



# VAKRANGEE SOFTWARES LIMITED

Registered Office : "Vakrangee house" Plot No. 66, Marol Co-op Industrial Estate, Off. M. V. Road, Andheri (E), Mumbai- 400059.  
Phone No.- 022-28503412, 28504028, Fax -022-28502017. E-mail:- info@vakrangee.in,www.vakrangee.in

## Notice of Postal Ballot

[Pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011]

Dear Member(s),

Notice is hereby given that pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for the consent of the Members of Vakrangee Softwares Limited ("the Company") for the proposed resolution set out below, which consent is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

The Company has appointed Dr. S. K. Jain, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with **Stock exchanges** on which its Equity Shares are listed and provisions of Section 192A of the Companies Act, 1956, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the Postal ballot Forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facilities to Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) till 5.30 pm on Friday, May 17, 2013. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly

completed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours on Friday, May 17, 2013. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer shall submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot will be announced on Saturday, May 18, 2013 at the registered office of the Company besides being communicated to the stock exchanges on which the Company's equity shares are listed. The results of the postal ballot will also be uploaded on the web-site of the Company i.e. [www.vakrangeesoftware.com](http://www.vakrangeesoftware.com) and shall also be published through press release. The day on which result of the postal ballot is announced by the Company would be the date on which the Special Resolution is passed.

### SPECIAL BUSINESS

#### 1. Change in Object clause of the Memorandum of association of the company

To consider and, if thought fit, to pass through Postal Ballot, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 16 and 17 of the Companies Act, 1956 and all other applicable provisions of the Companies Act, if any, and subject to Members' approval, the main object in the Memorandum of Association of the company be and is hereby altered by inserting the following new objects to the existing main objects:

1(E) To carry on the business of adopting advance technological tools as well as modern enterprise management mechanism, and to establish and help organizations, government bodies, banks and financial institutions and their customers alike to conduct transactions electronically through secure electronic channels, inter-alia, biometric, smart card,

magnetic card, EMV Card, one time password, bank pins or any combination of any of them so as to realize the full potential of technology and services and further the development of India's payment system industry, providing software application, data management, cash management, payment and/or transaction related services to any person, entity, firm, company, bank, government bodies or body corporate including developing, improving, designing, marketing, distributing or licensing software and programmed products and hardware and other infrastructure and facilities /services that aid the process of (without limitation) electronic data interchange, transaction initiation, processing, clearing or settlement services by physical or electronic means, whether by using inter-alia computers and Automated Teller Machines (ATMs)/ micro ATMs, Point Of Sale (POS), mobile devices or by any other modes of communication in financial and other e-commerce and e-governance services for G2G/G2B/G2C/B2B/B2C/C2C activities and other products and services in India and abroad.

1(F) To carry on the business of providing intermediary ATM Deployer (IAD) services, White labeled ATM operator (WLAO) services, including but not limited to setting up/ owning/operation of ATM network, management and adjacent services including technology management (both EMV and non-EMV environment), cash Management, ATM device supply and maintenance services in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.

1(G) To carry on the business of providing services in relation to payment card transactions for acquiring, switching and processing of Debit, credit and charge card related payment transaction and stored value card transactions for acquiring institutions and merchants, including without limitation to merchant sales, assessment, Technology management (both EMV and non-EMV environment), and adjacent service, Point Of Sale (POS) terminal device supply and maintenance services in India as per the Payment & Settlement System

(PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.

1(H) To carry on the business of engaging in the development, distribution, licensing, management and operation, marketing and selling of processing software, switches and associated supply of maintenance and support services for card, POS, ATM to credit and debit card user companies and financial institutions (both EMV and non-EMV environment) in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.

1(I) To carry on the business of providing payment card transactions for switching and credit, debit and stored value card account data processing services and back office processing services in relation to processing of debit and credit card payment transaction and related services to card issuer companies in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.

1(J) To carry on the business of providing support services, to Vakrangee Softwares Limited's group companies, subsidiaries and affiliates and merchant alliance companies, such as human resources, administration, management, procurement, financial and other shared services and other related services.

1(K) To carry on the activity of promoting sustainable livelihoods for the poor and underserved classes of rural and urban area by helping them becoming economically self-reliant, through the provision of financial and other products and services in an integrated and sustainable manner; significantly increasing financial literacy and economic opportunities for poor families through access to basic financial services and such efforts and in turn help improve their lives, by assisting in provision of loans in such areas for a range of income generating activities ; achieving equity by working with and for the poor, and

sustainability- both financial and institutional through innovation; undertaking studies in microfinance, rural finance, livelihoods and related fields; working in an advisory capacity to various agencies in the field of rural and urban livelihoods and finance.

