



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of **VAKRANGEE SOFTWARES LIMITED** will be held on Friday, 26th August, 2011 at 11.00 A.M. at the Chancellor Suite, Hotel Hilton Mumbai, Sahar Airport Road, Andheri (East), Mumbai - 400 099, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011, the Profit & Loss Account for the year ended on that date together with the Schedules attached thereto and the Report of the Directors' and Auditors' thereon.
2. To declare a final dividend for the financial year ended 31st March, 2011.
3. To appoint a Director in place of Mr. Sunil Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ramesh M. Joshi, who retires by rotation and being eligible, offers himself for re-appointment
5. To appoint M/s. S. K. Patodia & Associates, Chartered Accountants (ICAI Reg. No. 112723W) as Statutory Auditors of the Company 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:

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

"RESOLVED THAT Mr. B. L. Meena who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th October, 2010 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 ("the Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation."

Registered Office:
"Vakrangee House",
Plot No. 66,
Marol Co-op Industrial Estate,
Off. M. V. Road, Andheri (E),
Mumbai – 400 059
Place: Mumbai
Dated: 26th July, 2011

By order of the Board of Directors,
Sd/-

Pratik Bhanushali
Company Secretary

at the registered office of the Company not less than 48 hours before the commencement of the meeting i.e. by 11 a.m. on 24th August, 2011.

- 2) Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting.
- 3) An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the special business to be transacted at the Annual General Meeting is annexed herewith.
- 4) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5) Members are requested to bring their attendance slip alongwith their copy of annual report to the Annual General Meeting.
- 6) Members who wish to obtain information on the Company or view the accounts for the financial year ended 31st March, 2011, may visit the company's corporate website www.vakrangeesoftware.in or send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
- 7) All the documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all the working days between 11.00 AM to 1.00 PM up to the date of the Annual General Meeting.
- 8) The Register of Members and Transfer Books in respect of Equity shares of the Company will remain closed from Thursday, 18th August, 2011 to Friday, 26th August, 2011 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any, declared at the Annual General Meeting.
- 9) The dividend if declared at the Annual General Meeting will be paid within 30 days from the date of the Annual General Meeting.
- 10) Members are requested to notify change in address, if any, immediately to the Company's Registrars M/s. Bigshare Services Pvt. Ltd.
- 11) Members holding shares in single name and physical form advised to make nomination in respect of their shareholding in the company. The nomination form can be downloaded from the Company's website www.vakrangeesoftware.in under section 109A of the Companies Act, 1956.
- 12) Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 13) As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details of the concerned Directors are herein below given as Annexure to notice.
- 14) Members are hereby informed that Dividend which remains unclaimed/ un-encashed over a period of Seven years, has to be transferred as per the provisions of Section 205A of the Companies Act, 1956 by the Company to "The Investor

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing proxy should however, be deposited

Education & Protection Fund” constituted by the Central Government Under Section 205C of the Companies Act 1956. It may please be noted that once unclaimed/ un-encashed dividend is transferred to “Investor Education & Protection Fund” as above, no claims shall lie in respect of such amount by the Shareholder.

- 15) The Securities and Exchange Board of India (SEBI) has notified that submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission / transposition of shares. Members holding shares in dematerialised mode are requested to submit PAN details to their depository participants, whereas Members holding shares in physical form are requested to submit their PAN details to the Company’s Registrar and Transfer Agent.
- 16) No gifts will be distributed at the Venue of the Annual General Meeting.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item No. 6

Mr. B. L. Meena was appointed as an additional Director of the Company w.e.f. 25.10.2010 and holds the office upto the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company. Notice under Section 257 of the said Act has been received from a member

along with the deposit of Rs.500/- signifying his intention to propose the name of Mr. B. L. Meena for appointment as a Director of the Company.

Mr. B. L. Meena has already filed his consent to act as a Director with the Company. Mr. Meena has a rich experience of having worked in different Government departments, including being Chief commercial Manager NW Railway Jaipur of Indian Railway Traffic Service, where he served for 28 years.

The Resolution as set out in item No. 6 of the Notice will be placed before the meeting for the approval of the members.

Your Directors recommend the approval of proposed resolution by the Members.

None of the Directors of the Company is interested except Mr. B. L. Meena, in the resolution.

Registered Office:
 “Vakrangee House”,
 Plot No. 66,
 Marol Co-op Industrial Estate,
 Off. M. V. Road, Andheri (E),
 Mumbai – 400 059
 Place: Mumbai
 Dated: 26th July, 2011

By order of the Board of Directors,
 Sd/-

Pratik Bhanushali
 Company Secretary

ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting
 (In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Sunil Agarwal	Mr. Ramesh M. Joshi										
Age	47	68										
Date of Appointment	28/06/2002	20/10/2006										
Expertise in specific functional areas	Experience of over 24 years in Business administration and a successful businessman with good leadership qualities to control huge projects and explore new business opportunities	Has held various positions in Reserve Bank of India, has been nominated as nominee of RBI on the Boards of various banks, is a retired Executive Director of SEBI and he is also practicing as a senior corporate consultant.										
Qualifications	Bachelor of Commerce	Graduate in Economics & Law, University of Nagpur										
List of Companies in which outside Directorship held as on 26th July, 2011	NIL	<table border="1"> <tr> <td>1.</td> <td>Vakrangee Technologies Limited</td> </tr> <tr> <td>2.</td> <td>Avon Corporation Ltd</td> </tr> <tr> <td>3.</td> <td>Indfund AMC Ltd.</td> </tr> <tr> <td>4.</td> <td>Sahara Mutual Fund AMC Ltd.</td> </tr> <tr> <td>5.</td> <td>Excel Infoways Ltd.</td> </tr> </table>	1.	Vakrangee Technologies Limited	2.	Avon Corporation Ltd	3.	Indfund AMC Ltd.	4.	Sahara Mutual Fund AMC Ltd.	5.	Excel Infoways Ltd.
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IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form, may register the same with M/s. Bigshare Services Private Limited.