

PRITHVI INFORMATION SOLUTIONS LIMITED

Regd. Off.: Prithvi House No. 2-56/2/19, Near Thanda, Khanamet, HITEC City, Madhapur,
Hyderabad, Andhra Pradesh - 500081.

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of the company will be held on Thursday, 10th May, 2012, at 3.30 PM at the Surana Udyog Auditorium, Federation House, Federation of Andhra Pradesh Chamber of Commerce & Industry, Red Hills, Hyderabad 500 004 to transact the following businesses:-

SPECIAL BUSINESS**Item No. 1**

To consider and, if thought fit, to pass with or without modification(s) the resolution for Increase in Authorized Capital as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any of the Companies Act, 1956 and the rules and regulations as prescribed by the SEBI in this regard, the authorized share capital of the company be and is hereby increased by addition of 70,000,000 (Seven Crore) equity shares of Rs 10/-."

RESOLVED FURTHER THAT pursuant to section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby substituted as follows:-

"V. The Authorized Share Capital of the company is Rs. 1,000,000,000/- (Rupees One Hundred Crores only) divided into 100,000,000 (Ten Crores) Equity Shares of Rs.10/- each"

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds and things including filing of e-forms as are required and as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for giving effect to the above said alteration of memorandum of association and to settle any question, difficulty or doubt that may arise in this regard in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company".

Item No. 2

To consider and, if thought fit, to pass with or without modification(s) the resolution for alteration to Articles of Association of the Company as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, or subject to such modification and re-enactment thereof consent of the members of the company be and is hereby accorded to the Board for alteration to Clause 4 of Articles of Association of the Company which shall now be read as follows:

"The Authorized Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores only) equity share of Rs.10/- each (Rupees Ten only) with power to divide the shares of capital (original, increased, reduced or converted) into several classes and to attach thereto respectively such qualified or special rights, privileges or conditions in such manner as may from the time being provided by the regulations of the Company as originally framed or as altered by special resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds and things including filing of e-forms as are required and as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for giving effect to the above said alteration of memorandum of association and to settle any question, difficulty or doubt that may arise in this regard in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company".

Item No. 3

Issue of Fresh Equity Shares on preferential basis as per the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 to the persons belonging to the Non-Promoter Category.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) to or re-enactment thereof) and enabling provisions of Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and in terms of the provisions of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations") (including any amendment(s) to or re-enactment thereof), SEBI(Substantial Acquisition of Shares & Takeovers) Regulations, 2011

(including any amendment(s) to or enactment thereof), Foreign Exchange Management Act, 1999 (including any amendment(s) to or re-enactment thereof) and subject to approvals, consents, permissions and / or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as the "the appropriate authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions (hereinafter referred to as "the requisite approvals") and 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 duly constituted by the Board or any committee which the Board may have constituted or hereafter constitute, to exercise one or more of its power including the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 1,65,28,786 equity shares of the face value of Rs. 10/- each fully paid up, at an exercise price of Rs.26/- to the following persons belonging to the Non Promoter Category:

Name of the person	Category	No. of Equity Shares
Anu Yellajoshiyula	Non-Promoters	86,47,986
Sarat Kumar Addanki	Non-Promoters	78,80,800
Total		1,65,28,786

RESOLVED FURTHER THAT the relevant date for the purpose of calculating the exercise price under Chapter VII of SEBI (ICDR) Regulations, 2009 is 10th April, 2012.

RESOLVED FURTHER THAT the fresh equity shares so allotted shall rank *pari passu* in all respects with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 the equity shares to be allotted to the persons belonging to the non-promoter category shall be locked in for a period of 1 (year), from the date of allotment and the equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the lock in except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in proposed issue and allotment of any of the said securities 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."

Item No. 4

Issue of Fully Compulsorily Convertible Warrants on preferential basis as per the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 to the persons belonging to the Non-Promoter Category.

