



Notice

Infodrive *

NOTICE is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of the Company will be held at the "Mini Hall", Narada Gana Sabha, TTK Road, Alwarpet, Chennai - 600018, India, at 10:15 a.m. on Friday, the September 30, 2011 to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended March 31, 2011 and the Balance Sheet as on that date together with the Directors' Report and the Auditor's Report thereon.
2. To appoint a Director in the place of Mr. A. T. Krishnakumar, Director, who retires by rotation. Mr. A. T. Krishnakumar, being eligible, offers himself for reappointment.
3. To appoint a Director in the place of Mr. S. Sriraman, Director, who retires by rotation. Mr. S. Sriraman, being eligible, offers himself for reappointment.
4. To appoint a Director in the place of Mr. V. N. Seshagiri Rao, Director, who retires by rotation. Mr. V. N. Seshagiri Rao, 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 24th Annual General Meeting and to fix their remuneration. M/s. K. S. Reddy Associates, Chartered Accountants (FRN. 009013S), 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 consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the company be and is hereby authorized to appoint Branch Auditors of any branch office of the company, whether existing or which may be opened/acquired hereafter, in India or abroad, in consultation with the company's Auditors, any person(s) qualified to act as Branch Auditor within the provisions of the said Section 228 and to fix their remuneration.

7. 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 12, 2011, for a further period of one year with effect from September 28, 2011 to September 27, 2012, 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, 2011 to September 27, 2012."

8. 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 31 and other applicable provisions, if any, of the Companies Act 1956, the Article 29A be inserted in the Articles of Association of the Company under the sub heading "Proceeding of Director" which reads as under:

29A "A Director can participate in the Board/Committee Meeting through Video Conferencing or such other mode as may be recommended - by the Government of India from time to time and they shall be counted for the purposes of quorum for any transaction of the business of the Board. It is however mandatory for a Director to physically attend at least one meeting in one financial year."

"RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to make necessary alterations/modifications in the Articles of Association to give effect to the above resolution and to execute, sign and file the required documents/returns/forms including Powers of Attorney with Registrar of Companies, to make necessary corrections/modifications/alterations suggested by the concerned authorities and to collect the certificate confirming the above alteration."

Chennai
12.08.11

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

Sd/-
V. GOPAL RAO
Director & Company Secretary

NOTES

1. Every member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company. 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.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from September 14, 2011 to September 30, 2011 both days inclusive.
3. Members are requested to notify the Company at its Registered Office or to the Share Transfer Registrar of any change in address quoting their folio number.
4. Members who have queries on the accounts of the Company are requested to send the same to the Company at least two days in advance, to enable gathering of data needed for the replies.
5. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:
 - a . The change in the residential status on return to India for permanent settlement.
 - b . The particulars of the NRE Account with a Bank in India, if not furnished earlier.
6. The Statutory Registers under the Companies Act, 1956 (Register under Section 307 and Section 301 of the Companies Act, 1956) is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays and will be made available at the venue of the meeting.
7. The financials of the subsidiary companies are available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays and will be made available at the venue of the meeting.
8. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representatives to attend and vote at the annual general meeting.
9. Shareholders desiring any information with regard to accounts are requested to write to the company at least 10 days in advance so as to enable the company to keep the information ready at the meeting.
10. No gifts or complimentary items will be distributed.
11. The relevant explanatory statements pursuant to section 173 (2) of the companies Act, 1956 in respect of the business under special business under item no: 6, 7 & 8 are given in ANNEXURE B.

Chennai
12.08.11

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

Sd/-
V. GOPAL RAO
Director & Company Secretary

ANNEXURE A**DETAILS OF DIRECTORS AS ON MARCH 31, 2011 SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 30, 2011 (PURSUANT TO CLAUSE 49(IV)(E) AND 49(IV)(G)(i) OF THE LISTING AGREEMENT).****Mr. A. T. Krishnakumar**

Mr. A. T. Krishnakumar aged 53 years was reappointed as a Non- Executive Independent Director at the Annual General Meeting held on September 23, 2007. He is an MBA Professional, highly experienced in the field of Consultancy, Corporate Finance and Planning. He is not holding any shares in the Company.

Directorships held in other public companies (excluding Private Companies and Foreign Companies) - NIL.

He is the Chairman of Audit Committee of Info-Drive Software Limited.

He is not holding any shares in the Company.

Relationships between directors inter-se- NIL.

Mr. S. Sriraman

Mr. S. Sriraman aged 51 years was reappointed as a Non-Executive Independent Director at the Annual General Meeting held on September 23, 2008. He is a qualified Banker with CAIB from Indian Institute of Bankers. He is an MBA from Madurai Kamaraj University, with specialization in Finance and Marketing. In addition, he holds a Masters qualification in Economics from University of Madras and a Doctorate of Business Administration from University of South Australia, Adelaide, Australia. He has around 27 years of experience in Banking, Fund Management and in Corporate Sector. His stints include organizations like Canara Bank, Canbank Mutual Fund, Wipro Finance Ltd, IL&FS Venture Corporation Limited and Silk Route Indchem Limited. He has an impressive track record of mentoring start ups as part of venture capital initiatives till they are listed. At present he is involved in the operations of a fund management company in Chennai, with focus on venture capital, private equity, mergers and acquisitions.

