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## NOTICE

NOTICE is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the Company will be held at the “The Mini Hall, Narada Gana Sabha, No314 [Old No 254] TTK Road, Alwarpet, Chennai – 600 018, at 10.15 A.M. on Monday the 1<sup>st</sup> of February 2010 to consider the following Agenda.

### **SPECIAL BUSINESS:**

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

Increasing the Authorized Share Capital of the Company, by Amending the Authorized Share Capital Clause in the Memorandum and Articles of Association.

**“RESOLVED THAT** the consent of the Members is accorded to the Board of Directors to increase the Share Capital from 6,00,00,000 (Six Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs.60,00,00,000 (Rupees Sixty Crores only) to 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) and that the Capital Clause of the Memorandum be amended as follows:”

The Authorized Share Capital of the Company is Rs.70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven 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, for the time being.

2. 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 Articles 3 in place of the existing Article 3.”

The Authorized Share Capital of the Company is Rs.70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven 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.”

3. To consider and if thought fit to pass the following Resolution as a Special Resolution with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Section 81, 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to relevant provisions of the Securities and Exchange Board of India ‘Issue of Capital & Disclosure Requirements Regulations 2009’ as in force and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”), 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, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India (“RBI”), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as “Appropriate Authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “Requisite Approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot in one or more tranches, by way of domestic/international offerings to Domestic / Foreign Investors / Institutional Investors / Foreign Institutional Investors, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, retail public or otherwise, whether Members of the Company or not, such number of Global Depository Receipts (GDRs) or /American Depository Receipts (ADRs), Qualified Institutional Buyer (QIB) , Qualified Institutional Placements(QIP), Foreign Currency Convertible Bonds (FCCBs), with or without green shoe option, Equity shares and / or Equity shares (through Depository Receipt Mechanism or directly to investors) and / or by any other financial instruments convertible into Equity Shares or otherwise, in registered or bearer form and / or any security convertible into Equity Shares, securities, linked to Equity shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities secured or unsecured, whether listed on any stock exchange inside India or any international stock exchange outside India, through Public Issue(s) of prospectus, private placement(s), or such other combination thereof, as the Board in its sole discretion may at any time or times hereafter decide, for an amount not exceeding US \$20 Million[US Dollars Twenty Million Only] or it’s equivalent sum in Indian Rupees, in one or more tranches, inclusive of such premium to members, promoters, strategic investor(s), debenture holders, employees by way of Employee Stock Option Plan (ESOP), Employee Stock Option Scheme (ESOS), Financial Institutions, Banks, Mutual Funds, Foreign Investors, Non-Resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs), Qualified Institutional Buyer (QIB), Qualified Intuitional Placement (QIP)Multilateral Agencies, Venture Capital Funds, Companies private or public and other entities or any other person or one or more combinations thereof, on such terms and conditions (including pricing, rate of dividend, amount of premium, if any, at the time of conversion/redemption, conversion/redemption period, manner of conversion/redemption and matters incidental thereto), as the Board may in its sole discretion decide.”

**“RESOLVED FURTHER THAT** in case of any equity linked issue/offering, including, without limitation, any Equity shares, GDRs/ADRs/QIB/QIP/FCCBs, and such other securities convertible into equity shares, consent of the Members of the Company be and is hereby accorded to the Board to issue and allot such equity shares for an amount not exceeding US \$20 Million [US Dollars Twenty Million Only] or it’s equivalent sum in Indian Rupees, in one or more tranches, as may be required to

be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such Securities and such equity shares which shall rank **pari passu** with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue/offering and in the offer document and/or prospectus and / or offer letter and / or offering circular and / or listing particulars”.

**“RESOLVED FURTHER THAT** the Company and / or any entity, agency or body authorized and / or appointed by the Board, may issue depository receipts representing the underlying Securities issued by the Company in negotiable, registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the consent of the Members of the Company be and is hereby accorded to the Board, in consultation with the Lead Managers, Underwriters, Advisors and / or other persons as appointed for the purpose, to determine the form, terms and timing of the issue(s)/ offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/ conversion of securities, rate of interest, period of conversion, listing on one or more Stock Exchanges in India and / or abroad and fixing of record date or book closure and related or incidental matters, as the Board in its absolute discretion deems fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and / or abroad”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board is authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Securities and listing thereof with the stock exchange(s) where the Company’s shares are listed or proposed to be listed and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the aforesaid Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**‘RESOLVED FURTHER THAT** the pricing of Shares as aforesaid issued either as underlying shares for the GDR/ADR or as Shares issued under Section 81 [1A] of the Companies Act 1956 or under QIP/ QIB, or in any other manner specified above, be fixed as per the RBI- FEMA GUIDELINES / SEBI – ISSUE OF CAPITAL & DISCLOSURE REQUIREMENTS REGULATIONS 2009, and such other regulations/guidelines/statutes as may be applicable.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

