

Buhari Buildings, Second Floor, No. 3, Moores Road, Chennai - 600 006

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Info-Drive Software Limited will be held on Wednesday, the 2nd day of April, 2014, at 11.30 a.m., at The Mylapore Club, No.39, Luz Church Road, Mylapore, Chennai - 600 004, to transact the following business:

AGENDA

SPECIAL BUSINESS

1. To raise additional Capital not exceeding Rs. 100 Crores by way of QIP/Warrants/FCCB/FCEB/Private Placements/ADR/GDR.

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and any other applicable provisions of the Companies Act, 1956 and any applicable provisions of Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable laws, regulations, policies or guidelines, the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI TAKEOVER REGULATIONS"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and amendments thereto the regulations/guidelines, if any, prescribed by the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Securities and Exchange Board of India ("SEBI"), the Government of India ("GoI") and all other relevant statutory, governmental authorities or departments, institutions or bodies in this regard (collectively, the "Appropriate Authorities" and individually, the "Appropriate Authority") and the listing agreement entered into by the Company with the BSE Limited and the Madras Stock Exchange Limited (collectively, the "Stock Exchanges") and subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of them while granting such approvals, consents, sanctions and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), and subject to the approval of the shareholders, to create, offer, issue and allot, from time to time, in one or more tranches, through a public issue, private placement and / or any other nature of offerings as may be permitted under applicable laws, equity shares of the Company and/or any instrument convertible into equity shares, whether optionally or otherwise in the course of domestic and / or international offerings, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), Foreign Currency Exchangeable Bonds ("FCEBs"), securities with warrants including any instruments or securities representing either equity shares and/or convertible securities or securities linked to equity shares or equity shares/fully convertible debentures/partly convertible debentures or nonconvertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing, whether rupee denominated or denominated in one or more foreign currency, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad

(hereinafter referred as ("Issue of Securities / Securities")), including but not limited to Qualified Institutional Buyers ("QIBs") as defined under the ICDR Regulations, whether domestic investors / foreign investors through Qualified Institutions Placement ("QIP"), resident and / or permitted non-resident investors, whether institutions and/or incorporated bodies and/or individuals or otherwise and whether or not such investors are shareholders of the Company, foreign institutional investors and non-resident Indians, for an amount not exceeding Rs.100 Crores (Rupees Hundred Crores only) (the "Issue") through placement documents / offer document and / or prospectus and / or offer letter and / or offering circular, from time to time, in one or more combination, as may be deemed appropriate by the Board, such issue and allotment to be made at such time or times, in one or more tranches, at such price or prices, as may be decided by and deemed appropriate by the Board as per applicable laws including the discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency, as the Board may in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in case of issue of Securities by way of QIP as per Chapter VIII of SEBI ICDR Regulations 2009, as amended from time to time, shall fulfil the following requirements:

- 1) The "relevant date" for pricing of the Securities, will be in accordance with SEBI ICDR Regulations and in case of allotment of equity shares, will be the date of Board meeting in which the Board decides to open the proposed issue and in case of issue of convertible securities it will be the date of board meeting in which it decides to open the proposed issue of such convertible Securities;
- 2) The QIP shall be made at a price not less than the average of the weekly high and low of the closing prices, during the two weeks preceding the relevant date, of the equity shares of the same class quoted on the Stock Exchange in which the highest trading volume in such equity shares has been recorded during aforesaid period;
- 3) No allotment shall be made, either directly or indirectly to any Qualified Institutional Buyers ("QIB") who is a promoter or any person related to promoters; and
- 4) A minimum of 10% of the Securities to be issued and allotted pursuant to Chapter VIII of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIB.
- 5) The prices determined for qualified institutions placement shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:
 - a) makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
 - b) makes a rights issue of equity shares;
 - c) consolidates its outstanding equity shares into a smaller number of shares;
 - d) divides its outstanding equity shares including by way of stock split;
 - e) re-classifies any of its equity shares into other securities of the issuer;
 - f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT in case of issuance of FCCBs, the relevant date for determination of the issue price for the Securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as may be amended from time to time.

RESOLVED FURTHER THAT the pricing of the equity shares to be issued upon exchange of the warrants (issued simultaneously with non-convertible debentures), shall be in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations and as may be decided by the Board in its sole and absolute discretion.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Issue of Securities in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or proposed to be listed or that may in any other manner apply to such Securities or provided in the terms of their issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of new securities as may be required, including issue and allotment of equity shares upon conversion of any new securities or as may be necessary in accordance with the terms of the offer, all such equity shares rank pari passu inter-se and with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s) / MoUs /placement agreement(s)/subscription agreement(s)/any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorised representative(s), legal advisor(s) / counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorise any Director(s) or any Officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/ document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Securities.

RESOLVED FURTHER THAT the Board shall have all powers and authority to modify, reapply, redo, make necessary changes, approach and to do all requisite filings/resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other Appropriate Authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue and allotment of Securities, as aforesaid the Board or committee duly authorised by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient including fixing of record dates or book closure, deciding on the issue price, issue opening and closing dates and to settle any questions, difficulties or doubts that may arise in regard to any such offer, issue and allotment."