Directorships held in other public companies (excluding Private Companies and Foreign Companies) - NIL.

He is a member of Audit Committee of Info-Drive Software Limited.

He is not holding any shares in the Company.

Relationships between directors inter-se- NIL.

Mr. V. N. Seshagiri Rao

Mr. V. N. Seshagiri Rao aged 59 years was reappointed as a Non-Executive Promoter Director at the Annual General Meeting held on September 23, 2008. Mr. V. N. Seshagiri Rao has an experience of over 36 years in the field of Management. A qualified Chartered Accountant by profession, he worked at the Senior Management level throughout his career. He has been in the Board of several prominent Industrial houses. His knowledge and guidance will be an asset to the Company in its growth and expansion plans.

Directorships held in other public companies (excluding Private Companies and Foreign Companies) – He is a Director of Gulf Outsourcing Services Limited.

He is a member of Audit Committee of Info-Drive Software Limited.

He is holding 1,10,876 shares in the Company.

Relationships between directors inter-se- NIL.

Mr. K. Shivakumar

Mr. K. Shivakumar aged 49 years was reappointed as a Joint Managing Director at the Annual General Meeting held on September 30, 2010. He is the Promoter Director of the Company. He is an MBA (U.S.A. specialization in Information Systems). He has over 24 years of working experience.

Directorships held in other public companies (excluding Private Companies and Foreign Companies) – NIL.

He is a member of Investor - Grievance Committee of Info-Drive Software Limited.

He is holding 3,94,090 shares in the Company.

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

Sd/-

V. GOPAL RAO

Director & Company Secretary

Chennai
12.08.11

ANNEXURE B**EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956****Item No: 6**

The company has branch in India and abroad and may also open new branches in India and abroad in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The shareholders are requested to authorise the Board of Directors of the company to appoint branch auditors in consultation with the company's Auditors and to fix their remuneration.

No Director is in any way concerned or interested in the resolution.
Your directors recommend the said resolution for approval of the Members.

Item No: 7

Mr. K. Shivakumar is the Promoter Director of the company. He had been appointed as Joint Managing Director till September 27, 2010. The Board at their meeting held on August 12, 2011 has reappointed him as Joint Managing Director for a further period of one year, effective from September 28, 2011 to September 27, 2012, with a remuneration of Rs. 50,000/- per month on a cost to company basis as recommended by Remuneration Committee meeting held on August 12, 2011. Since the appointment is under Sec 269 read with Schedule-XIII, of the Companies Act 1956, the resolution pertaining to his appointment and fixation of remuneration is placed before the General body of shareholders and is being recommended to be passed at this General Meeting.

Mr. K. Shivakumar is an MBA (USA) with specialization in Information Systems and he has over 23 years of experience in this field.

Your directors recommend the approval of the proposed resolution by the Members.
None of the Directors, other than Mr. K. Shivakumar, is interested in the above resolution.
This explanation together with the accompanying notice is and should be treated as an abstract under Section 302 of the Companies Act, 1956.

Item No. 8

The participation of Directors in the Meetings of Board/Committee of Directors under the Companies Act, 1956 through Video Conferencing has been inserted by the Ministry of Corporate Affairs vide its General Circular No: 28/2011 dated May 20, 2011. Keeping this in view the Board of Directors thought it fit to insert/alter the necessary clauses in the Articles of Association enabling the Directors to participate in the Meeting of Board and Committee of Directors of the Company.

Further the Director(s) who are present through Video Conferencing shall also form part of the necessary quorum for transaction of any business of the Board.

Since any alteration or amendment in the Articles of Association requires the approval of the shareholders in General Meeting, the Board recommends the above resolution to the Members for their approval as set out in the Item No. 8 of the Notice.

The Existing Articles of Association as on date along with the proposed amendments are available for inspection at the registered office of the company, during business hours on all working days till the date of General Meeting.

None of the Directors is concerned or interested in the resolution.

By Order of the Board

Registered Office

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

Chennai
12.08.11

Sd/-
V. Gopal Rao
Director & Company Secretary

GREEN INITIATIVE

In order to protect the environment and as a "Go Green" initiative pursuant to the initiative initiated by the Ministry of Corporate Affairs and the Company's efforts in implementing the same for the benefit of the shareholders.

In this connection, the Company has sent communication to the shareholders seeking their consent for sending the Annual Report and other communication from the Company by using electronic mode.

We are thankful to such of the shareholders who have accepted receiving the Annual Report through e-mail and would request other shareholders to give their consent at the earliest to enable the Company to implement and make the initiative a success.

In this connection the shareholders holding shares in demat form may please inform their e-mail ids to their concerned Depository Participants (DPs) with intimation to the Company/Registrar and shareholders holding shares in physical form may provide their e-mail id to the Company's Registrars/Company at the following e-mail id/address or hand it over at the AGM Venue, quoting their DP ID and Client ID and folio reference as per the format enclosed (Annexure "C"):

infodrive@cameoindia.com | investorcell@infodriveservices.com

M/s Cameo Corporate Services Limited

"Subramanian Building"
No. 1, Club House Road
Chennai - 600 002, India

ANNEXURE "C"

Format for filing the particulars with the Registrar/Company:

Name of the Shareholder(s) : _____

DP ID : _____

Client ID : _____

Email – ID : _____

Communication Address : _____
