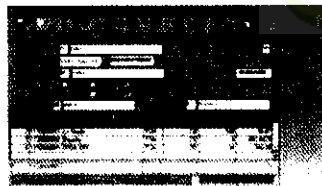




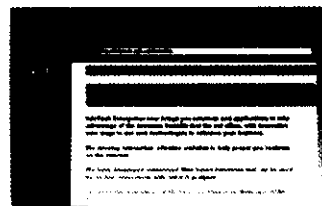
**CAD/GIS
Software**



**Digitization
Services**



**Enterprise
Solutions**



**Internet
Applications**

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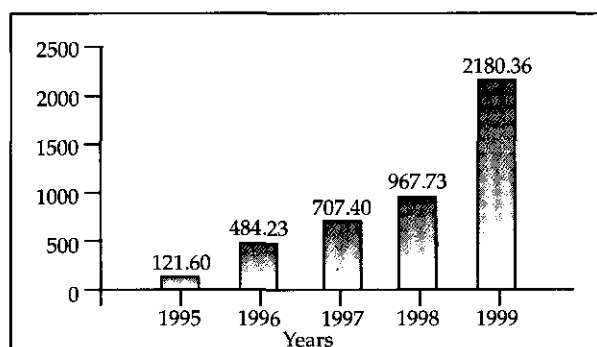


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Performance Highlights

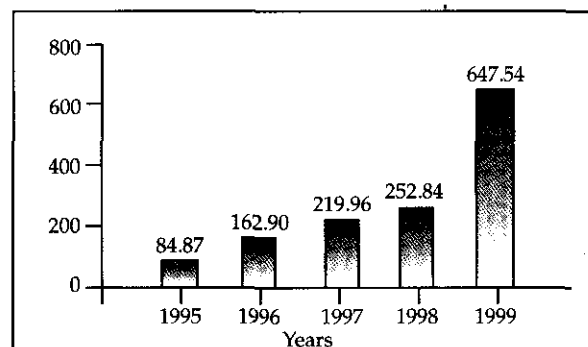
Sales

(Rs.in lakhs)



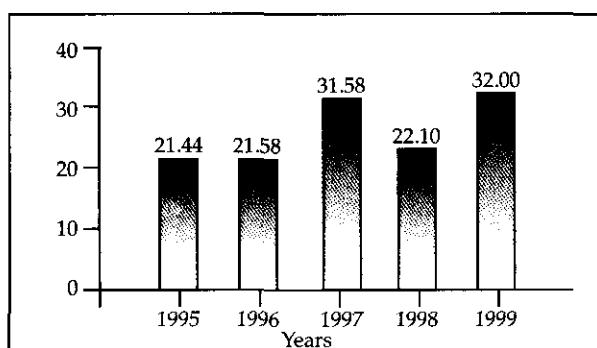
Net Profit

(Rs.in lakhs)



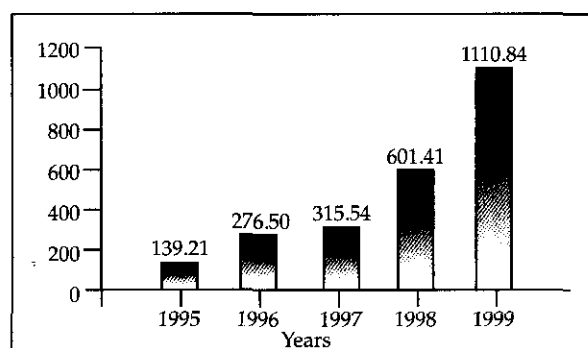
Book Value Per Share

(Rs.)



Fixed Assets Base

(Rs.in lakhs)



BOARD OF DIRECTORS

Managing Director
B.V.R. MOHAN REDDY

Executive Director
K. RAJAN BABU

Whole-Time Director
B. SUCHARITHA

Directors
M.M. MURUGAPPAN
DR. Y.R.K. REDDY
A.A. SARMA (IDBI Nominee)

Bankers
GLOBAL TRUST BANK LTD.
Oxford Plaza
S.D. Road, Secunderabad - 500 003.