- 1(L) To act as the service provider for all the activities as Business Correspondent and /or business Facilitators to Banks as per guidelines prescribed by the Reserve Bank of India from time to time and enabling discharge of Banking Services through its network of employees/agents, to provide services of Business Correspondent including but not limited to opening saving banks account, recurring deposit accounts/ remittances/ fixed deposit, and to provide services of Business facilitator (as permitted by the reserve Bank of India) in the products, including but not limited to loans against TDR/NSC/KVP etc., gold loans, general purpose credit card, Kisan Credit cards, insurance (life and non-life), pension, recovery in NPA accounts (substandard, doubtful and loss and written off Accounts), and any other third party financial product.

By order of the Board of Directors,

Sd/-

**Darshi Shah**

**Company Secretary & Compliance officer**

**Place:** Mumbai,

**Dated:** April 9, 2013

Registered Office:-

"Vakrangee House",

Plot No.66, Marol Co-op Industrial Estate,

Off. M. V. Road, Andheri (E), Mumbai - 400059.

**NOTES:**

1. An Explanatory statement as required under Section 173(2) and 192A(2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the "green initiative" undertaken by MCA, have been sent a link for postal ballot notice and postal ballot form alongwith their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such

Shareholders who wish to vote through ballot form can download the ballot form from the link. Members have an option to cast their votes either through e-voting or through postal ballot form. Members who wish to cast their votes physically through postal ballot form, may do so by filling up the details required herein. The postal ballot form for casting vote physically can also be obtained from company's Registrar and Transfer agents, E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072 or from the company. The postal ballot form duly completed should be sent to the scrutinizer in the attached self - addressed postage prepaid envelope, so as to reach the scrutinizer on or before the close of working hours on Friday, May 17, 2013 to be eligible for being considered, failing which, it shall be strictly treated as if no reply has been received from the member.

3. Only a Member who is entitled to vote is entitled to exercise his/ her vote through the Postal Ballot Form. Voting rights of every Member shall be reckoned on the Paid-up value of Equity Shares on the basis of names appearing in the "Register of Members" or in the records of the depository, as applicable, on the date of dispatch of the Postal ballot Notice, and any recipient of the Postal Ballot Notice whose name does not appear as a Member in relation to the Equity Shares as on the aforesaid date should treat the same as intimation only.

**Instructions for e-voting**

- 1] **Members are requested to follow the instructions below to cast their vote through e-voting:**
  - a. Open the email received from Company's Registrar and Share Transfer agent - Bigshare Services Private Limited. The said email contains your User ID and Password for e-voting. Please note that the Password is an initial Password.
  - b. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - c. Click on "Shareholder-Login".

- d. Put User ID and Password noted in step (a) above as the initial Password. Click Login. If you are already registered with CDSL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on CDSL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.
- g. Select the "Electronic Voting Sequence Number" (EVSN) alongwith "Vakrangee Softwares Limited" from the drop down menu and click on SUBMIT.
- h. Now you are ready for "e-voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once casted cannot be modified.
- j. Institutional Members (i.e. Members other than individual, HUF, NRIs, etc.) are also required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/ authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at: [skjaincs1944@yahoo.com](mailto:skjaincs1944@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Please note that proxies are not allowed to cast their vote through postal ballot.
- k. In case you have any feedback, queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- I. Kindly note that Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting done through e-voting shall prevail and voting done by Postal ballot Form shall be treated as invalid.

**II] In case of Members receiving the Postal Ballot Form by Post:**

- a. The Initial Password is provided in the table given in the Postal Ballot Form.
- b. Please follow all the steps from (b) to (l) above to cast your vote.

**Explanatory Statements pursuant to Section 173(2) and 192 (A) of the Companies Act, 1956**

**Item No. 1**

The company intends to enter into the business of White Labeled ATM (WLA) and as per one of the requirements of the Reserve Bank of India, alteration of the object clause in the memorandum of association of the company is desired. Accordingly, the change in the object clause would require members' approval.

Directors of the Company are interested in this resolution to the extent of their respective shareholding / options in the Company.

Your directors recommend the resolution for approval of the member

By order of the Board of Directors,

Sd/-  
**Darshi Shah**  
**Company Secretary & Compliance Officer**

**Place:** Mumbai.

**Dated:** April 9, 2013

Registered Office:-  
 "Vakrangee House",  
 Plot No.66, Marol Co-op Industrial Estate,  
 Off. M. V. Road, Andheri (E), Mumbai - 400059.