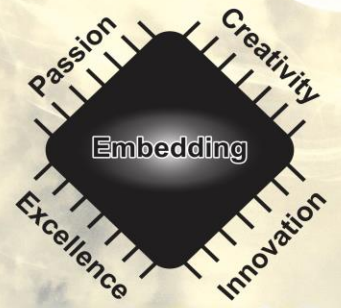


Annual Report 2019



VINJEY



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Overview and contact details

SN	Particulars	Details
1	CIN	U72200KA2004PTC033636
2	Registration Date	25-Mar-2004
3	Name of the Company	VINJEY Software Systems Private Limited
4	Registered Office Address	No. 429, First Floor, 12 th Cross, WOC Road II Stage, Mahalakshmpuram, Bengaluru, Karnataka, India. Pincode - 560086
5	Share Capital	Rs. 1 Million (Rs. 10 Lakhs)
6	Net Worth	Rs. 40.8 Million (Rs. 4.08 Crores)
7	Earnings Per Share (For FY19-20)	Rs. 8.81
8	Statutory Auditors	M/s. Guru and Jana Chartered Accountants, Firm Registration Number: 006826S.
9	Phone	+91 80 23492839
10	Email	info@vinje.com
11	Website	http://www.vinje.com

Board of Directors

SN	DIN	Name	Position	Appointment Date
1	02115608	A. Vinoth Kumar	Managing Director	25-Mar-2004
2	02551932	A. Mallika	Non-Executive Director	25-Mar-2004
3	02584258	R. Jeyasudha	Non-Executive Director	30-Jan-2005
4	05298283	N.B. Shreehari	Non-Executive Director	08-Jun-2012

Shareholding Pattern

SN	Shareholder's Name	Number of shares held	Percentage of Shareholding
1	A. Vinoth Kumar	50,000	50%
2	R. Jeyasudha	40,000	40%
3	A. Mallika	10,000	10%

Bankers

SN	Banker	Branch
1	State Bank Of India	West Of Chord Road Branch
2	Indian Overseas Bank	Mahalakshmpuram Branch
3	Axis Bank	Rajaji Nagar Branch
4	Kotak Mahindra Bank	Basaveshwara Nagar Branch

To the Members,

The Directors have immense pleasure in presenting the 15th Annual Report on the business and operations of your Company along with the Audited Financial Statements for the financial year ended 31-Mar-2019.

1. Operational Overview

Particulars	(Amount in Rs)	
	FY 2018-19	FY 2017-18
Total Revenue	71,29,846	2,51,15,695
Total Operating Expenses	56,94,756	84,04,369
Profit/(Loss) before taxes and exceptional items	14,35,090	1,67,11,325
Taxes		
➤ Current Tax	5,15,500	32,87,443
➤ Income Tax of earlier years	2,14,918	17,378
➤ Deferred Tax Credit	(1,76,678)	(29,02,433)
Profit/(Loss) after taxes (PAT)	8,81,350	1,63,08,938

2. Dividend

The Board of Directors does not recommend any dividend for the financial year ended March 31, 2019.

3. Change in the nature of business, if any

There was no change in the nature of business during the year under review.

4. Transfer to Reserves

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134(3)(j) of the Companies Act, 2013 is not required.

5. Share Capital

The Paid-up Share Capital as on March 31, 2019 was Rs. 10,00,000/- divided into 1,00,000 equity shares of Rs. 10/- each. During the year under review the Company has not issued any shares or other convertible instruments.

6. Deposit

Your Company has not accepted any deposits pursuant to the provisions of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6.1 Loan from Directors

The Company has not availed any loan from Directors of the Company during the fiscal year under review.

7. Material changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

8. Composition of Board/Key Management Personnel (KMP)

The Board of Directors of the Company is duly constituted and there is no change in the composition of the Board during the year under review.

Following were the directors on the Board of the Company

Sl. No	Name of Directors	Designation
01.	A. Vinoth Kumar	Managing Director
02.	A. Mallika	Director
03.	R. Jeyasudha	Director
04.	N.B. Shreehari	Director

In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs during the year under review. However, A. Vinoth Kumar holds a position of Managing Director in the Board

9. Meetings of Board of Directors

5 (Five) Board Meetings were held during the Financial Year ended on March 31, 2019. The maximum gap between any two Board Meetings was less than one Hundred and Twenty days.