2. To Increase the Authorised Share Capital of the Company

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

"RESOLVED THAT the consent of the Members is accorded to the Board of Directors to increase the Share Capital from 7,00,00,000 (Seven Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs.70,00,00,000 (Rupees Seventy Crores only) to 10,00,00,000 (Ten Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs.100,00,00,000 (Rupees Hundred Crores only) and that the Capital Clause of the Memorandum be amended as follows:"

V. The Authorized Share Capital of the Company is Rs. 100,00,00,000 (Rupees Hundred Crores only) divided into 10,00,00,000 (Ten Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each, with such rights, privileges, and conditions as to security, redemption, conversion into equity shares, rate of dividend, right of accumulation of dividend etc., attaching thereto as are provided by the Articles of Association of the Company. The Company shall have power to increase or reduce, consolidate or sub-divide the capital of the Company for the time being and from time to time divide the shares of the new capital into several classes and denomination and to issue any shares of the original or further capital of the Company for the time being with such preferential, qualified or special rights, privileges or conditions attached thereto respectively including rights to dividend in distribution of assets of the Company from time to time in accordance with the Articles of Association of the Company and subject to the provisions of the Companies Act, 1956 and any applicable provisions of Companies Act, 2013 for the time being.

3. Amendment of Articles of Association

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

"RESOLVED THAT the Articles of Association of the Company, be altered by substituting, the following new Article 3 in place of the existing Article 3."

3. The Authorized Share Capital of the Company is Rs.100,00,00,000/- (Rupees Hundred Crores only) divided into 10,00,00,000 (Ten Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each, with power to increase, reduce or modify the said capital from time to time in accordance with these Articles and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions including that of redemption and / or conversion as may be determined by or in accordance with these presents and the provisions of the law for the time being in force."

Registered Office
No.3, Moores Road, Second Floor
Buhari Buildings, Chennai-600006
Dated: 28th February 2014

By order of the Board
For Info-Drive Software Limited

Sd/-
ANL Madhavann
Director & Company Secretary

NOTES:

1. Necessary Explanatory statements under Section 102 (1) of the Companies Act, 2013 are appended below the resolution.
2. EVERY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER. A PROXY FORM IS ENCLOSED AND THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
3. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to the Proxy Form and hand over the slip at the entrance to the place of the Meeting.
4. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extraordinary General Meeting.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on any working day prior to the date of the Extraordinary General Meeting, except Saturdays and Sundays, between 11:00 am and 1:00 pm.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 1:

Given the Company's future growth plans the Board considers it necessary to augment the long term resources of the Company by way of issuance of securities including equity shares, secured or unsecured debentures, bonds, warrants, or any other securities whether convertible or exchangeable into equity share or not, or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible or exchangeable into equity shares or not, and issue new foreign currency convertible bonds considering the prevailing market conditions and other relevant factors up to an aggregate amount of Rs. 100 Crores, so however that issue of equity shares or of securities convertible or exchangeable into equity share cannot exceeds Rs.100 crores.

The Directors intend to deploy the net proceeds from the issue of further capital for funding any one or more of, (i) capital expenditure, (ii) general corporate purpose, (iii) strategic acquisitions, (iv) reduction of debt, or (v) New Projects including Government projects.

To enable the company to raise further funds by issuance of the long term securities under Section 81(1A) of the Companies Act 1956 and any applicable provisions of Companies Act, 2013 a special resolution to that effect is required to be passed by the shareholders of the Company at the general meeting. Besides, the Company is required to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The Board recommends the resolution for approval of the Members of the Company as a special Resolution.

None of the Directors of the Company is concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 2 & 3

The present Authorised Capital is Rs.70,00,00,000/- divided into 7,00,00,000 Equity Shares of Rs.10/- each. In order to meet eventualities such as augmenting resources, issue of shares etc., it is proposed to increase the Authorised Capital to Rs.100,00,00,000/- divided into 10,00,00,000 Equity Shares of Rs.10/- each. This requires amendment of Capital Clause V of Memorandum of Association and Article 3 of Articles of Association with the approval of the Shareholders by way of Ordinary Resolution and Special Resolution respectively. Hence the proposals are placed for your approval.

None of the Directors of the Company is concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

This resolution is placed for approval of the Members.

Registered Office
No.3, Moores Road, Second Floor
Buhari Buildings, Chennai-600006
Dated: 28th February 2014

By order of the Board
For Info-Drive Software Limited

Sd/-
ANL Madhavann
Director & Company Secretary

Info-Drive Software Limited

Buhari Buildings, Second Floor, No. 3, Moores Road, Chennai - 600 006

Proxy Form

Extraordinary General Meeting - April 2, 2014

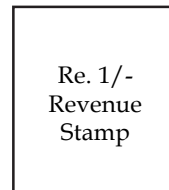
Regd. Folio No. / DP Client ID

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I / We of
..... in the district of
being a member / members of the Company hereby appoint
of in the district of or failing
him / her of in the district of
..... as my / our proxy to vote for me / us on my / our behalf at
the Extraordinary General Meeting of the Company to be held on Wednesday, April 2, 2014 at
11:30 a.m. at the Mylapore Club, No. 39, Luz Church Road, Mylapore, Chennai - 600 004,
Tamilnadu, India, and at any adjournment(s) thereof.

Signed this day of 2014.

.....
Signature of the member



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



Info-Drive Software Limited

Buhari Buildings, Second Floor, No. 3, Moores Road, Chennai - 600 006

Attendance Slip

Extraordinary General Meeting - April 2, 2014

Regd. Folio No. / DP Client ID

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Number of shares held

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I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company on
Wednesday, April 2, 2014 at 11.30 a.m. at the Mylapore Club, No.39, Luz Church Road,
Mylapore, Chennai - 600 004, Tamilnadu, India.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.

BOOK-POST

If undelivered, please return to

Cameo Corporate Services Ltd

(Unit: **Info-Drive Software Limited**)

Subramanian Building, #1, Club House Road,
Chennai - 600 002