



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting of VAKRANGEE SOFTWARES LIMITED will be held on Tuesday, July, 31, 2012 at 11.00 A.M. at the Chancellor Suite, 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 March 31, 2012, 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 dividend for the financial year ended March 31, 2012.
3. To appoint a Director in place of Mr. Anil Patodia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. K. L. Varma, 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.

By order of the Board of Directors,

Sd/-

Pratik Bhanushali

Company Secretary & Sr. Manager - Legal

Place: Mumbai.

Dated: July 7, 2012

Registered Office:-

"Vakrangee House",
Plot No. 66,
Marol Co-op Industrial Estate,
Off. M. V. Road, Andheri (E),
Mumbai – 400 059

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 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 July 29, 2012.
- 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) 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.
- 4) Members are requested to bring their attendance slip alongwith their copy of annual report to the Annual General Meeting.
- 5) Members who wish to obtain information on the Company or view the accounts for the financial year ended March 31, 2012, 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.
- 6) 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.
- 7) The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Wednesday, July 25, 2012 to Tuesday, July 31, 2012 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any, declared at the Annual General Meeting.
- 8) The dividend if declared at the Annual General Meeting will be paid within 30 days from the date of the Annual General Meeting.



- 9) Members are requested to notify change in address, if any, immediately to the Company's Registrars M/s. Bigshare Services Pvt. Ltd.
- 10) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. The nomination form can be downloaded from the Company's website www.vakrangee.in under section 109A of the Companies Act, 1956.
- 11) 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.
- 12) 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 given below.

- 13) 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 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.
- 14) No gifts will be distributed at the Venue of the Annual General Meeting.

Annexure to Notice

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

Name of Director	Mr. Anil Patodia	Mr. K. L. Varma												
Age	43	75												
Date of Appointment	02/04/1994	30/11/2002												
Expertise in specific functional areas	Bachelor's degree in commerce with over 20 years experience of administration and good leadership qualities to control huge projects involving large manpower.	A retired Financial Advisor and Chief Accounts Officer, Western Railway. With a vast experience in handling financial management and financial planning and introducing and implementing internal control systems.												
Qualifications	Bachelor of Commerce	M. A., I.R.A.S.												
List of Companies in which Directorship held as on July 7, 2012	<table border="1"> <tr><td>1</td><td>Vakrangee Softwares Limited</td></tr> <tr><td>2</td><td>The Byke Hospitality Limited</td></tr> <tr><td>3</td><td>Manbhari Biofuel Private Limited</td></tr> <tr><td>4</td><td>Upton Infrastructures Private Limited</td></tr> <tr><td>5</td><td>Hotel Relax Private Limited</td></tr> <tr><td>6</td><td>Aqua Pumps Private Limited</td></tr> </table>	1	Vakrangee Softwares Limited	2	The Byke Hospitality Limited	3	Manbhari Biofuel Private Limited	4	Upton Infrastructures Private Limited	5	Hotel Relax Private Limited	6	Aqua Pumps Private Limited	Vakrangee Softwares Limited
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6	Aqua Pumps Private Limited													

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. Further, members holding shares in physical form may kindly note that the company's scrip is preferably traded in demat form and hence are requested to get their physical share certificates dematerialised at an early date.