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

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange(s) where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI") (including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, the SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011) (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999 (Including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and subject to the approvals, consents, permissions and/ or sanctions, as may be necessary of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorized to issue, offer and allot up to 5,04,87,926 (Five Crore Four Lakhs Eighty Seven Thousand Nine Hundred Twenty Six only) Fully Compulsorily Convertible Warrants to be convertible at the option of Warrant

holders in one or more trenches, within 18 (eighteen) months from its allotment date into equal number of fully paid up Equity Share of the Company of face value of Rs.10/- each for cash at an exercise price of Rs. 26/- and to issue fresh Equity Shares on the conversion of the Warrants on such further terms and conditions as may be finalized by the Board of Directors to following person belonging to Non-Promoter Group:

Name of person	Category	No. of Warrants
SSG India Opportunities I Limited	Non-Promoter	1,38,83,334
Avani Investment, Inc	Non-Promoter	1,40,00,000
Ananya Capital, Inc	Non-Promoter	1,38,00,000
Anu Yellajoshiyula	Non-Promoter	88,04,592
Total		5,04,87,926

RESOVED FURTHER THAT the amount to be paid on the warrants at the time of allotment shall be not less than 25% of the exercise price and the rights attached to them and other terms and conditions of the warrants will be as decided by the Board of Directors including any Committee duly constituted by the Board of Directors in accordance with SEBI Guidelines and other provisions of the applicable laws.

RESOVED FURTHER THAT the fresh equity shares allotted on conversion of warrants shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOVED FURTHER THAT the Relevant Date for the purpose of calculating the exercise price for the Warrants under Chapter VII of SEBI (ICDR) Regulations, 2009 is 10th April, 2012.

RESOVED FURTHER THAT fully convertible warrants, being allotted to non-promoter(s) shall be locked in for a period of 1 year from the date of allotment of warrants and the equity shares allotted pursuant to the conversion of these warrants will be put under fresh lock in for a period of 1 year respectively from the date of conversion or as may be required under SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 except to the extent and in the manner permitted there under.

RESOVED FURTHER THAT for the purpose of issue and allotment of the Warrants and equity shares and listing thereof with the Stock Exchange(s), the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity shares of the Company, as 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."

Item No. 5

To consider and, if thought fit, to pass with or without modification(s) the resolution for keeping the records & registers of the company at a place other than the registered office of the company as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 163 of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act and the rules and regulations as may be prescribed under the Act, the consent of the company be and is hereby accorded to the Board of Directors of the Company for keeping the Register & Index of Members of the Company along with share transfer books and copies of all the Annual Returns prepared by the Company under Section 159 of the Companies Act, 1956 together with copies of all certificates and documents required to be annexed or attached thereto under Section 161 or any one or more of them be kept, at a place other than the registered office of the Company being Karvy Computershare Pvt Limited; the Registrars and Share Transfer Agents of the Company, at Plot No.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds and things including filing of e-forms as are required and as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for giving effect to the above said alteration of memorandum of association and to settle any question, difficulty or doubt that may arise in this regard in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company".

By Order of the Board
For Prithvi Information Solutions Limited

Hyderabad
April 07, 2012

Malleswara Durga Prasad
Company Secretary & Vice President(F)

NOTES:

1. *A member is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company not later than 48 hours before the time for holding the meeting.*
2. Explanatory Statement pursuant to section 173 of the Companies Act, 1956 in respect of special business set out in the notice is attached.
3. All documents referred to in the notice or in the accompanying explanatory statement are open for inspection by the members at the registered office of the company between 11:00 a.m to 1:00 p.m. on all working days upto the date of extra ordinary general meeting.
4. The members are requested to intimate changes, if any, in their address to their Depository Participant or to the Registrar and Share Transfer Agent of the company.
5. Members holding shares in physical form are requested to lodge share transfers, transmissions request and intimate changes, if any, in their registered address, bank account, mandate details, residential status etc. quoting their folio number(s) to company's share transfer Agents.
6. The communication addresses of our Registrar and Share Transfer Agent (RTA) Karvy Computershare Pvt Ltd Karvy House, Plot No. 17 to 24, Vital Rao Nagar, Madhapur, Hyderabad, Andhra Pradesh - 500081

The following Explanatory Statement, pursuant to Section 173 (2) of the Companies Act, 1956 set out all material facts relating to the business mentioned in the accompanying Notice

Item No. 1 & 2

The company proposes to make preferential issue of equity shares as well as warrants under the provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 to the persons belonging to the non-promoter category as stated in Item No. 3 and 4 above and further to widen the capital base of the company, the company proposes to increase its authorized capital to the extent as stated in Item No. 1 above.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution,

The Board of Directors recommends the resolution for the approval of the shareholders.