4. To consider and if thought fit to pass the following Resolution as an Ordinary Resolution with or without modification:

**“RESOLVED THAT** Mr. K. Shivakumar, whose appointment as Joint Managing Director of the Company was renewed by the Board, for a further period of one year with effect from 28<sup>th</sup> September 2009 to 27<sup>th</sup> September 2010, on a remuneration of Rs50, 000/- (Rupees fifty thousands only) per month on a “Cost to Company” basis and under Section 269 read with Schedule XIII be and is hereby approved.”.

**“RESOLVED FURTHER** that the Board of Directors do take such action that may be necessary, to take note of the reappointment of Mr. K. Shivakumar as Joint Managing Director, for a further period of one year with effect from 28<sup>th</sup> September 2009 to 27<sup>th</sup> September 2010.”

By order of the Board  
For **INFO-DRIVE SOFTWARE LIMITED**

**V.N.Seshagiri Rao**  
Director.

**Place : Chennai**

**Date : 29<sup>th</sup> December 2009**

**NOTES :**

1. Necessary Explanatory statements under Section 173 (2) of the Companies Act are appended below each 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 notify the Company at its Registered Office or to the Share Transfer Registrar of the Company – M/s. Cameo Corporate Services Limited, Subramanian Buildings, 1, Club House Road, Chennai – 600 002, India of any change in address and other particulars quoting their folio number.
4. No gifts or complimentary items will be distributed.
5. The Notice of the Extra-Ordinary General Meeting is being sent to the Shareholders whose names appear in the Register of Members as on 31st December 2009

## Explanatory Statement under Section 173 (2) of the Companies Act 1956

### Item No.1 & 2:

Members are aware that the Authorized capital of the company is Rs.60,00,00,000/- (Rupees Sixty Crores only) comprising of 6,00,00,000 (Six Crores only) equity shares of Rs.10/- (Rupees Ten only) each. The present issued and paid- up capital of the company is Rs.29,23,88,900/- (Rupees Twenty Nine Crores Twenty Three Lakhs Eighty Eight Thousand and Nine Hundred only) comprising of 2,92,38,890 (Two Crores Ninety Two Lakhs Thirty Eight Thousand Eight Hundred and Ninety only) Equity Shares of Rs.10/- (Rupees Ten only) each. The company now proposes to raise Loans / Equity by way of various instruments like Convertible Debentures / Convertible Warrants / Convertible Securities / Global Depository Receipts (GDR's) / American Depository Receipts (ADR's) / Foreign Currency Convertible Bonds or any other similar instruments. The company envisages a necessity of some of these instruments to be converted into Equity either wholly or partly in future. Therefore, it is proposed to increase the Authorized Capital from the present level of Rs.60,00,00,000/- (Rupees Sixty Crores only) to Rs.70,00,00,000/- (Rupees Seventy Crores only) comprising 7,00,00,000 (Seven Crores only) of equity shares of Rs.10/- (Rupees Ten only) each. Accordingly, the Resolutions (1) and (2) are being placed before the members for consideration.

None of the Directors, except to the extent to which they are holding shares in the Company, are interested in the above Resolutions.

Present Share holding of Directors:

S.NO	SHARE HOLDING OF DIRECTORS.	NO OF SHARES
1.	Mr.V.N.Seshagiri Rao	24,876
2.	Mr.K.Chandrasekaran	14,98,354
3.	Mr.N.T.Shivkumar	3,50,000
4	Mr.K.Shivakumar	5,94,090

The Directors recommend passing of the said Resolutions.

### Item No.3:

The Company proposes to raise up to US \$20 Million [US Dollars Twenty Million Only] in one or more tranches. It proposes to either issue Equity Shares / Convertible Debentures / Convertible Warrants / Convertible Securities / Global Depository Receipts (GDR's) / American Depository Receipts (ADR's) / Institutional Allotment, QIP/QIB or by way of private placement in Indian Currency or Foreign Currency or by way of ESOP / ESOS to raise this capital.

