

ORG Informatics Limited

Regd. Office : 3rd Floor, Abhishek, Akshar Chowk, Old Padra Road, Vadodara- 390020

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of **ORG Informatics Limited** will be held on Monday, 30th September, 2013 at 4:00 p.m. in the Conference Room, Vanijya Bhavan, Race Course, Vadodara- 390007 to transact the following Business.

Ordinary Business:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March 2013 and Balance Sheet as of that date together with the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Binu Mehta, who retires by rotation and being eligible, offers herself, for reappointment.
3. To Appoint M/s. Sorab S. Engineer & Co., Chartered Accountant, Mumbai, as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorise the Board to fix their remunerations.

Special Business:

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

"RESOLVED THAT Mr. Deepak Desai, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

5. **To consider and, if thought fit, to pass with or without modification the following Resolution as a Special Resolution.**

"RESOLVED THAT in accordance with the provisions of the Sections 198, 269, 309, 310 and 314 read with the schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), subject to the approval of shareholders, Central Government and other Statutory Authority as may be necessary, Consent of the Company be and is hereby accorded to the reappointment of Mr. B. V. Suryakumar, as Managing Director of the Company for a period of two years, with effect from 19-08-2013 on the terms and conditions including remuneration as are set out in the said Agreement to be entered in to between the Company and Mr. B.V. Suryakumar, a copy whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration and / or agreement, or any amendment thereto, as may be agreed to between the Board and Mr. B.V. Suryakumar who shall not be liable to retire by rotation during his tenure as Managing Director."

"RESOLVED FUTHER THAT in the event of inadequacy or absence of profits during any financial year, Mr. B.V. Suryakumar, the Managing Director, be paid remuneration as minimum remuneration as specified in the said agreement and set out in the Explanatory Statement to this Resolution."

"RESOLVED FUTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board,

Date: 19-08-2013

Place: Baroda.

Notes:

B V Suryakumar
Managing Director

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER.
2. The Proxy Form duly completed and signed should be lodged with the Company 48 hours before the commencement of the meeting, in order to be effective.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business enumerated at Item Nos. 4 & 5, to be transacted at the Meeting, is annexed hereto.
4. Pursuant to Section 219 of the Companies Act 1956, a copy of every Balance Sheet (including the Profit & Loss Account, the Auditors Report and others document required by law to be attached or annexed, as the case may be,) should be circulated to all members less than 21 days before the meeting. The Company is not in a position to circulate Balance Sheet for the year ended on 31st March 2013 including Profit & Loss Account, the Auditors Report and others documents required by law to be attached or annexed along with the notice. However this attachment will be mailed to you separately.
5. The Register of Members and Share Transfer Books of the Company, will remain closed from Tuesday, 24th September, 2013 to Monday, the 30th September, 2013. (Both days inclusive).
6. Shareholders holding their shares in electronic form, are requested to bring their client ID and DPID at the meeting for the easy identification.

7. Information pursuant to Clause 49 relating to Corporate Governance of Listing Agreement regarding reappointment of Directors, is as under.

Name of the Director	Mrs. Binu Mehta	Mr. Deepak Desai	Mr. B V Suryakumar
Date of Birth	17-04-1966	14-11-1956	30-05-1943
Date of Appointment / reappointment	19-08-2010	29-03-2013	22-06-2005
Specialized Expertise	Over 23 Years in Business Management	Over 30 Years in Corporate Management and Company Secretarial Services	Over 50 Years in project Executions and over all Management of Corporates
Qualifications	B.Tech. M.B.A.	M.A. LL.B. (Sp.)	B.Com. AICWA
Directorships of other Companies as on 31 st March, 2013	3	4	5
Chairman / Member of Committees of other Public Companies as on 31 st March, 2013	None	None	Chairman , Audit Committee Ambalal Sarabhai Enterprises Limited
Holding of Equity Shares in the Company	None	None	2,522

Explanatory Statement as required under Section 173 of the Companies Act, 1956 to accompany the notice of Thirty Seventh Annual General Meeting of the Company.

Item No. 4.

The Board of Directors of the Company, at its meeting held on 29-03-2013 appointed Mr. Deepak Desai as an additional Director on the Board of Directors of the Company. Pursuant to the provision of Article 137 of the Articles of Associate of the Company and in terms of the provision of Section 260 of the Companies Act, 1956, he holds office of a Director only upto the date of ensuring Annual General Meeting of the Company, but eligible for re-appointment. As required under Section 257 of the Companies Act, 1956, notice has been received from a member of the Company, proposing the candidature of Mr. Deepak Desai as the Director of the Company.

Mr. Deepak Desai is M.A. LL.B. (Sp.) from M.S University of Baroda. He has over 30 years of vas and rich experience in the field of Corporate Management and Company Secretarial Services. He holds Directorships in Four other companies. He does not hold any Equity Shares in the Company.

In view of the background and rich professional experience in the Corporate Management and Company Secretarial Services of Mr. Deepak Desai, the Board of Directors considers it desirable that the Company continues to avail his services as a Director of the Company.

None of the other Directors of the Company except Mr. Deepak J. Desai, is concerned or interested in the Resolution.

Your Directors commend the resolution as set out at Item No. 4, in the accompanying notice, for your approval.

Item No. 5.

