

Notice
for
Annual General Meeting, 2010



ORG INFORMATICS LIMITED
(An ISO 9001 : 2000 Company)

ORG Informatics Limited

Regd. Office: 3rd Floor, "Abhishek", Akshar Chowk, Old Padra Road, Vadodara 390 020.

Notice

The Thirty fourth Annual General Meeting of the Company will be held on Thursday the 30th day of September, 2010 at 11.00 A.M. at Vanijya Bhavan, Race Course, Vadodara to transact the following business:

Ordinary business:

Item 1

To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31.3.2010 and the Balance Sheet of the Company as of that date together with Reports of the Board of Directors and Auditors thereon.

Item 2

To appoint a Director in place of Mr. Kartikeya V. Sarabhai, who retires by rotation and being eligible to offers himself for re-appointment.

Item 3

To appoint a Director in place of Mr. R.L. Dube, who retires by rotation and being eligible to offers himself for re-appointment.

Item 4

To appoint M/s Khanna & Annadhanam, Chartered Accountants, New Delhi, as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

Special business:

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

Item 5 - Ordinary Resolution

"RESOLVED that Mr. Anil Mehta who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of the Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company, under Section 257 of the said Act, received notice in writing proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

Item 6 - Ordinary Resolution

"RESOLVED THAT Mrs. Binu Mehta who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of the Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company, under Section 257 of the said Act, received notice in writing proposing her candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

Item 7 - Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 and 314 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or reenactment thereof, for the time being in force), subject to the approval of the Central

Government and other statutory authorities as may be necessary, the consent of the Company be and is hereby accorded to the appointment of Mr. B.V. Suryakumar as Managing Director of the Company for a period of One (1) year with effect from 19.8.2010 on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. B.V. Suryakumar, a draft 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 the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in section 198,309 & 310 read with Schedule XIII to the Companies Act, 1956 including any statutory modification or reenactment thereof for the time being in force or as may hereafter be made by the Central Government on that behalf, from time to time, or any amendment thereto as may be agreed to between the Board and Mr. B.V. Suryakumar, he 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 remunerations as specified in the said agreement and set out in the Explanatory Statement to this Resolution, subject to the Schedule-XIII to the Companies Act, 1956."

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

Item 8 - Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 198, 289,309,310 and 314 and other applicable provisions, if any, read with the provisions of Schedule XIII of the Companies Act,1956, and subject to the approval of Central Government, consent of the Members be and are hereby accorded to revise the remuneration of Mr. Sushil Kumar Chaturvedi, Whole Time Director of the Company with effect from 18.8.2009, subject to terms, conditions and stipulations contained detailed terms and conditions are set out in the Explanatory Statement to this Resolution."

Item 9 - Special Resolution:

"RESOLVED THAT in accordance with and subject to the provisions of Section 81 and all other applicable provisions, if any, of the Companies Act 1956, and/or Foreign Exchange Management Act, 1999 (FEMA) (including any statutory modification(s) or re-enactment thereof for the time being in force), FEMA (External Commercial Borrowing) Regulations and other applicable Rules, Regulations, Notifications, Circulars, Schemes and Guidelines, of the FEMA/Securities and Exchanges Board of India (SEBI) and the Stock Exchanges, where the securities of the Company are listed (including provisions of the listing agreement with them), and other concerned and relevant authorities and other applicable laws, if any, and the relevant provisions of the Memorandum and Articles of Association of the Company; and subject to such approvals, consents, permissions or sanctions of the Government of India (GOI), RBI, SEBI and any other Indian/ Overseas appropriate authorities, institutions or bodies as may be necessary and subject to such terms, conditions, stipulation, alterations,

amendments, modifications or variations as may be prescribed by any of them in granting any such approvals, consents, permissions, or sanctions; and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred by this resolution), CONSENT OF THE MEMBERS OF the Company be and is hereby accorded authorizing the Board to create, offer, issue and allot on behalf of the Company, in one or more lots (including with provision for reservation on firm and/or competitive basis) of Preferential/Private Placement offerings in domestic and/or international markets, through prospectus and/or offer letter or other permissible/requisite offer document, and / or Securities representing either Equity Shares or convertible Securities, and/or Equity Shares and/or any other Securities including debt, convertible into Equity Shares at the option of the Company and/or holders of the Securities and/or Securities linked to Equity Shares and/or Securities with or without detachable/non detachable warrants (hereinafter referred to as the "Securities"), subscribed to in Indian/Foreign Currency(ies), by Indian or Foreign Banks, Institutions, Institutional Investors, Mutual Funds, Companies, Other Corporate Bodies, Trusts, Funds, Hedge Funds, Resident/Non-Resident Indians, Foreign Nationals, Individuals and other eligible investors, persons or entities (hereinafter collectively referred to as "Investors") as may be decided by the Board; whether or not such investors are members of the Company; up to an aggregate amount not exceeding or equivalent to **Rs.50 Crores (Rupees Fifty crores only)** or any other currency as the case may be (inclusive of such premium as may be determined), and such offer, issue and allotment

