



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting of **VAKRANGEE SOFTWARES LIMITED** will be held on Tuesday, 10th September 2013 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 2013, 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 31st March, 2013.
3. To appoint a Director in place of Mr. Ramesh Joshi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. B. L. Meena, 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 Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 21 and all other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Ministry of Corporate Affairs/ Registrar of Companies, Maharashtra, Mumbai and such other authorities, as may be necessary in this regard, consent of the members be and is hereby accorded to change the name of the Company from Vakrangee Softwares Limited to Vakrangee Limited

RESOLVED FURTHER THAT wherever the name "Vakrangee Softwares Limited" appears in the Memorandum and Articles of Association of the Company be substituted by "Vakrangee Limited".

RESOLVED FURTHER THAT Mr. Dinesh Nandwana, Director of the Company and / or Ms. Darshi Shah, Company Secretary of the Company be and are severally or jointly, if need arise, hereby authorized to file necessary Forms and carry out necessary modifications or corrections as may be

suggested by the Ministry of Corporate Affairs/ Registrar of Companies, Maharashtra and take such steps and actions as may be necessary or desirable to give effect to the above mentioned resolution."

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 293(1)(d) and other provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof), the Company hereby accords its consent to the Board of Directors for enhancing the borrowing limits of the company for borrowing any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more persons, firms, bodies corporate, or financial institutions, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures or other securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, license, and properties, whether immovable or movable or stock-in-trade and work-in-progress and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of paid-up capital of the Company and its free reserves, this is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 2000 Crores (Rupees Two Thousand Crores only) from the existing limit of Rs, 1000 Crores (Rupees One Thousand Crores only) and the Board of Directors (including any committee/s thereof) are hereby authorised to execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposits, receipts and other deeds and instruments or writings containing such conditions and covenants as the Directors may deem fit."

8. **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 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof), the Company hereby accords its consent to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be

created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company to or in favour of the lender(s), agent(s), trustee(s) or any other person whomsoever participating in extending financial assistance for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, not exceeding the sum of Rs. 2000 Crores (Rupees Two Thousand Crores only) initially which was Rs. 1000 Crores (Rupees One Thousand Crores only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/investor(s)/agent(s) and/or trustee(s), in respect of the said loans/borrowings/ debentures etc.

RESOLVED FURTHER THAT any of the directors as authorised by the Board from time to time (including any committee/s thereof) be and are hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgages and/or charges and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any questions or doubts relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company.”

By order of the Board of Directors,
Sd/-

Darshi Shah
Company Secretary &
Compliance Officer

Place: Mumbai.
Dated: July 22, 2013

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 September 8, 2013.

- 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, 2013, 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 Wednesday, 4th September, 2013 to Tuesday, 10th September, 2013 (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 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. .
- 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 given below.

- 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 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) No gifts will be distributed at the Venue of the Annual General Meeting.
- 16) Re-appointment of Directors: Mr. Ramesh Joshi and Mr. B. L. Meena retire by rotation at the ensuing Annual General Meeting. Mr. Ramesh Joshi and Mr. B. L. Meena, being eligible, offers himself for re-appointment. The information relating to Mr. Ramesh Joshi and Mr. B. L. Meena to be provided in terms of Clause 49 of the Listing Agreement entered into with the stock exchanges is annexed herewith.

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

Item No. 6

Your company is involved in many e-governance projects and is being known for its expertise in all the e-governance activities it does, thus making the existing name unjustifiable with the work your company does. Thus, it is desired to change the name of the company from Vakrangee Softwares Limited to Vakrangee Limited.

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 in the above resolution.

Item No. 7 & 8

Your Company is exploring various opportunities for all the round growth through expansion and by taking up various projects. Towards achieving the goal, the Company would be required to borrow from banks, financial institutions or any other lender including agents or trustees. As per Section 293(1)(d) of the Companies Act, 1956, borrowings by the Board beyond the aggregate of the paid-up capital of the Company and its free reserves requires approval from the share holders of the Company. The Company foresees the probabilities of borrowing in excess of the aforesaid limits. For this, your company had already fixed the borrowing limits upto Rs. 1000 Crores (Rupees One Thousand Crores only) after obtaining members' consent. But due to the constant and continued growth of the company, it is desired to enhance the limit from the existing Rs. 1000 Crores (Rupees

One Thousand Crores only) to Rs. 2000 Crores (Rupees Two Thousand Crores only). Hence the proposal for obtaining the consent of the members by the way of special resolution for enhancing the borrowing limit upto Rs. 2000 Crores (Rupees Two Thousand Crores only) is made.

Further, the said borrowing may be required to be secured by way of creation of charge or mortgage of whole or substantially whole of any of its undertaking or immovable properties. As per the provisions of Section 293(1)(a) of the Companies Act, 1956, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company may be deemed as the disposal of the of whole or substantially whole of the undertaking of the Company and hence requires the approval of the Share holders of the Company. Therefore the proposal for obtaining the consent of the members is made.

The Board of Directors recommend for your consent under section 293(1)(d) and 293(1)(a) of the Companies Act, 1956. The resolution to borrow money and provide the security of the assets of the Company for securing borrowing as may be made time to time.

The Board accordingly recommends the resolution set forth in item No. 7 & 8 for approval of members. None of the Directors is deemed to be interested or concerned in the aforesaid resolution.

By order of the Board of Directors,
Sd/-

Darshi Shah
Company Secretary &
Compliance Officer

Place: Mumbai.
Dated: July 22, 2013

Registered Office:-

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

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. Ramesh M. Joshi	Mr. B. L. Meena										
Age	70	63										
Date of Appointment	20/10/2006	25/10/2010										
Expertise in specific functional areas	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.	Has rich experience of having worked in different Government department, including being Chief Commercial Manager NW Railway Jaipur of Indian Railway Traffic Service where he served for 29 years.										
Qualifications	Graduate in Economics & Law, University of Nagpur	M.A. , L.LB										
List of Companies in which outside Directorship held as on July 22, 2013	<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.	NIL
1	Vakrangee Technologies Limited											
2	Avon Corporation Ltd											
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4	Sahara Mutual Fund AMC Ltd.											
5	Excel Infoways Ltd.											

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.