As the Members are aware, Mr. B.V. Suryakumar was the Managing Director of the Company since 19th August, 2010 and his present tenure expired on 18th August, 2013. The Board of Directors of your Company, at its meeting held on 13rd August, 2013, on the recommendation of Remuneration Committee, reappointed Mr. B.V. Suryakumar as a Managing Director of the Company for a period of two (2) years effective from 19th August, 2013, subject to the approval of Shareholders, the Central Government and such other approval as may be necessary for the purpose.

Mr. B.V. Suryakumar is Graduate in Commerce and Professional Cost Accountant (ICWAI). He has over 50 years of wide and varied experience in Managing various areas of Corporate Management with IBM, Ambalal Sarabhai Enterprises Ltd., Essar Projects Ltd. in various capacities as Vice president, CEO and Managing Director. With his vast experience in IT industry, project management and Corporate Governance, he is proper person to lead your Company.

Owing to severe financial crunch faced by the Company, your Company is in default to repay its debt and interest payable thereon for a continuous period of 30 days in the preceding Financial Year before the date of appointment of Mr. B V Suryakumar and upon non compliance of provisions of sub clause (ii) of clause 1 (A) of Part-II of the Schedule -XIII of the Companies Act, 1956, reappointment and payment of remuneration payable to Mr. Mr. B V Suryakumar as the Managing Director, is therefore, subject to the approval of the Central Government, too.

Following are the main terms of appointment of Mr. B.V. Suryakumar as Managing Director of the Company:

1. Basic Salary : Rs. 2,00,000/- (Rupees Two Lacs Only) per month.
2. Perquisites: Perquisites are classified into the following categories "A", "B" and "C".

Category - A

- i. Housing:-House rent allowance of Rs. 50,000/- (Rupees Fifty thousand only) per month.
- ii. Medical Reimbursement :- Medical expenses incurred for Mr. B.V. Suryakumar and his family will be reimbursed by the Company. This shall however be subject to ceiling of Rs. 15,000/- Per year.
- iii. Personal Accident Insurance :- Personal Accident Insurance for which premium shall be paid by the Company.
- iv. Leave Travel Allowance: Leave Travel Allowance for Mr. B.V. Suryakumar and his family once in a year incurred in accordance with the rules of the Company with a maximum ceiling of Rs. 120000/- (Rupees One lacs twenty thousand only).

Category - B

Leave at the rate of 1 month for every 11 months' service.

Category - C

- i. The Company shall provide car with Driver for the use of Managing Director including running and maintenance expenses. Recovery will be made for personal uses.
- ii. Travelling & Conveyance, Entertainment and Telephone expenses, will be reimbursed on actual basis for the use of business of the Company as per the Rule of the Company.

- iii. Contribute to Provident Fund, Gratuity payable, entitlement & encashment of leave will be as per rules of the Company.
 - iv. In the capacity of Managing Director he shall be not paid for any sitting fee for attending Board meeting and / or committee thereof.
 - v. The Company shall deduct all taxed from the remuneration, as per the applicable law, from time to time.
 - vi. The Board may from time to time review the remuneration payable to Managing Director within the limit permissible under the Companies Act, 1956 and in the manner permitted under the law for the time being in force.
 - vii. The appointment is terminable by three months' notice on either side or payment of salary in lieu thereof.
3. Commission : The Company shall pay commission to Managing Director on achievement of pre determined Key Performance Area (KPA) as determined by Remuneration Committee in proportion to achievement of KPA targets during the years with a maximum ceiling of Rs. 12,00,000 (Rupees Twelve lacs only.)

No other Director of the Company except Mr. B.V. Suryakumar, is concerned or interested in the above resolution.

The accompanying notice together with Explanatory Statement is and should be treated as an abstract of the terms and memorandum of interest under Section 302 of the Companies Act, 1956.

Your Directors commend the resolution as set out at Item No.5 in the accompanying Notice, for your approval.

Inspection of Documents : All the documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays) till the date of the meeting.

For and on behalf of the Board,

Date: 19-08-2013
Place: Baroda.

B V Suryakumar
Managing Director

ORG Informatics Limited

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ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

L.F No. / CLIENT ID / DP ID _____

No. of Shares held _____

Name and Address of the Member:

Date : _____

I hereby record presence at the 37th Annual General Meeting held on Monday, 30th September, 2013 at 4:00 p.m. in the Conference Room, Vanijya Bhavan, Race Course, Vadodara- 390007 .

Signature of Shareholder/Proxy

Notes:

- Members / Proxy of holders are requested to bring their copies of the Annual Report while coming for the Meeting.
- Please carry with you this Attendance Slip and hand it over the same duly signed at the space provided at the entrance of the Meeting Hall.

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PROXY FORM

L.F No./ CLIENT ID / DP ID _____

No of Shares held _____

I/WE _____

being member of **ORG Informatics Limited** hereby appoint _____ of _____ failing him _____ of _____ and failing him _____ of _____ as my / our Proxy to vote for me/us and on my/our behalf at 37th Annual General Meeting to be held on Monday, the 30th September, 2013 at 4:00 p.m. in the Conference Room, Vanijya Bhavan, Race Course, Vadodara- 390007 and any adjournment thereof.

Signed this ____ day of _____, 2013.

Affix
Revenue
Stamp
Re.1.00

Book-Post

If undelivered, please return to :

ORG Informatics Limited

**Regd. Office : 3rd Floor, Abhishek,
Akshar Chowk, Old Padra Road,
Vadodara- 390020**