to be made, at such time or times, in Indian Rupees or any convertible foreign exchange or other currencies as may be permissible and/or required, at such price or prices, at a discount, par or premium to market price, in such form and manner and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of such offer, issue and allotment, subject however, to the applicable guidelines, rules, regulations, notifications, circulars and applicable statutory provisions."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Instruments or Equity Shares or Securities representing the same, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose, including but without limitation, determining the type, form and manner of the issue/securities, the class of eligible investors to whom the securities are to be offered, issued and allotted in each lot, issue price, face value, premium amount on issue/ conversion of Securities including debt/exercise of warrants/redemption of securities, rate of interest, conversion or redemption period, to dispose off securities that are not subscribed in its absolute discretion in the manner as permissible by law, to decide on appointment of Lead Managers, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Depositories, Custodians, Listing Agent, Registrars, Trustees, Bankers, and all other agencies or intermediaries, whether in India or abroad, and to remunerate them by way of commission, brokerage, fees or the like, entering into or execution of all such agreements/arrangements/Memorandums of Understanding/documents with any authorities/

ORG Informatics Limited

agencies, listing of the Shares/Securities (including the resultant Equity Shares to be issued as per the terms of issue of the said Securities) on any Indian and/or Foreign Stock Exchange(s) , as it may in absolute discretion deem fit.

By Order of the Board of Directors,
Vinod Singh Negi
Company Secretary

New Delhi
4th September, 2010,

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from 24.9.2010 To 30.9.2010 (both days inclusive).
4. Pursuant to Section 219 of the Companies Act, 1956, a copy of every Balance Sheet (including the Profit and Loss Account, the Auditors Report and other documents required by law to be annexed or attached, as the case may be) should be circulated to all members not less than 21 days before the date of meeting. The Company is not in a position to circulate the Balance Sheet for the year ended on 31st March, 2010 including Profit and Loss Account, the Auditor's Report and other documents required to be annexed or attached along with this notice. However these attachments will be mailed to you separately.
5. All the documents referred to in the Notice and Explanatory Statements would 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.
6. Shareholders holding the shares in Electronic form are requested to bring their Client ID and DPID at the meeting for easy identification.
7. The information required to be given pursuant to Corporate Governance Code regarding appointment / reappointment of Director/s is as under:
 - i) Mr. Kartikeya V. Sarabhai has did Tripos in Natural Science from Cambridge University and Post Graduate at MIT, USA. He has varied experience in both industrial and NGO Sector. He is the Chairman of Ambalal Sarabhai

Enterprises Limited. Mr. Sarabhai is the Director of Centre for Environment Education since inception, a center for excellence associated with Ministry of Environment and Forest. He is also the Managing Trustee of Nehru Foundation for Development. He holds Directorships in 33 other companies including private limited companies. He holds 2984 equity shares in the Company.

- ii) Mr. Ram Lakhan Dube is B.Sc. with Physics, Chemistry and Mathematics from University of Gorukhpur and BE (Electrical) from Allahabad University. He is a Telecom professional with over 36 years of varied experience in the Industry. He managed BSNL, the largest Telecom Services company in India, as Director (PLG & NS). Post retirement he was Executive Director of MTNL. As Engineering Graduate he joined erstwhile P&T as ITS, and had a distinguished service of 34 years during which he held top management positions in MP Circle, Maharashtra Circle and Corporate office in Delhi. During his tenure, he is credited with various innovative measures and development of Telecom products and services, which kept BSNL as the most profitable market player. He holds Directorships in one other company. He holds Nil equity shares in the Company.

- iii) Mr. Anil Mehta is Fellow Member of The Institute of Company Secretaries of India, Law Graduate from MS University Vadodara, Member of IMA, USA etc. He has very rich experience of over 26 years in the field of Investment Banking, Corporate Finance, Merger and Amalgamation, Strategic Alliance etc.

During his varied experience of more than 26 years he has served various Indian and International organization like Sun Capital Services UK, Religare Securities Ltd, SriRam Investment Services Ltd. etc. He has served various distinguished positions like Director-Investment Banking, Vice President- Investment Banking etc. He holds Directorships in many other companies. He holds Nil equity shares in the Company.