The names of members of the Board, their attendance at the Board Meetings are as under:

Name of Directors	Number of Meetings Attended	Total Meetings held during the F.Y. 2018-19
A. Vinoth Kumar	5	5
A. Mallika	1	5
R. Jeyasudha	5	5
N.B. Shreehari	1	5

Below are details of attendance of directors in the Board Meetings held in FY2018-19. LOA corresponds to Leave of absence requested by Director and granted by Board of Directors

Meeting Id	Meeting Date	AVK*	AM*	RJ*	SH*
FY2018_19/BM_01	16-Jun-2018	Present	Absent	Present	LOA
FY2018_19/BM_02	03-Sep-2018	Present	Present	Present	Present
FY2018_19/BM_03	16-Sep-2018	Present	LOA	Present	LOA
FY2018_19/BM_04	27-Dec-2018	Present	LOA	Present	LOA
FY2018_19/BM_05	07-Mar-2019	Present	Absent	Present	LOA

* AVK, AM, RJ and SH corresponds to Directors A. Vinoth Kumar, A. Mallika, R. Jeyasudha and N.B. Shreehari respectively

10. Secretarial Standards

The Directors state that applicable Secretarial Standards have been duly followed by the Company. That is

- SS-1 is followed for the “Meetings of the Board of Directors” - (Revised version effective from 01.10.2017)
- SS-2 is followed for the “General Meetings” – (Revised version effective from 01.10.2017)
- SS-4 is followed for the “Report of the Board of Directors” - (Final version effective from 01.10.2018)

11. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed with proper explanation relating to material departures, if any;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the Profit of the Company for the year ended on that date;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a 'going concern' basis; and

- e. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Risk Management Policy

The Company has in place a mechanism to identify access, monitor and mitigate various risks to the key business activities of the company. The risks identified are systematically addressed through mitigating action on a continuous basis. The Company has been following the principle of risk minimization as a norm though it has not been in the written form of a policy. However, it is to be noted the elements which threaten the company's existence are minimal; hence the company does not have a formal written down Risk Management Policy.

13. Corporate Social Responsibility

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

14. Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013

There were no loans or guarantees given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review.

15. Particulars of contracts or arrangements made with Related Parties under Section 188 of Companies Act, 2013

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

16. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

16.1 Conservation of Energy

The operation of Company is not energy intensive. However, proper care has been taken to utilize the energy at optimum level.

16.2 Technology Absorption

The Company has not imported any technology and the same is not applicable in view of the nature of activities carried on by the Company.

16.3 Foreign Exchange Earnings and Outgo

Earnings in foreign exchange	Rs. 45,65,361/-
Expenditure in foreign currency	Rs. 3,315/-

17. Extract of Annual Return

The extract of the Annual Return in Form MGT 9 for the financial year ended March 31, 2019 made under the provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and administration) Rules, 2014 is appended as Annexure I to the Board's report.

18. Weblink of Annual Return

The extract of the Annual Return is uploaded and published in the below website of the Company has

<http://www.vinjey.com/corporate>

19. Statutory Auditors

M/s. Guru & Jana., Chartered Accountants, who were appointed as a Statutory Auditors to fill the casual vacancy in the Extraordinary General Meeting of the Members of the Company will retire in the ensuing Annual General Meeting, their appointment are to be confirmed in the ensuing Annual General Meeting.

The Company has received a certificate from the above Auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. It may be noted that as per the Companies (Amendment) Act, 2017, effective from May 07, 2018, ratification of auditors at every annual general meeting is no longer required. Rotation of Auditor is not applicable to this company.

However, your Company has decided to take ratification of auditor appointment by the Board of Directors and Members on annual basis and apply the principle of rotation of auditors.

20. Explanation to qualifications, reservations or adverse remarks or disclaimers made by the auditor

The Statutory Auditors' report for fiscal 2019 does not contain any qualification, reservation or adverse remark.

21. Reporting of fraud by auditors

During the year under review, the statutory auditors have not reported under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

22. Details of adequacy of Internal Financial Controls

The Company has established adequate internal control system, commensurate with the nature of its business and size of its operations in order to ensure quality and reliability of underlying processes focused towards achieving operational efficiency reliability of financial data and safeguarding of assets.

23. Declaration by Independent Directors

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence this clause is not applicable.

24. Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178

The Company, being a Private Limited Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013.

25. Information pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

26. Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company does not have an Internal Complaints Committee (ICC) as the same is not applicable in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

During the year under review, no complaints were filed under the provisions of the said Act.

27. Details of Significant Material Orders Passed by the Regulators/Courts/Tribunal impacting the going concern status and Company's Operation in future

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

28. Receipt of any commission by Managing Director/Wholetime Director from the Company or receipt of commission/remuneration from its holding or subsidiary

There was no receipt of any commission by Managing Director/Whole time Director from the Company or receipt of commission/remuneration from its holding or subsidiary company.

However, A. Vinoth Kumar, Managing Director of the Company has drawn remuneration during the financial year under review.

29. Disclosure regarding Employee Stock Options

The Company has not provided any Stock Option Scheme to the employees.

30. Disclosure regarding issue of sweat equity shares

The Company has not issued sweat equity shares during the year under review.

31. Bonus Shares

The Company has not issued any bonus shares during the year under review.

32. Transfer of unclaimed/refund amount to Investor Education and Protection Fund under Section 124(5) of the Companies Act, 2013

Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

33. Disclosure regarding issue of shares with differential voting rights

The company has not issued any equity shares with differential rights during the period under review.

34. Disclosure about Cost Audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

35. Details of subsidiary, joint ventures and associate companies

The Company does not have any Subsidiary, Joint Venture or Associate.

36. Green Initiative

Electronic copies of the Annual Report 2018-19 and the Notice of the AGM are sent to all the members whose email addresses are registered with the Company.

37. General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- c. The Company has no subsidiary and neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- d. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- e. CSR is not applicable on the Company.

38. Acknowledgements

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from Financial Institutions, Government Authorities, customers, vendors and members during the year under review.

Your Directors wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers

Date: 26-Sep-2019

For and on behalf of the Board of Directors

Place: Bangalore

Sd/-

Sd/-

A. Vinoth Kumar

R. Jeyasudha

Managing Director

Director

DIN: 02115608

DIN: 02584258

**ANNEXURE – I
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended 31-Mar-2019**

**Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014**

I. REGISTRATION & OTHER DETAILS

1	CIN	U72200KA2004PTC033636
2	Registration Date	25-Mar-2004
3	Name of the Company	VINJEY Software Systems Private Limited
4	Category/Subcategory of the Company	Private limited company, Limited by shares
5	Address of the Registered office & contact details	No. 429, First Floor, 12 th Cross, West of Chord Road 2 nd stage, Mahalakshmpuram, Bangalore – 560086
6	Whether listed company	No
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	N/A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

SNo.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the company
1	Publishing of Operating Systems and System Software	Division 582 (58201)	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
	--NIL--				

IV. Shareholding Pattern (Equity Share Capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
➤ (a) Individual/HUF	-	100000	100000	100%	-	100000	100000	100%	0%
➤ (b) Central Govt	-	-	-	0%	-	-	-	0%	0%
➤ (c) State Govt(s)	-	-	-	0%	-	-	-	0%	0%
➤ (d) Bodies Corp	-	-	-	0%	-	-	-	0%	0%
➤ (e) Banks/FI	-	-	-	0%	-	-	-	0%	0%
➤ (f) Any other	-	-	-	0%	-	-	-	0%	0%
Sub Total (A) (1)	-	100000	100000	100%	-	100000	100000	100%	0%
(2) Foreign									
➤ (a) NRI Individuals	-	-	-	0%	-	-	-	0%	0%
➤ (b) Other Individuals	-	-	-	0%	-	-	-	0%	0%
➤ (c) Bodies Corp	-	-	-	0%	-	-	-	0%	0%
➤ (d) Any other	-	-	-	0%	-	-	-	0%	0%
Sub Total (A) (2)	-	-	-	0%	-	-	-	0%	0%
Total (A)	-	100000	100000	100%	-	100000	100000	100%	0%
(B) Public Shareholding									
(1) Institutions									
➤ (a) Mutual Funds	-	-	-	0%	-	-	-	0%	0%
➤ (b) Banks / FI	-	-	-	0%	-	-	-	0%	0%
➤ (c) Central Govt	-	-	-	0%	-	-	-	0%	0%
➤ (d) State Govt(s)	-	-	-	0%	-	-	-	0%	0%
➤ (e) Venture Capital Funds	-	-	-	0%	-	-	-	0%	0%
➤ (f) Insurance Companies	-	-	-	0%	-	-	-	0%	0%
➤ (g) FIs	-	-	-	0%	-	-	-	0%	0%
➤ (h) Foreign Venture Capital Funds	-	-	-	0%	-	-	-	0%	0%
➤ (i) Others (specify)	-	-	-	0%	-	-	-	0%	0%
Sub-total (B)(1)	-	-	-	0%	-	-	-	0%	0%
(2) Non-Institutions									
➤ (a) Bodies Corp.									
• (i) Indian	-	-	-	0%	-	-	-	0%	0%
• (ii) Overseas	-	-	-	0%	-	-	-	0%	0%
➤ (b) Individuals									
• (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	0%	-	-	-	0%	0%
• (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	0%	-	-	-	0%	0%