Financial Institution
INDUSTRIAL DEVELOPMENT BANK OF INDIA (IDBI)
Venture Capital Division
IDBI Tower
Cuffe Parade, Mumbai - 400 005.

Auditors
G.P. ASSOCIATES
Chartered Accountants
Divya Shakti Complex
Ameerpet, Hyderabad - 500 016.

Registrars & Transfer Agents
KARVY CONSULTANTS LIMITED
KARVY HOUSE, 46, Avenue 4, Street No.1,
Banjara Hills, Hyderabad - 500 034.

Registered Office
Plot No.42, Nagarjuna Hills
Panjagutta, Hyderabad - 500 082.

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PERFORMANCE AT A GLANCE

Rs. in Lakhs

Year ended 31st March	1999	1998	1997	1996	1995
Income	2234.21	1005.45	728.48	502.29	274.81
Expenses	1333.66	660.01	423.33	282.61	160.12
Depreciation	176.58	57.42	38.44	26.70	13.43
Financial Charges	64.73	29.29	21.75	24.78	16.40
Operating Profit	659.24	258.73	244.96	168.20	84.86
Provision for Taxation	11.71	5.89	25.00	5.30	0.00
Profit after Tax	647.53	252.84	219.96	162.90	84.86
Dividend	109.68	94.71	40.21	—	—
Sources of Funds					
Capital	559.93	551.00	300.00	150.00	75.00
Share Application Money	—	—	444.02	—	—
Reserves and Surplus	1232.25	613.50	203.45	173.70	85.80
Networth	1792.18	1164.50	947.47	323.70	160.80
Loan Funds	329.59	165.34	87.48	126.03	119.17
Total	2121.77	1329.84	1034.95	449.73	279.97
Application of Funds					
Net Fixed Assets	787.66	454.81	226.36	225.76	114.98
Investments	21.00	—	—	—	—
Net Current Assets	1313.11	852.38	788.42	223.97	164.93
Misc. Exp. Not written off	—	22.65	20.17	—	0.06
Total	2121.77	1329.84	1034.95	449.73	279.97

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ENTERPRISES LIMITED**CONTENTS**

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NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of the Company will be held on Monday, the 12th day of July, 1999, at 10.00 a.m. at Bhaskara Auditorium, BM Birla Museum, Adarsh Nagar, Hyderabad - 500 463, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended 31st March, 1999 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on the Equity Capital of the Company for the year ended 31st March, 1999.
3. To appoint a Director in place of Shri M M Murugappan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Y R K Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT M/s G P Associates, a firm of Chartered Accountants, who retire at the conclusion of this Annual General Meeting, be and is hereby appointed as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors".

Special Business

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 94(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby given to increase the Authorised Share Capital of the Company from Rs.630 Lakhs (Rupees Six Hundred and Thirty Lakhs only) to Rs.720 Lakhs (Rupees Seven Hundred and Twenty Lakhs only) by creation of 9,00,000 Equity shares of Rs.10/- each ranking pari passu with the existing Equity shares of the Company and the following new Clause V be and is hereby substituted in place and stead of the existing Clause V of the Memorandum of Association of the Company:-

V. The Authorised Share Capital of the Company is Rs.7,20,00,000/- (Rupees Seven Hundred and Twenty Lakhs only) divided into 72,00,000 (Seventy Two Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each with a right to increase or reduce the Share Capital in accordance with the provisions of the Companies Act, 1956. The Company shall have power, at any time and from time to time, to increase or reduce Capital. Any of the said shares and any new shares may, at any time and from time to time, be divided into shares of several classes in such manner as the Articles of Association of the Company may prescribe and the shares of each class may confer such preferred or other special rights and privileges and impose such restrictions and conditions whether in regard to dividend, voting, return of Capital or otherwise as will be prescribed in or under the Articles of Association."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association

