. The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the “**Demat Escrow Account**”) provided it is indicated by the Company’s Broker or it will be transferred by the Company’s Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.
- d. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to the respective Shareholder Broker by Clearing Corporation as part of the exchange payout process, not later than [●], 2016. In case of Custodian Participant orders, excess demat Equity Shares or unaccepted demat Equity Shares, if any, will be returned to the respective Custodian Participant. The Shareholder Broker / Custodian Participants would return these unaccepted Equity Shares to their respective clients on whose behalf the bids have been placed.
- e. Equity Shares in physical form, to the extent tendered but not accepted, will be returned back to the Shareholders directly by RTA. The Company will issue a new single share certificate for all the unaccepted physical Equity Shares and return the same to the sole/ first Shareholder (in case of joint Shareholders). Share certificates in respect of unaccepted/ rejected Equity Shares and other documents, if any, will be sent

by Registered Post/ Speed Post at the Equity Shareholders' sole risk to the sole/ first Shareholder (in case of joint Equity Shareholders), at the address recorded with the Company, not later than [●], 2016.

- f. Every Shareholder Broker, who puts in a valid bid on behalf of an Eligible Shareholder, would issue a contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted demat Equity Shares to their respective clients. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

Equity Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Equity Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager and Company accepts no responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders

The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

XXV. Settlement of Funds/Payment Consideration

The settlements of fund obligation for dematerialised and physical Equity Shares shall be effected through existing settlement accounts of trading members. Funds shall be made to the settlement account of the trading members who have entered the sell order for Eligible Shareholders.

XXVI. Special Account opened with the Clearing Corporation

The details of transfer of the dematerialised Equity Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the Stock Exchange or Clearing Corporation.

XXVII. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:

- a. the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- b. if there is a name mismatch in the dematerialised account of the Shareholder.

For Eligible Shareholders holding Equity Shares in the physical form if:

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●], 2016 ([●]) by 5:00 p.m.;
- b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- d. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- e. In the event the signature in the Tender Form and Form SH 4 do not match as per the specimen signature recorded with Company or Registrar.

XXVIII. Non-resident shareholders

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares

are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the nonresident Shareholder from the appropriate account as specified by RBI in its approval. In case the nonresident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

Any Eligible Shareholder who tenders his / her / its Equity Shares in the Buyback offer shall be deemed to have declared, represented, warranted and agreed that he / she / it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

21. NOTE ON TAXATION

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

Given below is a broad summarization of the applicable sections of the IT Act relating to treatment of income-tax in case of Buyback of listed equity shares on the stock exchange, which is provided only as a guidance.

1. CLASSIFICATION OF SHARES AND SHAREHOLDERS

1.1. Based on the provisions of the IT Act, shares can be classified under the following two categories:

- Shares held as investment (Income from transfer taxable under the head “Capital Gains”)
- Shares held as stock-in-trade (Income from transfer taxable under the head “Profits and Gains from Business or Profession”) (reference Circular No 6/2016 dated 29th February, 2016)

1.2. Based on the provisions of the IT Act shareholders can be classified under the following categories:

1.2.1 Resident Shareholders being:

- Individuals, HUF, AOP and BOI
- Others

1.2.2 Non Resident Shareholders being:

- NRIs
- FIIs
- Others
- Company
- Other than Company

2. SHARES HELD AS INVESTMENT

2.1 For non-residents, taxability of capital gains would be subject to beneficial provisions of the applicable Double Taxation Avoidance Agreement (‘DTAA’).

2.2. The taxability as per the provisions of the Act is discussed below.

2.2.1 Nature of capital gains as per the provisions of the Act

As per the provisions of the Act, for the purpose of determining as to whether the capital gains are short-term or long-term in nature:

- Where a capital asset, being listed equity shares of the Company being bought back, is held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a

short-term capital asset, and the gains arising therefrom shall be taxable as short-term capital gains (STCG).

- Similarly, where listed equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long-term capital asset, and the gains arising therefrom shall be taxable as long-term capital gains (LTCG).

2.2.2 Capital gains on Buyback of shares are governed by the provisions of section 46A of the Act. As per the provisions of section 46A, Buyback of shares held as investment, would attract capital gains in the hands of shareholders as per provisions of section 48 of the Act, the difference between the cost of acquisition and the value of consideration received by the shareholders shall be deemed to be the capital gains in the Year in which such shares were purchased (i.e. Buyback, in this case) by the company.

Buyback of shares through a recognized stock exchange

2.3. Where transaction for transfer of such equity shares (i.e. Buyback, in this case) is entered into through a recognized stock exchange and such transaction is chargeable to Securities Transaction Tax (STT), the taxability is as under (for all categories of shareholders):

- LTCG arising from such transaction would be exempt under section 10(38) of the Act; and
- STCG arising from such transaction would be subject to tax @15% under section 111A of the Act.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG.