(i) Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
➤ (c) Others (specify)									
• Non Resident	-	-	-	0%	-	-	-	0%	0%
• Overseas Corporate Bodies	-	-	-	0%	-	-	-	0%	0%
• Foreign Nationals	-	-	-	0%	-	-	-	0%	0%
• Clearing Members	-	-	-	0%	-	-	-	0%	0%
• Trusts	-	-	-	0%	-	-	-	0%	0%
• Foreign Bodies – DR	-	-	-	0%	-	-	-	0%	0%
Sub-total (B)(2)	-	-	-	0%	-	-	-	0%	0%
Total Public (B)	-	-	-	0%	-	-	-	0%	0%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0%	-	-	-	0%	0%
Grand Total (A+B+C)	-	100000	100000	100%	-	100000	100000	100%	0%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	A. Vinoth Kumar	50,000	50%	--	50,000	50%	--	0%
2	A. Mallika	10,000	10%	--	10,000	10%	--	0%
3	R. Jeyasudha	40,000	40%	--	40,000	40%	--	0%

(iii) Change in Promoter's Shareholding (please specify, if there is no change) – NIL/NO CHANGE

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	1,00,000	100%	1,00,000	100%
	Changes during the year	--	--	--	--
	At the end of the year	1,00,000	100%	1,00,000	100%

**(iv) Shareholding Pattern of top ten Shareholders – No Change
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	--	0%	--	0%
	Changes during the year	--	0%	--	0%
	At the end of the year	--	0%	--	0%

(v) Shareholding of Directors and Key Managerial Personnel

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	A. Vinoth Kumar					
	At the beginning of the year	01-Apr-2018	50,000	50%	-	0%
	Changes during the year		-	0%	-	0%
	At the end of the year	31-Mar-2019	50,000	50%	-	0%
2	A. Mallika					
	At the beginning of the year	01-Apr-2018	10,000	10%	-	0%
	Changes during the year		-	0%	-	0%
	At the end of the year	31-Mar-2019	10,000	10%	-	0%
3	R. Jeyasudha					
	At the beginning of the year	01-Apr-2018	40,000	40%	-	0%
	Changes during the year		-	0%	-	0%
	At the end of the year	31-Mar-2019	40,000	40%	-	0%

V. INDEBTEDNESS

(Amount in Rs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
➤ (i) Principal Amount	35,85,256	-	-	35,85,256
➤ (ii) Interest due but not paid	-	-	-	-
➤ (iii) Interest accrued but not due	-	-	-	-
➤ Total (i + ii + iii)	35,85,256	-	-	35,85,256
Changes in the indebtedness during the financial year				
➤ Addition	-	-	-	-
➤ Reduction	21,15,353	-	-	21,15,353
➤ Net Change	(21,15,353)	-	-	(21,15,353)
Indebtedness at the end of the financial year				
➤ (i) Principal Amount	14,69,903	-	-	14,69,903
➤ (ii) Interest due but not paid	-	-	-	-
➤ (iii) Interest accrued but not due	-	-	-	-
➤ Total (i + ii + iii)	14,69,903	-	-	14,69,903

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SN	Particulars of Remuneration	A. Vinoth Kumar Managing Director	Total Amount (In Rs.)
1	Gross Salary		
	➤ (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,70,880	13,70,880
	➤ (b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7,700	7,700
	➤ (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	➤ As % of profit	-	-
	➤ Others, specify	-	-
5	Others, please specify	-	-
	Total (A)	13,78,580	13,78,580
	Ceiling as per the Act	-	-