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of the Company be and is hereby altered by substituting the following as new Clause 4 in place and stead of the existing Clause 4:-

4. The Authorised Share Capital of the Company is Rs.7,20,00,000/- (Rupees Seven Hundred and Twenty Lakhs only) divided into 72,00,000 (Seventy Two Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each 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 for the time being, be provided by the Regulations of the Company, as originally framed or as altered by special resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the approval of the Reserve Bank of India (RBI) and such other approvals as may be required, consent of the Company be and is hereby given to the enhancement of investment limits of Foreign Institutional Investors (FIIs) in the securities of the Company from 24% to 30% of the Equity Share Capital of the Company or such higher limit, as may, from time to time, be prescribed by the Reserve Bank of India."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the consent of all concerned authorities, if and to the extent necessary and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and

modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board of Directors of the Company and / or a duly authorised Committee thereof (hereinafter referred to as 'the Board') in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, to Foreign Institutional Investors (FIIs) / Public and Private Financial Institution(s) both in and outside India / Mutual Funds / Bodies Corporate / Non Resident Indians (NRIs) / Overseas Corporate Bodies (OCBs) / Persons of Indian Origin / any other person or persons, or any combination thereof, of such number of Equity shares of the Company of the face value of Rs.10/- each, not exceeding 10,00,000 (Ten Lakhs only), ranking pari passu with the existing Equity Shares of the Company, at such price as may be fixed and determined by the Board, subject however, to the guidelines prescribed by the Securities and Exchange Board of India (SEBI) in this regard, and as may be applicable from time to time".

"FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, and subject to obtaining requisite approvals from appropriate authorities, consent of the Company be and is hereby given to the Board of Directors to invest the funds of the Company, not exceeding Rs.16 crore, (upto GBP 2.182 Million), for acquiring by way of subscription, purchase or otherwise,

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directly or indirectly, the securities of Dataview Solutions Limited (hereinafter referred to as "Dataview"), a private limited Company in United Kingdom, in accordance with the Share Purchase Agreement entered into between the Company and Shareholders of Dataview, principal terms and conditions of which are outlined below:

- a) Upfront cash payment of GBP 545,454 by the Company.
- b) Subscription by the Company towards fresh issue of shares by Dataview aggregating to GBP 545,455.
- c) Earn-out consideration payable upto a maximum of GBP 1,090,909 (actual amount of payment to be linked to EBIT of Dataview during Earn-out period) either at the end of 1 year (June 30, 2000) or at the end of 2 years (June 30, 2001), to be settled as follows:
 - In case market price of InfoTech's shares at the end of Earn-out period is equal to or more than Rs.350/- per share.

Earn-out consideration to be settled by way of issue of Equity Shares of InfoTech Enterprises Ltd. upto a maximum of 2,18,570 shares to the Shareholders of Dataview.

- In case market price of InfoTech's shares at the end of Earn-out period is less than Rs.350/- per share.

Earn-out consideration of upto GBP 1,090,909 to be settled in cash. For this purpose, InfoTech would issue a Stock Instrument (in the nature of a non-interest bearing loan note) to the Shareholders of Dataview and in the event of the market price of InfoTech's shares falling below Rs.350/-, the Shareholders of Dataview would have the option of

seeking redemption of this Stock Instrument and receive Earn-out consideration in cash."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things as may be deemed expedient and necessary to give effect to this resolution."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to entering into definitive agreements by the Company and subject to obtaining requisite approvals from appropriate authorities, consent of the Company be and is hereby given to the Board of Directors to invest the funds of the Company, not exceeding Rs.6.50 crore (upto US\$ 1.5 Million) for acquiring, by way of purchase or otherwise, directly or indirectly, the securities of Cartographic Sciences Pvt. Ltd. (hereinafter referred to as "CS"), a Subsidiary of Analytical Surveys Inc., U.S.A., for consideration to be settled as under:

- Upfront cash payment of US\$ 1 Million.
- Issue of 58,000 Equity Shares of the Company in accordance with the Share Purchase Agreement to be entered into by the Company at a price arrived at as per the Securities and Exchange Board of India (SEBI) Guidelines."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things as may be deemed expedient and necessary to give effect to this resolution."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

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"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and subject to entering into definitive agreements by the Company and subject to the consent of all concerned authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such consent or approvals, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot to Analytical Surveys Inc., U.S.A., 58,000 Equity Shares of the Company of the face value of Rs.10/- each, not exceeding Rs.5,80,000/-, ranking pari passu with the existing Equity Shares of the Company, for consideration other than cash, for acquisition of Cartographic Sciences Pvt. Ltd., a Subsidiary of Analytical Surveys Inc., U.S.A."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things as may be deemed expedient and necessary to give effect to this resolution."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956, read with Schedule XIII (as amended from time to time) to the said Act, consent of the Company be and is hereby given to the re-appointment of Mr. B V R Mohan Reddy as Managing Director of the Company for a period of 5 years with effect from 12th April, 1999 at a remuneration as detailed below:

I. Salary

Rs. 1,00,000/- (Rupees One Lakh only) per month.

II. Commission

1% of the amount of Net Profit before taxes (but after charging all expenses including depreciation

and managerial compensation) as appearing in the Audited Annual Accounts for each Financial Year of the Company, unless otherwise decided by the Board for any financial year, subject however, that the total remuneration (i.e., salary, perquisites and commission) in any one financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as may, for the time being, be in force.

III. Perquisites

Perquisites as follows will be paid and / or provided in addition to salary, subject however that the amount of perquisites, if taxable as per Income Tax Act, 1961 shall be restricted to total remuneration as per Part II of Schedule XIII to the Companies Act, 1956, as applicable from time to time.

Part - A

a) Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family including dependent mother and father, subject to a ceiling of one month's salary per year or 3 months' salary in a block of 3 years.

b) Leave Travel Concession

For self and family including dependent father and mother, to and from any place in India, once in a year in accordance with the rules of the Company.

c) Club Fees

Fees of Club subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid.

Part - B

a) Provident Fund

Company's contribution to Provident Fund as per the scheme of the Company.

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b) Pension / Superannuation Fund

Company's contribution to Pension / Superannuation Fund in accordance with the scheme of the Company.

(Note: The contribution towards Provident Fund and Pension / Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.)

c) Gratuity

As per the rules of the Company, payable in accordance with the approved fund at a rate not exceeding one-half month's salary for each completed year of service.

Part - C

a) Car

Use of Company's car with driver for business purposes.

b) Telephone

Free Telephone / Communication facilities at residence for business purposes.

IV. Other Benefits

Leave

On full pay and allowances as per rules of the Company, but not more than one month's leave for every 11 months of service. Leave not availed of shall be allowed to be encashed at the end of the tenure and the same will not be included in the computation of the ceiling on perquisites.

V. Overall Remuneration

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as may, for the time being, be in force. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration in excess of that entitled under Section II

of Part II of Schedule XIII to the Companies Act, 1956, but not exceeding the overall limits prescribed under the Act, the same shall be determined and decided by the Board.

VI Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, as may, for the time being, be in force.

VII. Three month's notice shall be required on either side for termination of services.

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII (as amended from time to time) to the said Act, consent of the Company be and is hereby given to the re-appointment of Mr. K Rajan Babu as Executive Director of the Company for a period of 5 years with effect from 12th April, 1999 at a remuneration as detailed below:

I. Salary

Rs. 83,500/- (Rupees Eighty Three Thousand Five Hundred only) per month.

II. Perquisites

Perquisites as follows will be paid and / or provided in addition to salary, subject however that the amount of perquisites, if taxable as per Income Tax Act, 1961 shall be restricted to total remuneration