

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **TWENTY SECOND ANNUAL GENERAL MEETING** of the Company will be held at the “Mini Hall”, Narada Gana Sabha, TTK Road, Alwarpet, Chennai – 600018, India, at 10:30 am. on Thursday, the September 30, 2010 to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended March 31, 2010 and the Balance Sheet as on that date together with the Directors’ Report and the Auditor’s Report thereon.
2. To declare a Dividend.
3. To appoint a Director in the place of Mr. K. Chandrasekaran, Director, who retires by rotation. Mr. K. Chandrasekaran, being eligible, offers himself for reappointment.
4. To appoint a Director in the place of Mr. N.T. Shivkumar, Director, who retires by rotation. Mr. N. T. Shivkumar, being eligible, offers himself for reappointment.
5. To appoint Auditors for the Company, to hold Office from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting and to fix their remuneration. M/s. K. S. Reddy Associates, Chartered Accountants, Chennai, who are presently the Auditors are eligible for reappointment and have expressed their willingness to be appointed as the Auditors of the Company.

SPECIAL BUSINESS

6. To appoint a Director

To appoint Mr. V. Gopal Rao as a **Director** of the Company. Notice under Section 257 of the Companies Act, 1956 has been received from a shareholder proposing the candidature of Mr. V. Gopal Rao.

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

Appointment of Mr. K.Chandrasekaran, as a **Managing Director & Chief Executive Officer**.

“**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the appointment of Mr. K. Chandrasekaran as Managing Director & Chief Executive Officer of the Company, for a period of five years with effect from September 28, 2010 to September 27, 2015 be and is hereby approved.”

“RESOLVED FURTHER THAT the said appointment be made in accordance with the terms & conditions as set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Managing Director & Chief Executive Officer shall be paid remuneration by way of salary, perquisites and allowances as specified above or as may be decided by the Board of Directors.”

“RESOLVED FURTHER THAT the terms & conditions set out for appointment and payment of remuneration herein, may be altered and varied from time to time by the Board of Directors of the Company as it may, in its discretion deem fit so as not to exceed the limits specified under Schedule XIII to the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto on and from such date as may be determined by the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary steps including filing of necessary applications, forms, letters, etc., with the Government and other authorities to give effect to the above resolution.”

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

Mr.V.Gopal Rao is appointed as **‘Director and Company Secretary’** of the Company.

“RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, the appointment of Mr.V.Gopal Rao as a Director and Company Secretary be and is hereby approved.

“RESOLVED FURTHER THAT the said appointment be made on such terms & conditions as may be determined by the Board of Directors from time to time.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary steps including filing of necessary applications, forms, letters, etc., with the Government and other authorities to give effect to the above resolution.”

9. 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 at its meeting on August 27, 2010, for a further period of one year with effect from September 28, 2010 to September 27, 2011, on a remuneration of Rs.50,000/- (Rupees fifty thousand 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 September 28, 2010 to September 27, 2011.”

By Order of the Board
for **Info-Drive Software Limited**

Chennai
27.08.10

Sd/-
V. GOPAL RAO
Director & Company Secretary