B. Remuneration to other Directors

SN	Particulars of Remuneration	N.B. Shreehari Director	Total Amount (In Rs.)
1	Independent Directors		
	➤ Fee for attending board/committee meetings	-	-
	➤ Commission	-	-
	➤ Others, please specify	-	-
	Total(1)	-	-
2	Other Non-Executive Directors	-	-
	➤ Fee for attending board/committee meetings		
	➤ Commission	-	-
	➤ Others (Remuneration)	22,250	22,250
	Total(2)	22,250	22,250
	Total (B) = (1 + 2)	22,250	22,250
	Total Managerial Remuneration	-	22,250
	Overall ceiling as per the Act	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD – NIL

VII. Penalties, Punishment, Compounding of Offences – NIL/NONE

Date: 26-Sep-2019

Place: Bangalore

For and on behalf of the Board

Sd/-

A. Vinoth Kumar
Managing Director
DIN: 02115608

Sd/-

R. Jeyasudha
Director
DIN: 02584258

To,
The Members,
VINJEY Software Systems Private Limited

Report on the audit of Standalone Financial Statements

1. We have audited the standalone financial statements of **VINJEY Software Systems Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, notes to accounts and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. In case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2019;
 - b. In case of Statement of Profit and Loss, of the profit for the year ended on that date; and
 - c. In case of cash flows statement, of the cashflows for the year ended on that date.

Basis of opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. This section of our auditor's report is intended to describe the matters selected from those communicated with those charged with governance that, in our professional judgment, were of most significance in our audit of the financial statements. We have determined that there are no such matters to report.

Management's Responsibility for the Financial Statements

5. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

6. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguard.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

8. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the Directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a Director in terms of Section 164(2) of the Act.
 - f) The reporting on the adequacy of the internal financial controls over financial reporting of the Company is not applicable as the Company fulfils the criteria stated in the MCA exemption notification dated 13 June 2017.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- As per the information and explanations provided to us, the company has no pending litigations as on the date of the financials.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

Annexure-A to Auditor's Report



The annexure referred to in our report to the members of M/s. VINJEY Software Systems Private Limited for the year ended on 31st March 2019. We report that:

- i. a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. However, the Company has to further strengthen the maintenance of fixed assets register ensuring periodic reconciliation with books of account.
- b. The Fixed assets have been physically verified by the company during the year and there were no material discrepancies noted on such verification.
- c. The company does not have any immovable property. Hence Clause (i)(c) is not applicable.
- ii. The company is in the business of providing services. In view of the nature and activities of the Company, the provisions of clause (ii) of the said order are not applicable.
- iii. The company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence Clause (iii) (a) to (c) is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security is not applicable.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provision of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- vi. According to Information & explanation given to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- vii.
 - a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it have been deposited with the appropriate authorities except few delays in remittance. No undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

 - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, custom duty, excise duty and cess, outstanding on account of any dispute.

- viii. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of any borrowings from banks.

- ix. According to the information and explanation furnished to us and as shown by the records, there are no money raised by way of initial public offer or further public offer or term loans. Hence, clause (ix) is not applicable.

- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

- xi. The provisions of Section 197 with respect to Managerial Remuneration does not apply to Private Limited Companies. Hence, the provisions of Clause (xi) of the Order are not applicable to the Company.

Annexure-A to Auditor's Report



- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all the Related Party transactions entered into by the company during the year are in compliance with the Provisions of Section 188 of the Act and details thereof have been disclosed in the Financial Statements as required by the applicable accounting standards. Further, in our opinion, the provisions of Section 177 of the Act are not applicable as the Company is a Private Limited Company.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

Balance Sheet as at 31-Mar-2019



A. Equity and Liabilities

(Amount in Rs)

SN	Particulars	Note No.	As at 31-Mar-2019	As at 31-Mar-2018
1	Shareholders' Funds			
	➤ Share Capital	3	10,00,000	10,00,000
	➤ Reserves and Surplus	4	3,98,61,641	3,89,80,291
2	Current Liabilities			
	➤ Short-term borrowings	5	14,69,903	35,85,256
	➤ Trade Payables	6		
	• Total outstanding dues of MSME		-	-
	• Total outstanding dues of creditors other than MSME		-	1,839
	➤ Other Current liabilities	7	22,24,911	16,91,259
	➤ Short-term provisions	8	3,47,918	6,82,715
	Total		4,49,04,373	4,59,41,360

