

To,
The Shareholders

Short Notice

Date: 29-Mar-2023

Shorter Notice is hereby given that the FY_2022-23/EGM_001 Extraordinary General Meeting of the Company will be held on Friday the 31st day of March 2023, at 07:00 AM, at Flat No. G5, Sri Sai Enclave, 19th A Cross, 9th Main, BTM II Stage, Bengaluru - 560076 for the purpose of transacting the following business: (*route MAP/GPS coordinates is annexed herewith).

Agenda

I. Ordinary Business:

1. Appointment of New Auditors under Casual Vacancy

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

“RESOLVED THAT pursuant to the provisions of sub section (8) of Section 139 of Companies Act, 2013 and all the applicable rules made thereunder (and subject to any enactment, re-enactment or amendment thereof) and approval of Directors in the Board of Directors Meeting and the Members in General Meeting of the Company is accorded. M/s. B V C & Co. having FRN 008154S, Chartered Accountants, be and is hereby appointed as the Statutory Auditor in casual vacancy, of the Company, to hold office as such from this date until the conclusion of ensuing Annual General Meeting of shareholders of the Company at remuneration to be mutually agreed upon decided by the Board of Directors and such Auditor.

II. Special Business:

1. Increase in remuneration of Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and subject to the approval of shareholders, consent of the board be and is hereby accorded for the alteration in the remuneration structure of Mr. A. Vinoth Kumar, Managing Director of the Company with immediate effect to Rs. 18,00,000 p.a.

“RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

You are requested to make it convenient to attend the Extraordinary General Meeting.

For VINJEY Software Systems Private Limited.,

A. Vinoth Kumar
Managing Director
DIN: 02115608
Date : 29-Mar-2023
Place : Bengaluru

Note:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. Proxies, if any, in order to be effective must be received along with the notarized copy of the power of attorney or other authority under which it is duly signed, at the Company's Registered Office, either in person or through post, not later than 48 hours before the time fixed for holding the meeting.
4. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / shareholder.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is required and enclosed separately.
6. Documents, if any, referred to in the Notice may be inspected at the Registered Office of the Company on any working day during business hours between 10.30 A.M to 12.30 P.M. upto the date of Meeting.
7. Members / Proxies are requested to bring their copies of Annual Report and duly filled attendance slips sent herewith along with the copies of Annual Report at the meeting.
8. Members who desire to update their email addresses with the Company for receiving all communications including Annual report, Notices, Circular etc. from the Company in electronic mode are requested to register their email addresses with the Company by sending an email to the registered email (info@vinjey.com) of the company.
9. The route map of the address of the meeting is also annexed hereto and is hosted along with the Notice on the website of the Company.

For VINJEY Software Systems Private Limited.,

A. Vinoth Kumar
Managing Director
DIN: 02115608
Date : 29-Mar-2023
Place : Bengaluru

Attendance Slip

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

EXTRAORDINARY GENERAL MEETING

To be held on 31-Mar-2023 at 07.00 A.M at

Sri Sai Enclave,
Flat No: G5, 19thA 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 Extraordinary General Meeting on 31-Mar-2023.

Signature of Member/Proxy

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

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	U72200KA2004PTCO33636
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 Member _____
 Registered address _____

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 Seventeenth Annual / Extraordinary General Meeting of the Company, to be held on 31-Mar-2023 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 I (1) : Appointment of New Auditors under Casual Vacancy		
Resolution No II (1): Increase in remuneration of Managing Director		

Signature of Proxy Holder (s)

Signed this ___ day of ___ 2023

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.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

II (1) Increase in remuneration of Managing Director.

The Board has approved the increase in remuneration of its Managing Director Mr. A. Vinoth Kumar to a revised CTC of Rs. 18,00,000/-. Mr. A. Vinoth Kumar is a crucial employee of the company to drive the operations and manage day to day affairs of the Company, it is further on a reasonable justification that the Board has decided to increase the CTC to Rs. 18,00,000/- per annum.