- iv) Mrs. Binu Mehta is B. Tech from Jabalpur, M.P. and MBA, Finance from Indore, M.P. She is a member of Women Entrepreneurs for Small & Medium Business in North West England. She has over 20 years of rich experience at various senior capacity in Indian and Multinational companies like ILO Publication, Intricate Financial Limited, Business Barons (Merchant Media Private Limited, Publishers of India's premier business Magazines), FASCEL Ltd., now part of Hutch, Orient Information Technology Ltd., and Castleacre Ltd., U.K. Manchester etc. She has served position like Director, Business Development Manager, Manager, Corporate Communication, Business Correspondent and Financial Consultant etc. She has a very rich experience especially in developing International Market for Software Solutions and also in developing and marketing software resources for Overseas Projects. She holds Directorships in none of other companies including Private Limited companies. She holds NIL equity shares in the Company.

Explanatory Statement.

Required under Section 173 of the Companies Act, 1956, to accompany the notice of Thirty fourth Annual General Meeting of the Company.

Item No. 5

The Board of Directors of the Company, at its meeting held on 19.8.2010 had appointed Mr. Anil Mehta as Additional Director on the Board of Directors of the Company pursuant to the provisions of Article 137 of the Articles of Association of the Company. In terms of the provisions of Section 260 of the Companies Act, 1956, he holds Office of a Director only upto the date of ensuing 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 Mr. Anil Mehta as a candidate for an office of a Director. In view of the background and rich experience of Mr. Anil Mehta, the Board of Directors considers it desirable that the Company continues to avail his services as a Director of the Company.

Your Directors commend the resolutions as set out at Item No.5 in the accompanying notice for your approval. None of the other Directors of the Company except Mr. Anil Mehta is concerned or interested in the resolution.

Item No. 6

The Board of Directors of the Company, at its meeting held on 19.8.2010 appointed Mrs. Binu Mehta as Additional Director on the Board of Directors of the Company pursuant to the provisions of Article 137 of the Articles of Association of the Company. In terms of the provisions of Section 260 of the Companies Act,

1956, he holds Office of a Director only upto the date of ensuing 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 Mrs. Binu Mehta as a candidate for an office of a Director. In view of the background and rich experience of Mrs Binu Mehta, the Board of Directors considers it desirable that the Company continues to avail the services of Mrs. Binu Mehta as Director of the Company.

Your Directors commend the resolutions as set out at Item No.6 in the accompanying notice for your approval. None of the other Directors of the Company except Mrs. Binu Mehta is concerned or interested in the resolution.

Item No. 7

The Board of Directors of your Company had at its meeting held on 19th August, 2010 appointed Mr. B.V. Suryakumar as a Managing Director of the Company for a period of One (1) year effective from 19th August, 2010 subject to your approval & approval of Central Government and also subject to such other approvals as may be necessary in this regard. Your Directors would like to inform you that the company is in default to repay its debt and interest payable thereon for a continues period of 30 days in the preceding financial year before the date of appointment of such managerial person and that is why pursuant to the provisions of sub clause (ii) of clause 1 (A) of Part-II of the Schedule-XIII of the Companies Act, 1956, Appointment and Remuneration payable to Managing Director is subject to the approval of the Central Government.

Mr. B. V. Suryakumar is Graduate in Commerce and Professional Cost Accountant (ICWAI). He

has over 47 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, will be the right person to lead your company.

The terms of remuneration of Mr. B.V. Suryakumar as Managing Director of the Company for his appointment were as under, subject to the approval of the Central Government:

1. Basic Salary

At the rate of Rs.2,00,000/- (Rupees Two Lacs only) per month.

2. Perquisites:

The said 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 a 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.120,000/- (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) Traveling & Conveyance, Entertainment and telephone expenses will be reimburse on actual basis for the use of business of the Company as per the rules of the company.
- iii) Contribution to Provident Fund, Gratuity payable & 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 one month 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 (KRA) as determined by Remuneration Committee in proportion to achievement of KRA targets during the year 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.7 in the accompanying Notice for your approval and acceptance.

Item No. 8

The members are aware that Mr. Sushil Kumar Chaturvedi was appointed as Whole Time Director of the company w.e.f. 18.8.2009. Subject to the approval of Central Government and your approval, the Board of Directors of your Company had at its meeting held on 4th September, 2010 and the Remuneration Committee of the Board in its meeting held on 4th September, 2010 recommended to review the Remuneration of Mr. Sushil Kumar Chaturvedi, Whole time Director with effect from the date of his appointment i.e. 18.8.2009. You are hereby once again informed that the reason mentioned hereinabove under Item No.7, to revise the remuneration, to be paid to Mr. Sushil Kumar Chaturvedi, approval of Central Government is required.