See accompanying notes forming part of financial statements

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

For VINJEY Software Systems Pvt. Limited

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258

Place: Bengaluru

Date: 26-Sep-2019

Balance Sheet as at 31-Mar-2019



B. Assets (Amount in Rs)

SN	Particulars	Note No	As at 31-Mar-2019	As at 31-Mar-2018
1	Non Current Assets			
	➤ Fixed Assets			
	• (a) Tangible Assets	9	3,68,796	2,56,380
	• (b) Intangible Assets	9	45,404	1,29,593
	➤ Non-current Investments		-	-
	➤ Deferred Tax Assets (Net)	10	1,82,181	5,503
	➤ Long-term loans and advances	11	4,21,66,482	4,01,56,480
	➤ Other non-current assets		-	-
2	Current Assets			
	➤ Trade Receivables	12	-	41,69,158
	➤ Cash and Cash Equivalents	13	10,23,603	3,25,265
	➤ Short-term Loans and Advances	14	11,07,186	8,98,980
	➤ Other Current Assets	15	10,721	-
	Total		4,49,04,373	4,59,41,360
	Significant accounting policies	2		

See accompanying notes forming part of financial statements

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

For VINJEY Software Systems Pvt. Limited

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258


Place: Bengaluru

Date: 26-Sep-2019

Profit and Loss for the Year Ended 31-Mar-2019



(Amount in Rs)

SN	Particulars	Note No. 	For the Year Ended 31-Mar-2019	For the Year Ended 31-Mar-2018
1	Revenue from Operations	16	45,65,361	2,28,98,936
2	Other Income	17	25,64,485	22,16,759
3	Total Revenue (1 + 2)		71,29,846	2,51,15,695
4	Expenses			
	➤ Work in progress	18	-	20,00,000
	➤ Employee Benefit Expenses	19	38,74,611	32,40,794
	➤ Finance costs	20	1,44,859	1,59,680
	➤ Depreciation and amortization	9	86,849	97,572
	➤ Other expenses	21	15,88,437	29,06,323
	Total Expenses		56,94,756	84,04,369
5	Profit Before Exceptional and Extraordinary Items and Tax (3-4)		14,35,090	1,67,11,326
6	Exceptional Items		-	-
7	Profit Before Extraordinary Items and Tax (5-6)		14,35,090	1,67,11,326
8	Extraordinary Items		-	-
9	Profit Before Tax (7-8)		14,35,090	1,67,11,326

See accompanying notes forming part of financial statements

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

For VINJEY Software Systems Pvt. Limited

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258

Place: Bengaluru

Date: 26-Sep-2019

Profit and Loss for the Year Ended 31-Mar-2019



(Amount in Rs)

SN	Particulars	Note No.	For the Year Ended 31-Mar-2019	For the Year Ended 31-Mar-2018
10	Tax Expenses			
	➤ Current Tax		5,15,500	32,87,443
	➤ Income Tax of earlier years		2,14,918	17,378
	➤ Deferred Tax		(1,76,678)	(29,02,433)
11	Profit for year from Continuing Operations (9-10)		8,81,350	1,63,08,938
12	Profit for the Period From Discontinuing Operations		-	-
13	Tax Expense of Discontinuing Operations		-	-
14	Profit for the Period after Discontinuing Operations (After Tax)		-	-
15	Profit for the Year (11 + 14)		8,81,350	1,63,08,938
16	Earnings per equity share			
	➤ Basic		8.81	163.09
	➤ Diluted		NA	NA
	Number of shares used in computing Earnings per share			
	➤ Basic		1,00,000	1,00,000
	➤ Diluted		NA	NA

See accompanying notes forming part of financial statements

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

For VINJEY Software Systems Pvt. Limited

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258

Place: Bengaluru

Date: 26-Sep-2019

Cash Flow Statement for the Year Ended 31-Mar-2019



A. Cashflow from Operating Activities

(Amount in Rs)

