



VINJEY

Optimal Solutions for Phenomenal Differentiation

NOTICE

SHORTER NOTICE is hereby given that the Fifteenth Annual General Meeting of the Company will be held on Saturday the 28th day of September 2019, at 04.00 PM, at Flat No. G5, Sri Sai Enclave, 19th A Cross, 9th Main, BTM 2nd Stage, Bengaluru – 560 076 for the purpose of transacting the following business:

Ordinary Business

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31-Mar-2019 and the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that the Balance Sheet as at 31-Mar-2019 and the Profit and Loss Account for the year ended 31-Mar-2019 and the Schedules thereon, together with the Directors' Report and Auditors' Report be and they are hereby received, approved and adopted.

2. To decide on appointment or reappointment of Auditors of the Company since the term of appointment of the existing Auditor will expire in the ensuing Annual General Meeting, who expressed his consent of availability for reappointment for which a recommendation is also received from the Board for the reappointment and to pass the following thereof as an Ordinary Resolution;

RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Guru & Jana, Chartered Accountants having FRN 006826S, Bangalore be and is hereby re-appointed as the Statutory Auditors of the Company for a term of 5(Five) years from the conclusion of this Annual General Meeting until the conclusion of Twentieth Annual General Meeting (subject to annual ratification by the Members at the Annual General Meeting), and on such remuneration, fee and out of pocket expenses as shall be fixed by the board of Directors of the Company in consultation with Auditors."

RESOLVED FURTHER THAT any Director of the company be and is here by authorized to file the e form ADT-1 with the Registrar of Companies, Karnataka and to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.

Special Business

3. Substitution of Memorandum of Association as per the Companies Act, 2013;

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded for adoption of new set of Memorandum of Association of the Company which was drafted in accordance with the Table A of the Schedule I of the Act in place of the existing MoA of the Company.

4. To Substitute Articles of Association as per the provisions of the Companies Act, 2013:

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association drafted as per the table F of Schedule I of the Companies Act, 2013.

Place: Bengaluru
Date: 26-Sep-2019



By Order of the Board
For VINJEY Software Systems Private Limited

A. Vinoth Kumar

A. Vinoth Kumar
Managing Director
DIN: 02115608

Note:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member.
2. The proxy form, duly stamped and executed, should be deposited at Registered Office of the Company at least 48 hours before the time fixed for the commencement of the meeting.
3. Explanatory Statement under Section 102 of the Companies Act 2013 is annexed to this notice.

EXPLANATORY STATEMENT
Pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 3

Substitution of Memorandum of Association as per the provisions of the Companies Act, 2013:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for the Companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to substitute the MOA of the Company by adopting new MOA drafted as per the provisions of the above act.

The Board at its meeting held on 26-Sep-2019 has approved substitution of the MOA of the Company and the Board now seeks Members approval by way of Special Resolution for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No. 4

Substitution of Articles of Association as per the provisions of the Companies Act, 2013:

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table “F” of the Act which sets out the model articles of association for a company limited by shares.

The AOA is aligned with the provisions of Act. Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

PROXY FORM - MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U72200KA2004PTC033636
 Name of the Company : VINJEY Software Systems Private Limited
 Regd. Office : No. 429, First Floor, 12th Cross, WOC Road II Stage,
 Mahalakshmpuram, Bengaluru - 560086

Name of the Member (s) : _____

Registered address: _____

E-Mail: Folio No/Client ID:
 DP ID:

I/We, being the member(s) of _____ Equity Shares of the above named Company, hereby appoint:

1. Name _____
 Address _____
 Email Id _____
 Signature _____ or failing him/her

2. Name _____
 Address _____
 Email Id _____
 Signature _____ or failing him/her

3. Name _____
 Address _____
 Email Id _____
 Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Fifteenth Annual General Meeting of the Company, to be held on 28-Sep-2019 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting as are indicated below:

Particulars	For	Against
Resolution No 1: Adoption of Accounts		
Resolution No 2: Appointment/reappointment of Auditors		
Resolution No 3: Substitution of MoA		
Resolution No 4: Substitution of AoA		

Signature of Proxy Holder (s)

Signed this ___ day of ___ 2019

Signature of Shareholder:

Affix Rs. 1
 Revenue
 Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

M/s VINJEY Software Systems Private Limited
No. 429, First Floor, 12th Cross, WOC Road II Stage,
Mahalakshmpuram, Bengaluru 560086

ANNUAL GENERAL MEETING

To be held on the 28-Sep-2019 at 09.00 AM at

Sri Sai Enclave,
Flat No: G5, 19th A Cross,
9th Main, BTM Second Stage,
Bangalore - 560076.

Name of the Attending Member
(In Block Letters)

Folio./ID No

Number of Shares held

Name of Proxy
(In Block letters, to be filled in if the proxy
attends instead of the member)

I hereby record my presence at the Annual General Meeting on 28-Sep-2019.

Signature of Member/Proxy

**THIS ATTENDACE SLIP DULY FILLED TO BE HANDED OVER AT THE
ENTRANCE OF THE MEETING HALL.**