

The following Resolution was passed at the Extra-Ordinary General Meeting of the Company, held at 'The Mini Hall', Narada Gana Sabha, No.314 (Old No.254) TTK Road, Alwarpet, Chennai – 600 018, India, at 10.30 A.M. on Thursday, the 14<sup>th</sup> August 2008.

**“RESOLVED THAT** in supercession of the Resolutions passed by the Members on 6<sup>th</sup> March’08 at the Extra-Ordinary General Meeting of the Company and 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 (Disclosure of Investor Protection) Guidelines, 2000 (“Guidelines”) 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, in the course 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) 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 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 \$ 100 Million (United States Dollar One Hundred Million only) or 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), Financial Institutions, Banks, Mutual Funds, Foreign Investors, Non-Resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs), Qualified Institutional Buyer (QIB), 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/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 \$ 100 Million (United States Dollar One Hundred Million) or 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”.

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**“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 (1) (A) of the Companies Act 1956 be fixed as per the RBI FEMA GUIDELINES / SEBI DIP GUIDELINES 2000 as applicable and the relevant date being 15<sup>th</sup> July 2008.”

**“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.”

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

Sd/-

**V.N. SESHAGIRI RAO**  
**DIRECTOR**

Place : Chennai  
Date : 14<sup>th</sup> August 2008