The objects of this issue are:

- (a) to finance the Inorganic growth strategy of the Company for Mergers & Acquisitions both in India and Abroad.
- (b) .to establish Centres of Excellence [CoE] in global locations:-
  - ? Islamic Banking Solution in Kuala Lumpur, Malaysia.
  - ? Remote Infrastructure Management [RIM] in New York, USA.
  - ? Benefit Administration in USA.
  - ? Systems Integration in Singapore.
  - ? Digital Lifestyle and Smart Community in Dubai, UAE.
- (c) to augment its Marketing and Sales efforts in various locations.

The “Relevant Date” for the issue of ADR/GDR, QIP/QIB, would be the date of the meeting in which the Board of Directors of the Company or the Committee of Directors duly authorized by the Board of Directors, decides to open the issue of ADR/GDR, QIP/QIB, or as may be prescribed by the “Appropriate Authorities”, for the issue of various types of security[s] as mentioned in the Resolutions.

The “Pricing” for the issue of ADR/GDR, QIP/QIB, or any other security[s] as specified above, would be made at a price not less than the average of the weekly high and low of the closing prices quoted on the stock exchange during the two weeks preceding the “Relevant Date”

None of the Directors are interested in the above Resolution.

The Directors recommend passing of the above Resolution. Towards this the Company is seeking the permission of the General Body for issue of any of the above Instruments and since these Instruments envisage conversion into equity, an enabling Resolution under Section 81 & 81(1A) of the Companies Act 1956 and other applicable provisions of the Companies Act and Statutes have been placed before the Members.

**Item No.4:**

Mr. K. Shivakumar, Promoter Director of the company was the Managing Director of the company since its inception. He is an M.B.A., (USA) with specialization in Information Systems. He has over 23 years of experience Mr. K. Shivakumar, was redesignated as Joint Managing Director of the Company initially for a period of two years with effect from 28<sup>th</sup> September 2007 to 27<sup>th</sup> September 2009. The Board at their meeting held on 23<sup>rd</sup> September 2009, has reappointed him as Joint Managing Director for a further period of one year with effect from 28<sup>th</sup> September 2009 to 27<sup>th</sup> September 2010, with a remuneration of Rs50, 000/- per month on a Cost to the company basis. Since the appointment is under Sec 269 read with Part III of Schedule XIII, of the Companies Act 1956, the Resolutions pertaining to his appointment and fixation of remuneration is being placed before the general body of shareholders, and is being recommended to be passed at this General Meeting.

None of the Directors other than Mr. K. Shivakumar is interested in the above Resolutions.



Regd. Office: 'Buhari Building', II Floor,  
No.3, Moores Road, Chennai – 600 006, India

**ATTENDANCE SLIP**

Regd Folio : ..... DP Id\*: .....  
No. of Shares Held: ..... Client Id: .....  
Mr./Mrs/Miss: .....

I Certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the **EXTRA - ORDINARY GENERAL MEETING** of the Company held at , "The Mini Hall, Narada Gana Sabha, No 314, [Old No254] TTK Road, Alwarpet, Chennai – 600 018., India at 10.15A.M. on Monday the 1<sup>st</sup> of February 2010.

.....  
Member's/Proxy's Name (In block letters) Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the Entrance of the Meeting Hall.



Regd. Office: 'Buhari Building', II Floor,  
No.3, Moores Road, Chennai – 600 006, India

**PROXY FORM**

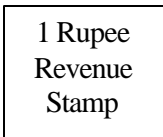
Regd Folio : ..... DP Id\*: .....  
No. of Shares Held: ..... Client Id: .....

I/We.....

Of .....being a member(s) of Info-Drive Software Limited hereby appoint .....  
Of ..... failing him .....of .....  
..... as my/our proxy to vote for me/us and on my/our behalf at the **EXTRA - ORDINARY GENERAL MEETING** of the Company on Monday the 1<sup>st</sup> of February 2010.and at any adjournment thereof.

Signed this ..... day of ..... 2010.

Signature of the Member .....



- Note:
1. The Proxy need not be a member.
  2. The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
  3. \* Applicable for investors holding shares in electronic form.

*Please Note: No gifts are given*

**BOOK POST  
CERTIFICATE OF POSTING**

If undelivered please return to:

**CAMEO CORPORATE SERVICES LTD,**  
UNIT: INFO-DRIVE SOFTWARE LIMITED  
SUBRAMANIAN BUILDING,  
1, CLUB HOUSE ROAD,  
CHENNAI – 600 002  
PHONE : +91-44-28460390