The revised parts of remuneration of Mr. Sushil Kumar Chaturvedi as Whole time Director of

the Company are as under:

Commission:

The company shall pay commission to Mr. Sushil Kumar Chaturvedi from the date of his appointment i.e. 18.8.2009 as per the detail below:

i) Commission on achievement of pre determined Key Performance Area (KRA) as determined by Remuneration Committee in proportion to achievement of KRA targets during the year with a maximum ceiling of Rs.5,00,000 (Rupees Five lacs only) payable bi annually.

ii) Subject to the limit specified under the Companies Act, 1956 the Net Profit based annual commission not exceeding five (5) percent of the net profit calculated as per the provisions of the Companies Act, 1956 with a maximum ceiling of Rs.5,00,000 (Rupees Five Lacs only).

No other Director of the Company except Mr. Sushil Kumar Chaturvedi 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.8 in the accompanying Notice for your approval and acceptance.

Item No.9

The members are aware that your Company is facing severe cash crunch since last two years and that has badly affected the business and other operations of the company. Now the Directors of your company are trying to explore

the opportunities to raise the funds from any of the possible manner and resources.

The said resolution is seeking approval of the members of the Company for the proposed issue (s) of securities, debt convertible into equity and is proposing to confer authority, subject to other compliance, on the Board to do all acts and deeds, which may be required to offer, issue and allot securities of appropriate nature at an opportune time, including the size, structure, price, time and other terms and conditions of the offer/issue.

The detailed terms and conditions for the issue/offerings in Indian/international will be determined in consultation with the lead managers, consultants, advisors, underwriters and/or other such other intermediaries as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the offer/issue will be finalized in accordance with the applicable guidelines in force of the Government of India, the Reserve Bank of India, Securities and Exchange Board of India and other appropriate authorities, as may be amended from time to time and clarification(s)/ amendment(s) that maybe issued in the said regard.

Section 81(1) of the Companies Act, 1956 inter-alia provides that whenever its is proposed to increase the subscribed capital of the Company by Issue of further shares, such shares shall first be offered to the existing shareholders of Company in the manner laid down in the said section; unless the Shareholders decide otherwise by a special resolution. Accordingly, consent of the members of the Company is being sought pursuant to the provisions of Section 81(1A) and all other applicable

provisions of the Companies Act, 1956, the provisions under Listing agreements executed by the Company with the Stock Exchanges, and other applicable laws, rules, regulations, guidelines and schemes, authorizing the Board to create, offer, issue and allot securities as stated in the said resolution, which would result in issuance of the further securities of the company to the person other than the existing members, in accordance with the terms and nature of the securities.

The said item requires the approval of the shareholders of the Company by way of special resolution.

Therefore your Directors recommend the resolution set out in the item No. 9 of the notice for the approval of members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except and to the extent of issue of securities in the domestic securities, which they may subscribe to such securities in their personal names or the names of relatives or concerns in which they are interested.

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.

By order of the Board of Directors,
Vinod Singh Negi
Company Secretary

New Delhi
4th September, 2010

ORG INFORMATICS LIMITED

Regd. Office : 3rd Floor "Abhishek", Akshar Chowk, Old Padra Road, Vadodara - 390 020

FORM OF PROXY

I/We..... of in the district of being a member/members of the ORG Informatics Limited, hereby appoint Mr./Mrs./Miss of in the district of or failing him/her Mr./Mrs./Miss of in the district of and failing him/her Mr./Mrs./Miss of in the district of as my/ our

Proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, September 30, 2010 at 11.00 A.M. at Vanijya Bhavan, Race Course, Vadodara and at any adjournment thereof.

Signed this day of 2010

Signature

Folio No.

DP ID

Client ID

No. of Shares held

Note : This Instrument of Proxy shall be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the time of holding the meeting.



ORG INFORMATICS LIMITED

Regd. Office : 3rd Floor "Abhishek", Akshar Chowk, Old Padra Road, Vadodara - 390 020

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my presence at the Annual General Meeting of the Company at Vanijya Bhavan, Race Course, Vadodara, on Thursday, September 30, 2010 at 11.00 A.M

Signature of the Shareholder	Signature of the Proxy

Note 1. The copy of this Notice may please be brought to the Meeting Hall.
2. Briefcases, Hand Bags etc. are not allowed inside the Meeting Hall.

BOOK POST
PRINTED MATTER



If undelivered please return to :

ORG INFORMATICS LIMITED

Regd. Office: 3rd Floor, "Abhishek", Akshar Chowk,
Old Padra Road, Vadodara 390 020. (India)