In addition to the above STCG tax, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:

- In case of foreign companies and FIIs: Surcharge @ 5% is leviable where the total income exceeds INR 10 crores and @ 2% where the total income exceeds INR 1 crore. Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.
- In case of other non-resident assesseees (i.e. other than foreign companies): Surcharge @ 12% is leviable where the total income exceeds INR 1 crore. Further, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.
- In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds INR 10 crores and @ 7% where the total income exceeds INR 1 crore is leviable in all cases. Further Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.
- In case of resident assesseees (i.e. other than domestic companies): Surcharge @ 12% is leviable where the total income exceeds INR 1 crore. Also, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable.
- All the above rates (especially for non-residents) are to be read subject to the provisions of Section 206AA of the Act.

3. SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the Shareholders of the Company, then the gains would be characterized as business income. In such a case, the provisions of section 46A of the Act would not apply.

3.2 Resident Shareholders

3.2.1 For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.

3.2.2 For a domestic company, gain arising from transfer of shares held as stock in trade will be chargeable under the head "Profit and gains of business or profession" as per the provision of Act. Surcharge, Education and Secondary Higher Education cess will be applicable as specified above in para 2.3

3.2.3 Non Resident Shareholders

3.2.3.1 For Non Residents, taxability of profits as business income would be subject to beneficial provisions of applicable DTAA.

3.2.3.2 Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates

- For foreign companies, profits would be taxed in India @ 40%
- For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%
- There is a separate chapter dealing with the taxability of FIIs

In addition to the above, in the case of foreign companies and FIIs, Surcharge @ 5% is leviable where the total income exceeds Rs.10 crores and @ 2% where the total income exceeds Rs. 1 crore. In all other cases, Surcharge @ 12% is leviable where the total income exceeds Rs. 1 crore. Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.

4. TAX DEDUCTION AT SOURCE

4.1 In case of Resident Shareholders

4.1.1 In absence of any specific provision under the Income Tax Act, the Company shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

4.2 In case of Non-resident Shareholders

4.2.1 Since the Buyback is through the stock exchange, the responsibility of discharge of the tax due on the gains, if any, is on the non-resident shareholder. Further, the non-resident shareholder shall keep the company indemnified against any tax liability arising on the Company as a result of any income earned on such Buyback of shares by the Company.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

5. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clauses (ix) and clause (x) of Part A of Schedule II to the SEBI Buyback Regulations

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback i.e. October 12, 2016:

- that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks
- immediately following the date of Board Meeting held on October 12, 2016 and the date of Letter of Offer, there will be no grounds on which the Company could be found unable to pay its debts
- as regards the Company's prospects for the Year immediately following the date of the Board Meeting and the date of this Letter of Offer, having regard to their 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 the view of the Board, 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 date of the Board Meeting approving the Buyback and within a period of one Year from the date of Letter of Offer, as the case may be
- In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on October 12, 2016.

For and on behalf of the Board of Directors of Company

Sd/-

**Name: Upinder Zutshi
Managing Director & CEO
DIN:01734121**

Sd/-

**Name: Ajai Kumar Agrawal
Director
DIN: 00619358**

23. AUDITORS CERTIFICATE

The text of the Report addressed by the Statutory Auditor dated October 12, 2016 received from M/s Amit Ray & Co., Chartered Accountants, Statutory Auditors of the Company, addressed to the Company is reproduced below:

Quote

To

The Board of Directors
Infinite Computer Solutions (India) Limited
155, Somdutt Chambers II,
9, Bhikaji Cama Place
New Delhi – 110003

Dear Sirs / Madam,

Subject: Report in terms of Clause (xi) of Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended

1. In connection with the proposed buyback by Infinite Computer Solutions (India) Limited (the “Company”), and as approved by its Board of Directors in their meeting held on October 12, 2016, to buyback its equity shares and in pursuance to the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended (the “Regulations”) based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:
 - (i) We have inquired into the state of affairs of the Company in relation to the audited Standalone Financial Statements for the period ended March 31, 2016.
 - (ii) The Board has proposed to buyback the Company’s equity shares up to an aggregate amount not exceeding Rs. 1,500/- Million (“Maximum Offer Size”) at a price not exceeding Rs. 270/- per equity share (“Maximum Buyback Price”). The amount of permissible capital payments towards buyback of equity shares has been properly determined in accordance with Section 68(2)(c) of the Act, as given below:

Particulars	Amount (Rs. in millions)
Paid up equity share capital as on March 31, 2016 (38,706,459 equity shares of face value Rs. 10 each)	387.06
Free reserves as on March 31, 2016	
- Securities Premium account	164.22
- General Reserves	322.38
- Profit & Loss account	5,181.88
Total	6,055.54
Maximum amount permissible under the Act / Buyback Regulations with Shareholders approval: 25% of the total Paid up equity share capital and free reserves, if the buyback is carried through tender offer route (in accordance with the Chapter III of the Buyback Regulations and Section 68(2)(c) of the Act)	1,513.88
Maximum amount permitted by Board Resolution dated October 12, 2016 approving the Buyback, subject to shareholders approval, based on the audited accounts for the year ended March 31, 2016	1,500.00

- (iii) The Board of Directors in their meeting held on October 12, 2016 have formed their opinion, as specified under Clause (x) of Part A of Schedule II of the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
2. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
 3. Compliance with the provisions of the Act and the Buyback Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our aforementioned statements, for the purpose of this report, we conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for special purposes issued by the Institute of Chartered Accountants of India.
 4. This report has been prepared for and only for the Company and is in reference to the propose Buyback of Equity Shares and should not be used, referred or distributed for any purpose without our prior written consent.
 5. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**For Amit Ray & Co.
Chartered Accountants**

**Sd/-
C V Savit Kumar Rao**
Partner (M. No. 70009)
ICAI FRN: 000483-C

Place: Bengaluru
Date: October 12, 2016

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Corporate Office of the company at: 157, EPIP Zone, Phase 2, Kundalahalli, Whitefield, Bangalore - 560066 between 10:00 a.m. and 5:00 p.m. on all working days (Monday to Friday) during the offer period except Saturday, Sunday and Public holidays:

1. Certificate of Incorporation of the Company
2. Memorandum and Articles of Association of the Company.
3. Annual report of the Company for the Financial Years 2016, 2015 and 2014.
4. Copy of resolution passed by the Board of Directors at their meeting held on October 12, 2016 and the resolution passed on December 09, 2016.
5. Certified true copy of the resolution along with Scrutinizer's Report of the Shareholders passed by way of postal ballot dated December 09, 2016.
6. Copy of report dated October 12, 2016 received from M/s Amit Ray & Co., the Statutory Auditors of the company, in terms of the SEBI Buyback Regulations.
7. Public Announcement dated December 09, 2016 published on December 13, 2016.
8. Copy of Escrow Agreement dated December 09, 2016 between the Company, Manager to the Buyback Offer and Escrow Agent.
9. Declaration of solvency and affidavit in form SH-9 dated November 14, 2016, as prescribed under section 68(6) of the Companies Act
10. SEBI letter no. [●] dated [●], 2016.

25. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

In case of any grievance relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit etc.) the investor can approach the Compliance Officer or Manager to the Buyback and/ or Registrar to the Buyback.

If the Company makes any default in complying with the provisions of Section 68 of the Act or Rules thereunder, or SEBI Buyback Regulations, the Company or any officer of the Company who is in default shall be punishable in accordance with the provisions of the Act and Regulations

(i) Details of the Compliance Officer

Name: Rajesh Kumar Modi
Designation: Company Secretary
Address: 157, EPIP Zone, Phase 2
Kundalahalli, Whitefield, Bangalore - 560066
Tel: +91-80-41930000
Fax: +91-80-41930009
Email:rajesh.modi@infinite.com

Investor may contact the Compliance Officer 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 Saturday, Sunday and Public holidays.

(i) Details of the Registrar of Companies

Registrar of Companies, NCT Delhi & Haryana
4th Floor, IFCI Tower
61 Nehru Place, New Delhi - 110 019.
Phone: +91 11 2623 5707 - 09

26. DETAILS OF INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK OFFER

In case of any query, the Eligible Shareholders may also contact the Registrar & Share Transfer Agent of the Company or the Compliance Officer/Investor relation team of the Company during working hours i.e. 10:00 a.m. to 5:00 p.m. on all working days at the following address except Saturday, Sunday and public holidays.

Name : Bigshare Services Private Limited
Address : 4E/ 8, Jhandewalan Ext. Koral Bagh, New Delhi - 110003
Tel. : +911123522373
Fax : +911123522373
E-mail : buyback_delhi@bigshareonline.com
Contact Person : Mr. Y.K Singhal
Website : www.bigshareonline.com

27. DETAILS OF THE MANAGER TO THE BUYBACK



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: infinite.buyback@spagroupindia.com
Website: www.spacapital.com
Contact Person: Ms. Anchal Lohia

28. DIRECTORS RESPONSIBILITY STATEMENT

As per Regulations 19(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Letter of Offer. This draft Letter of Offer is issued under the authority of the Board in terms of the resolution passed by the Board on December 09, 2016.

For and on behalf of the Board of Directors of
Infinite Computer Solutions (India) Limited

Upinder Zutshi
Managing Director & CEO

Ajai Kumar Agrawal
Director

Rajesh Kumar Modi
Company Secretary

Place: USA/ Bengaluru
Date: December 14, 2016