

NOTICE OF ADJOURNED TENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Adjourned Tenth Annual General Meeting of the members of EdServ Softsystems Limited will be held on 30th day of November 2011 at 11.00 A.M. at Vani Mahal (Mini Hall), Sri Thyaga Brahma Gana Sabha, 103, G. N. Chetty Road, T. Nagar, Chennai - 600 017, to transact the following business.

Ordinary Business

1. To declare Dividend.
2. To appoint Auditors of the company and to fix their remuneration.

Special Business

3. Appointment of Mr. K.S. Suryanarayanan as Director of the company.

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

“RESOLVED THAT Mr. K.S. Suryanarayanan be and is hereby appointed as the Director of the Company subject to retirement of Directors by rotation”

For and on behalf of the Board of Directors

Place: Chennai
Date: 29.09.2011

S.Giridharan
Chairman & CEO

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE ADJOURNED MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
3. The Register of Members and the Share Transfer Books of the company has already been closed from 23.09.2011 (Friday) to 29.09.2011 (Thursday) (both days inclusive) for the purpose of Annual General Meeting and declaration of Final Dividend and there is no change in the Book Closure dates.



4. Members/Proxies attending the meeting are requested to bring their copy of the old Annual Report for reference at the meeting.
5. Members are requested to notify immediately any change in their Address to the Registrar and Share Transfer Agent - Karvy Computershare Pvt. Ltd. , Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, Tel : 040-44655000, Fax : 040-23420814, Email : einward.ris@karvy.com
6. Subject to the provisions of section 206 A of the Companies Act, 1956, the final dividend, as recommended by the Board of Directors, if declared, at the Adjourned Tenth Annual General Meeting, the Dividend Warrants are scheduled to be posted as per the statutory requirement to those members whose names appear in the Register of Members as on 23.09.2011 as per the original notice.
7. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership , as per the details to be furnished for this purpose by National Securities Depository Limited and Central Depository Services (India) Limited. Those members are requested to direct change of address notifications and updations of their bank account details to their respective Depository Participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
8. Member who desire to have their Bank Account details incorporated in their Dividend warrants may please furnish the (i) Share Folio No. (ii) Name and address of Sole/First Shareholder (iii) Bank Account No. (iv) Name of the Bank and Branch (v) Full address of the branch with Pin Code. The details may be sent to the Company's Registrar & Transfer Agent - Karvy Computershare Pvt. Ltd.,Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, Tel : 040-44655000, Fax : 040-23420814, Email : einward.ris@karvy.com
9. Explanatory Statement pursuant to the provisions of section 173 (2) of the Companies Act, 1956 for Item No.3 is enclosed herewith .



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) FOR ITEM NO.3.

The company has received a notice, under section 257(1) of the Companies Act, 1956, in writing from a member, Mr. Andiappan proposing the candidature of Mr. K. S.Suryanarayanan for the office of director liable to retire by rotation along with the deposit of Rs. 500 as prescribed under the section. The Board accordingly recommend his appointment as a director of the Company.

This may also be treated as Notice under sub-section (1A) of section 257 of the Companies Act, 1956. Mr. K. S. Suryanarayanan is concerned and is interested in his appointment and none of the other directors is interested or concerned in the said appointment.

The Profile of Mr. K. S. Suryanarayanan is enclosed here with.

a.	Age	60 years
b.	Date of Birth	25.01.1951
c.	Qualification	Bachelor of Science (B.Sc)
d.	Experience	36 years of service in banking sector
e.	No. of Shares held in the Company	30000
f.	Percentage Shareholding in the company	0.13%
g.	Directorship in other Companies	NIL
h.	Chairman/Member of Committees of other Companies	NIL





EDSERV SOFTSYSTEMS LIMITED

Registered Office
New No.139, Arcot Road, Kodambakkam
Chennai 600024, India

ATTENDANCE SLIP

I, Mr./Mrs./Miss.....LF/Client ID No.....
hereby record my presence at the Adjourned Tenth Annual General Meeting of EdServ Softsystems Limited at 11.00 a.m. on Wednesday 30th November 2011 at the **Vani Mahal (Mini Hall), Sri Thyaga Brahma Gana Sabha, 103, G.N.Chetty Road, T.Nagar, Chennai-17.**

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Signature of the Shareholder/Proxy

Notes:

- 1. Please fill in the Attendance slip and hand it over at the entrance of the hall.
- 2. Shareholders are requested to bring their copies of the notice document with them.



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PROXY SLIP

I/We LF/Client ID No.....
Address being a Member/Members of EdServ Softsystems Limited, do hereby appoint or/failing him of as my/our proxy in my/our absence to attend and vote for me/us on my/our behalf at the Adjourned Tenth Annual General Meeting of the company to be held at 11.00 a.m. on Wednesday 30th November 2011 at any adjournment thereof.
IN WITNESS where of I/We have set my/our hand/hands this day of 2011.



Signature of the Shareholder
(Across the stamp)

Notes:

- 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a member.
- 2. A one Rupee Revenue Stamp should be affixed to this and it should then be signed by the member.
- 3. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power of authority duly certified by a notary or other proper authority, shall be deposited at the Registered Office of the company not later than 48 hours before the time for the holding of the meeting, in default, the instrument of proxy shall not be treated as valid.