SN	Particulars	For the Year Ended 31-Mar-2019	For the Year Ended 31-Mar-2018
	Net profit as per profit & loss a/c	8,81,350	1,63,08,938
	➤ Add: Depreciation and amortization	86,849	97,572
	➤ Add: Current tax	5,15,000	32,87,443
	➤ Add: Deferred tax	(1,76,678)	(29,02,433)
	Total	13,07,021	1,67,91,519
	➤ Less: Dividend/Interest Income received	25,64,485	22,15,727
	Operating profit before working capital changes	(12,57,464)	1,45,75,792
	Changes in working capital		
	➤ Increase/(Decrease) in Trade Payables	(1,839)	-
	➤ Increase/(Decrease) in Deferred Tax	(1,76,678)	5,503
	➤ Increase/(Decrease) in Provisions	(3,34,797)	29,13,267
	➤ Increase/(Decrease) in Other Current Liabilities	5,33,652	16,16,821
	➤ Increase/(Decrease) in Other Current Assets	(10,721)	19,96,720
	➤ Increase/(Decrease) in Trade Receivables	41,69,158	(41,68,158)
	Net Change in working capital	41,78,775	23,52,147
	Cash generated from operations	29,21,310	1,69,27,939
	Direct taxes paid	3,38,822	3,85,010
	Net cash from / (used in) operating activities (A)	25,82,488	1,65,42,929

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

For VINJEY Software Systems Pvt. Limited

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258

Place: Bengaluru

Date: 26-Sep-2019

Cash Flow Statement for the Year Ended 31-Mar-2019



(Amount in Rs)

SN	Particulars	For the Year Ended 31-Mar-2019	For the Year Ended 31-Mar-2018
B	Cashflow from Investing Activities		
	➤ Purchase/(Sale) of fixed assets		
	• Tangible Assets	(1,15,074)	(37,302)
	• Intangible Assets	-	-
	• Capital work in progress	-	-
	• Intangible assets under development	-	-
	➤ Dividend/Interest Income received	25,64,485	22,15,727
	Net cash from/(used in) Investing Activities (B)	24,49,411	21,78,425
C	Cashflow from Financing Activities		
	➤ Increase/(Decrease) in Short term loans and advances	(2,08,206)	(26,46,827)
	➤ Increase/(Decrease) in Long term loans and advances	(20,10,002)	(1,74,31,667)
	➤ Increase/(Decrease) in Short term borrowings	(21,15,353)	13,89,402
	Net cash from / (used in) Financing activities (C)	(43,33,562)	(1,86,89,902)

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

For VINJEY Software Systems Pvt. Limited

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258

Place: Bengaluru

Date: 26-Sep-2019

Cash Flow Statement for the Year Ended 31-Mar-2019



(Amount in Rs)

SN	Particulars	For the Year Ended 31-Mar-2019	For the Year Ended 31-Mar-2018
	Net Increase/(Decrease) in cash and cash equivalents during the year (A + B + C)	6,98,337	32,262
	Cash and Cash equivalents at the beginning of the year	3,25,265	2,93,003
	Cash and Cash equivalents at the end of the year	10,23,602	3,25,265
	Cash and Cash Equivalents		
	➤ Balances with bank on Current Accounts	4,19,695	3,16,553
	➤ Balances with bank deposit	5,93,310	-
	➤ Cash in hand	10,597	8,712
	Cash and cash equivalents as restated	10,23,602	3,25,265

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

For VINJEY Software Systems Pvt. Limited

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258

Place: Bengaluru

Date: 26-Sep-2019

Note No.1: Corporate Information

VINJEY Software Systems Private Limited ("The Company") was incorporated on 25th March 2004, to carry on the business of developing Software and Providing Software related Services.

The Company is a private limited company incorporated and domiciled in India. The address of its registered office is #429, First Floor, 12th Cross, West of Chord Road II Stage, Mahalakshmpuram, Bengaluru, Karnataka, India. Pincode – 560086.

Note No.2: Significant Accounting Policies

(a) Accounting Assumptions

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(b) Use of Estimates

The preparation of the Financial Statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the Financial Statements and the reported amounts of income and expenditure during the year reported. Actual results could differ from those estimates. Any provision to accounting estimates is recognized prospectively in the current and future periods.

(c) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

(d) Revenue Recognition

- (i) The company recognises significant items of Income and Expenditure on accrual basis except in case of those with significant uncertainties.
- (ii) Recognition of Revenue for Services based on proportionate completion of services method.
- (iii) Interest Income has been recognized on time proportion basis.
- (iv) Other Income is recognized on Accrual basis.