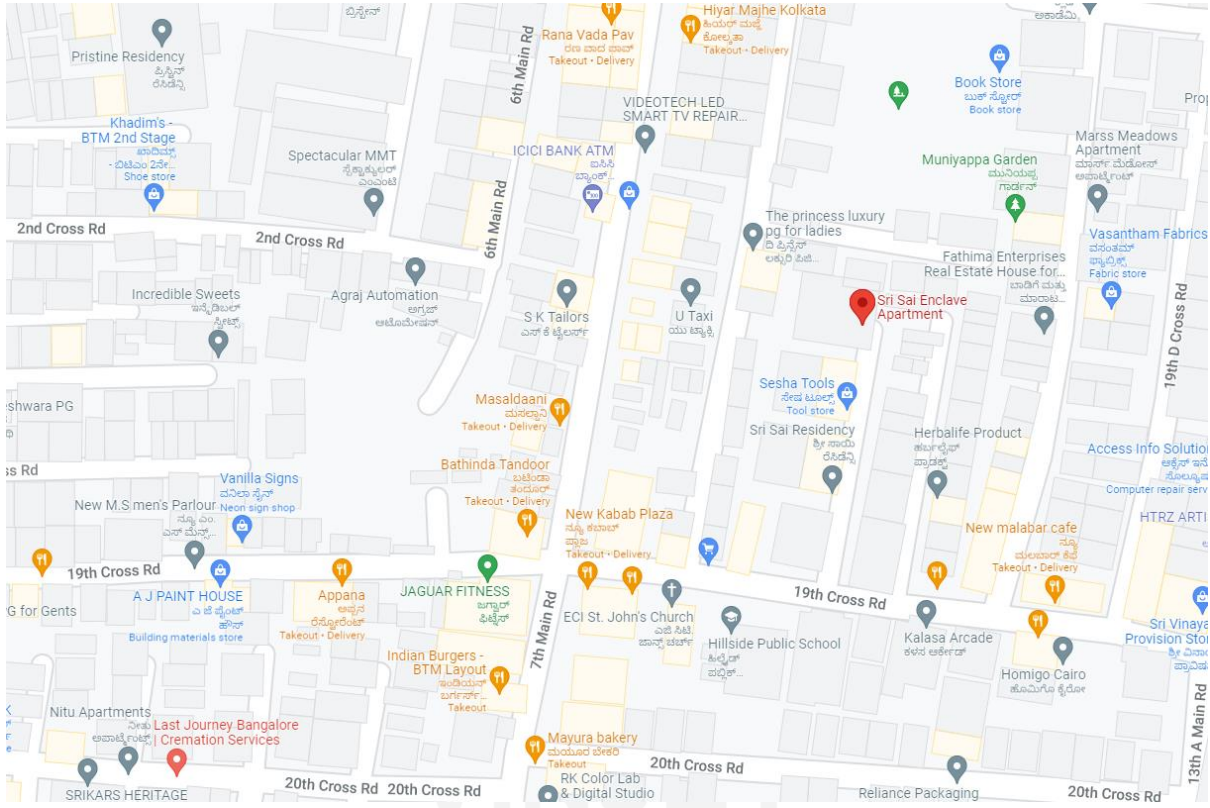
The shareholders are to note that, no revision was made to the remuneration of Mr. A. Vinoth Kumar, Managing Director since 01-Apr-2018. Mr. A. Vinoth Kumar, during his tenure as Managing Director steered the Company through difficult market conditions during the covid pandemic. He has also actively devised, designed and developed new products which has helped in the growth of the Company and his ongoing work is expected to generate positive results in future.

Mr. A. Vinoth Kumar, Managing Director is interested in the proposed resolution as disclosed below:-

Nature of Interest	The subject matter of the resolution pertains to payment of remuneration to Mr. A. Vinoth Kumar in his capacity as Managing Director of the Company and majority shareholder of the Company.
Extent of Interest	The interest of Mr. A. Vinoth Kumar in the proposed resolution is limited to the extent of the proposed remuneration to be paid i.e Rs. 18,00,000/- p.a.
Effect of Interest	The interest of Mr. A. Vinoth Kumar in the proposed resolution will not affect the Company in any manner and is limited to the extent of the proposed remuneration to be paid i.e Rs. 18,00,000/- p.a and there are no potential conflict of interest.
Intent to Vote	Mr. A. Vinoth Kumar is eligible to vote and has expressed his intention to vote on the said resolution, since Private Limited company is exempted from following the provisions governing the particular section as per the Companies Act, 2013 provided necessary disclosures are made.

The Shareholders are requested to approve the above resolution based on the above description.

Location Co-ordinates and map



GPS coordinates : 12°54'28.6"N 77°36'25.2"E

Google maps Link: <https://goo.gl/maps/dc3YsJX9EdQ2bdcd>

ATTACHMENTS AND MD5 SIGNATURE DOCUMENTS

SN	Description	ARN	MD5 Signature Document
1	Resignation Letter of Auditors	I (1)	5ca36d7a81d0380df19cb3393d195074
2	ADT 3 form filed	I (1)	68abd8776b5640c6a842fc646b622a26
3	GAR-7 SRN of ADT-3 filed	I (1)	0db2b5df17c258171a8fc9138ff33629
4	Approval mail of ADT-3	I (1)	8b51534286a0aee651824103496c4f42
5	Auditors Consent	I (1)	1f78f45dc6bde3884b3236fc0dc3ba27
6	Auditors Eligibility Certificate	I (1)	b277576477eeb95a8e794bbcd6cea7dd