Item No. 3 & 4

As the members of the Company are aware that at the Annual General Meeting held on 30th November 2011, the proposal for raising of long term funds through equity and/ or equity linked securities was approved by the Members. Now, to give a concrete shape to the same, the Company proposes to issue Fresh Equity Shares and Fully Compulsorily Convertible Warrants as per Chapter VII of SEBI (ICDR) Regulations, 2009 as prescribed by SEBI. The required information as per the provisions of the SEBI's Guidelines is given below:

A. Objects of the issue:

The object of issue for further equity capital and fully compulsorily convertible warrants to the persons belonging to the non-promoter group is to meet the general corporate purpose including the improvement of debt equity ratio of the company.

B. Intention of the Promoters to subscribe to the offer:

The promoters of the company do not intend to subscribe to the preferential issue made by the company.

C. Relevant Date and Issue price:

The relevant date on the basis of which the price of the issue of shares be calculated is 10th April, 2012 i.e. 30 days prior to the date of Extra Ordinary General Meeting.

The issue price of the proposed equity shares and fully compulsorily convertible warrants will be Rs.26/- each or any such other price as will be decided by the Board of Directors, which will be more than the minimum price as will be determined in accordance with the Regulations for pricing of the preferential issue under Chapter VII of Securities and Exchange Board of India (Issue of Capital And Disclosure Requirement) Regulations, 2009.

D. Re-computation of the Price

As the company is listed at the Bombay Stock Exchange and National Stock Exchange for a period of more than 6 months, therefore the company need not to re-compute the price of the equity shares in terms of Regulation 76(3) of the SEBI (ICDR) Regulations, 2009.

E. Shareholding Pattern of the Company before and after the issue:

The shareholding pattern of the Company before and after the issue of Equity shares to Non-promoters and also after the complete conversion of Fully Convertible Warrants is as under:

Name of shareholders	Pre issue shareholding		Preferential issue		Post issue shareholding (After conversion of warrants)	
	No of Shares held	% of shares	No of Equity Shares	No. of Warrants	No of Shares held	% of shares
(A) Promoters' Shareholding						
Promoter & Promoter Group						
(1) Indian	2584961	14.30			2584961	3.04
(a) Individuals /HUF						
(b) Central Govt. / State Govt.						
(c) Bodies Corporate						
(d) Financial Institutions / Banks						
Sub Total (A) (1)	2584961	14.30			2584961	3.04
(2) Foreign						
(a) Individuals (NRIs/ Foreign Individuals)	1214445	6.72			1214445	1.43
(b) Bodies Corporate						
(c) Institutions						
Sub Total (A) (2)	1214445	6.72			1214445	1.43
Total shareholding of Prom. & Prom. Grp.(A)=(A) (1) + (A) (2)	3799406	21.02			3799406	4.46
(A) Non Promoters' Shareholding						
Institutions	60	0.00			60	0.00
Non-Institutions:						
(a) Bodies Corporate	3368133	18.63			3368133	3.96
(b) (i) Individual holding nominal share capital < Rs1Lacs	7200910	39.83			7200910	8.46
(ii) Individual holding nominal share capital > Rs1Lacs	3464336	19.16			3464336	4.07
(c) Any Other -						
(i) Non Resident Indians	174920	0.97	16528786	8804592	25508298	29.98
(ii) Trust	1	0.00			1	0.00
(iii) Directors						
(iv) Clearing Member	69234	0.38			69234	0.08
(v) Foreign Body Corporate	-	-	-	41683334	41683334	48.99
Total Public						
Shareholding (B)	14277594	78.98	16528786	50487926	81294306	95.53
TOTAL (A+B)	18077000	100.00	16528786	50487926	85093712	100.00

F. Proposed time within which the allotment shall be completed

The Board proposes to allot the equity Shares and fully compulsorily convertible warrants within a period of 15 days from the date of passing of the resolutions by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

G. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

S. No	Name of the Proposed Allottees	Category	Pre-Issue Shareholding		Number of Equity Shares	Number of Warrants	Post Issue shareholding After conversion of	
			No. of shares	%			No. of shares	%
1.	Anu Yellajoshiyula	Non-Promoter	-	-	8647986	8804592	17452578	20.51
2.	Sarat Kumar Addanki	Non-Promoter	-	-	7880800	-	7880800	9.26
3.	SSG India Opportunities Limited	Non-Promoter	-	-	-	13883334	13883334	16.32
4.	Avani Investment, Inc	Non-Promoter	-	-	-	14000000	14000000	16.45
5.	Ananya Capital Inc	Non-Promoter	-	-	-	13800000	13800000	16.22
	Total		-	-	16528786	50487926	67016712	78.75

H. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern however there shall not be any change in the management control of the Company.

I. Auditors' Certificate :

A Certificate from M/s. P.Murali & Co., Chartered Accountants, Hyderabad, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be placed before the meeting of the shareholders.

J. Lock-in

- 1,65,28,786 Equity Shares, being allotted to persons mentioned as Non-Promoters in 'Point G' above shall be locked in for a period of 1 year from the date of allotment of equity shares.
- 5,04,87,926 fully compulsorily convertible Warrants, being allotted to person mentioned as Non-Promoters in 'Point G' above shall be locked in for a period of 1 year from the date of allotment of warrants and the equity shares allotted pursuant to the conversion of these warrants will be put under fresh lock in for a period of 1 year from the date of conversion or as may be required under SEBI Regulations in this regard.

K. Change in Management:

The issue of the equity shares and fully compulsorily convertible warrants will not result in any change in the management or control of the Company.

In terms of provisions of the Companies Act, 1956, approval of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolutions. The Board may be authorized to issue the Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation of the resolution.

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

The Board of Directors recommends the resolution for the approval of the shareholders.

Item No. 5

Company is seeking members approval for keeping the Register & Index of Members along with Share Transfer Books and copies of all Annual Returns prepared by the Company together with copies of all certificates and documents required to be annexed thereto at a place other than the registered office being M/s. Karvy Computershare Pvt Ltd at Plot No.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081. Approval of the Members is required under Section 163 of the Companies Act, 1956, for change in place at which the Register and Index of Members etc. are to be kept, the Board hereby request the consent of the members for the passing of the said resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution,

The Board of Directors recommends the resolution for the approval of the shareholders.

By Order of the Board
For Prithvi Information Solutions Limited

Hyderabad
April 07, 2012

Malleswara Durga Prasad
Company Secretary & Vice President(F)



PRITHVI INFORMATION SOLUTIONS LIMITED

Registered Office: Prithvi House, # 2-56/2/19, Khanamet, Madhapur, Hyderabad – 500 081 (India).

ATTENDANCE SLIP

Regd. Folio No./Client ID :

Name & Address of First/Sole Shareholder :

No. of Shares held :

I /We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on **Thursday, the 10th Day of May, 2012 at 3.30 p.m.** at Surana Udyog Auditorium, Federation House, Federation of Andhra Pradesh Chamber of Commerce & Industry, Red Hills, Hyderabad 500 004.

Signature of Member/Proxy

Note: A Member/Proxy who wish to attend the meeting shall bring this Attendance Slip to the meeting and handover at the entrance duly signed.

PRITHVI INFORMATION SOLUTIONS LIMITED

Registered Office: Prithvi House, # 2-56/2/19, Khanamet, Madhapur, Hyderabad – 500 081

PROXY FORM

Regd. Folio No./Client ID:

No. of Shares Held:

I/We.....of.....being a member/members of the above named Company, hereby appoint of Mr./Ms. of or failing him Mr./Ms. as my/our Proxy to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, the 10th Day of May, 2012 at 3.30 p.m. at Surana Udyog Auditorium, Federation House, Federation of Andhra Pradesh Chamber of Commerce & Industry, Red Hills, Hyderabad 500 004.

As witness my / our hand(s) this day of

Affix Revenue Stamp

Signature :

NOTE: The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.



BOOK - POST

To _____

If undelivered, please return to:

PRITHVI INFORMATION SOLUTIONS LIMITED

Registered Office: Prithvi House,

2-56/2/19, Khanamet,

Madhapur, Hyderabad - 500 081.