

Carol Info Services Limited

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of **CAROL INFO SERVICES LIMITED** will be held at Shagun Banquet Hall, Devidayal Road, L. B. S. Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai- 400080 on Friday, September 30, 2011 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit & Loss Account for the year ended on that date with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jayant Manmadkar, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Shahnawaz Khan, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 with effect from December 7, 2010 and who vacates his office at the conclusion of this Annual General Meeting and in respect of whom the Company has received a 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.”

BY ORDER OF THE BOARD

A. N. AVASARE
Company Secretary

Registered Office:

City Survey No. 681, Village Nahur,
Mulund-Goregaon Link Road,
Bhandup (W), Mumbai-400 078

Place : Mumbai

Date : May 27, 2011

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
3. As required under clause 49 of the listing agreement, brief information of directors seeking re-appointment at the ensuing Annual General Meeting is given in the Directors Report.
4. The Register of Members and Share Transfer Register of the Company shall remain closed for a period of eight days from September 23, 2011 to September 30, 2011 (both days inclusive).
5. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of item No. 4 of the Notice is annexed hereto and forms part of the notice.
6. The copies of the documents, if any, referred to in the Notice are available for inspection at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 2.00 P.M to 4.00 P.M.
7. Members are requested to notify immediately any change in their address to the Depository Participant with whom they maintain the demat account for shares held in electronic mode and to the Company's Registrar and Transfer Agents for shares held in physical mode.
8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary atleast seven days before the date of the meeting, so that the information required by the Members can be made available at the meeting.
9. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Members shall not be able to claim any unpaid dividend from the said fund or the Company thereafter. All the outstanding dividends for the years prior to 2002-2003 have been transferred to the Investor Education and Protection Fund by the Company.
10. Section 109A of the Companies Act, 1956 provides for Nomination by Individuals, who are shareholders of the Company in the prescribed Form Number 2(B). Members who holds shares in the physical form can nominate a person in respect of all the shares held by them by filling the prescribe form. Blank form will be supplied by the Companies Registrar and Share Transfer Agents, Link Intime India Private Limited on request. Members holding shares in dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
11. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

12. Trading in the shares of the Company is compulsory in dematerialized form for all investors. There are number of advantages in keeping shares in dematerialized mode like no stamp duty, no/ lesser risks of delays/ loss in transit/ theft/ mutilation/ bad deliveries, no courier/ postal charges and immediate transfer. Hence, we request all those shareholders who have still not dematerialized their shares to get their shares dematerialized at the earliest.
13. Members holding shares under different folios in the same names are requested to apply for consolidation of folios and send relevant Share Certificates to the Company's Registrar and Transfer Agents for Consolidation.
14. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the transfer deeds and share certificate at the time of lodgement of transfer of share is now mandatory.
15. The Ministry of Corporate Affairs ("MCA") has taken a 'Green initiative in the Corporate Governance' by allowing paperless compliances by companies vide its Circular Nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 inter alia stating that the service of documents by the companies to its members can be made through electronic mode. Taking forward this green initiative of the MCA, the Company had sent email communication on June 20, 2011 about sending the annual reports and other documents through electronic mode to those shareholders having their email ids registered with the Depository. The Company had sent letter regarding its Green Initiative on June 30, 2011 and requesting to register the email id to those shareholders whose email ID was not registered with the Depository and to those who were holding shares in physical mode. Based on the response received to the aforesaid email and letter, the Company has sent the Annual Reports through electronic mode to the shareholders who have registered their email id with the Company.
16. We once again request shareholders to register their email address with their depository participant or with the Registrar and Transfer Agent of the Company to receive documents / notices in electronic mode from the Company in lieu of physical copies. Please note that, in case you have already registered your email address, you are not required to re-register unless there is a change in your e-mail address. Shareholders holding shares in physical form are requested to send email at carolgogreen@linkintime.co.in to register their email address for receiving the above documents by email. Further, please note that these documents will also be available on the Company's website www.carolinfoservices.com for your ready reference.
17. Under Clause 5A(l) (g) of the Listing Agreement, there are Nil unclaimed shares as per the depository's database since all the relevant shares were issued only in physical form. There are 93 physical share certificates comprising of 7,880 equity shares of the Company of face value of ₹ 10/- each received back as undelivered. Three reminders are being sent to the shareholders for getting their confirmation. Subject to their confirmation after sending the above reminders, the Company shall proceed to demat the shares in the name of "Unclaimed Suspense Account". The voting rights of these shareholders shall remain frozen till the rightful owner claims the shares.

BY ORDER OF THE BOARD

A. N. AVASARE
Company Secretary

Registered Office:

City Survey No. 681, Village Nahur,
Mulund-Goregaon Link Road,
Bhandup (W), Mumbai -400 078

Place : Mumbai

Date : May 27, 2011

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NO. 4 OF THE NOTICE

Mr. Shahnawaz Khan is a postgraduate in Commerce and ICWA by qualification. He has over 25 years of rich and varied experience in the field of Cost Accounting. He is a director in Wockhardt Maharashtra Hospital Limited, Merind Limited, Wockhardt Holdings Limited and Vinton Healthcare Limited and holds Membership of Audit Committee of Vinton Healthcare Limited. He does not hold any Shares/Convertible Instruments of the Company.

The Board members had appointed Mr. Shahnawaz Khan as an Additional Director of the Company w.e.f. December 7, 2010. Pursuant to Section 260 of the Companies Act, 1956, Mr. Shahnawaz Khan holds office only up to the Annual General Meeting. The Company has received a notice in writing along with a deposit of ₹ 500/- from a member of the Company as per the provisions of Section 257 of the Companies Act, 1956, signifying intention to propose his appointment as a Director of the Company.

Considering the qualifications and rich and varied experience of Mr. Shahnawaz Khan, the Board recommends the resolution for his appointment as a Director as set out in item No. 4 for approval of the shareholders.

Mr. Shahnawaz Khan is deemed to be concerned or interested in the Resolution. None of the other directors of the Company is in any way concerned or interested in the Resolution.

BY ORDER OF THE BOARD

A. N. AVASARE
Company Secretary

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ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	MEMBER'S FOLIO NUMBER/DPID/ CLIENT ID. NO.
NAME OF PROXY (IN BLOCK LETTERS) (To be filled in if the proxy attends instead of the Member)	

No. of Shares held

I hereby record my presence at the Thirty First Annual General Meeting at Shagun Banquet Hall, Devidayal Road, L.B.S. Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai -400 080, on Friday, September 30, 2011 at 3.00 p.m.

Member's/Proxy's Signature

Note: The copy of the Annual Report may please be brought to the meeting hall.

TEAR HERE

Carol Info Services Limited

Registered Office:

City Survey No. 681, Village Nahur, Mulund-Goregaon Link Road,
Bhandup (West), Mumbai-400 078

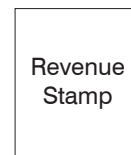
PROXY FORM

I/We
of
being a member /members of the above named Company, hereby appoint
.....
of
or failing him
of

as my/our proxy to vote for me/us on my/our behalf at the Thirty First Annual General Meeting of the Company to be held on Friday, September 30, 2011 at 3.00 p.m.

Signed

Date :



Note: Proxies must reach the Company's Registered Office not less than 48 hours before the meeting.