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



(e) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. Costs include all expenses incurred to bring the assets to its present location and condition for its intended use. Direct costs are capitalized till the assets are ready for use and include financing costs relating to any borrowing attributable to the acquisition of qualifying fixed assets.

(f) Depreciation – Tangible Assets

Depreciation on fixed assets is provided on Written Down Value (“WDV”) using the rates arrived at based on the useful lives computed based on the useful life of Assets mentioned in Schedule II of Companies Act, 2013.

Depreciation for the assets purchased/sold during the year is proportionately charged. The assets residual values and useful lives are reviewed at each financial year end or whenever there are indicators for revision, and adjusted prospectively.

Depreciation – Intangible Assets

Intangible assets purchased are measured at cost as on date of acquisition. Amortization on such assets purchased/sold during the year is proportionately charged. The assets residual values and useful lives are reviewed at each financial year or whenever there are indicators for revision and adjusted prospectively.

Type of Asset	Useful Life
Desktop Computers and Laptop	3
Software	3
Office Equipments	5
Motor Cars	8
Motor Cycles and Scooters	10
Electrical Equipments	10
Furnitures and Fixtures	10

(g) Taxes – Direct Tax

Income tax comprises the current tax provision and the net change in the deferred tax asset or liability during the year. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of the assets and liabilities and the irrespective tax bases. Deferred tax assets are recognized subject to the management’s judgment that realization is virtually certain. Deferred tax assets and liabilities are measured using enacted tax rates applicable on the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the income statement in the period of enactment of the change.

Taxes – Indirect Tax

Goods and Service Tax input credit is accounted for in the books in the period when the underlying goods or services received is accounted and when there is no uncertainty in availing or utilizing the same.

(h) Impairment of Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

(i) Foreign Currency Translations

- (i) All items of income and expenditure are accounted on the basis of exchange rate prevailing on the date of transaction.
- (ii) Non Monetary current assets and current liabilities are accounted at the rate prevailing on the date of Balance Sheet. Net foreign exchange difference on foreign currency translations is recognised in the profit and loss account during the period.
- (iii) Monetary Current Assets are accounted at realizable value. Net foreign exchange difference on foreign currency translations is recognised in the profit and loss account during the period.

(i) Employee Benefits - Defined Contribution Plan

Employee benefits include provident fund, employee state insurance scheme.

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Employee Benefits - Defined Benefit Plan

The Payment of Gratuity Act, 1972 is applicable to employees engaged in factories, mines, oilfields, plantations, ports, railway companies, shops or other establishments with ten or more employees. Provision for gratuity has been computed with respect to "The Payment of Gratuity Act, 1972" i.e., for employees who have completed at least 5 years of service. Provision has been created based on last drawn salary of employees i.e., $15/26 * \text{Last drawn salary (Basic + Dearness Allowance)} * \text{Number of years of service}$, which amounts to Rs.5,99,501.

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



(k) Provisions and Contingencies

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognised and, if any, are adequately disclosed in the notes to accounts.

Contingent assets are not recognized in the financial statements since they may result in the recognition of income that may never be realized.

Note No. 3: Share Capital

Particulars	As at 31-Mar-2019		As at 31-Mar-2018	
	Number of Shares	In Rupees	Number of Shares	In Rupees
(A) Authorised				
➤ 1,00,000 (31-Mar-2018) Equity Shares of Rs. 10 Each	1,00,000	10,00,000	1,00,000	10,00,000
(B) Issued, Subscribed and Fully Paid up				
➤ 1,00,000 (31-Mar-2018) Equity Shares of Rs. 10 Each	1,00,000	10,00,000	1,00,000	10,00,000
Total	1,00,000	10,00,000	1,00,000	10,00,000

A. Reconciliation

Particulars	As at 31-Mar-2019		As at 31-Mar-2018	
	Number of Shares	In Rupees	Number of Shares	In Rupees
Equity Shares of Rs. 10/- each				
➤ Opening Balance	1,00,000	10,00,000	1,00,000	10,00,000
➤ Add: Fresh Issue	-	-	-	-
➤ Add/(Less) Other Changes	-	-	-	-
➤ Closing Balance	1,00,000	10,00,000	1,00,000	10,00,000

B. Terms/Rights attached to Equity Shares: The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. During the year, the Company has not declared and paid dividend.

C. In the event of liquidation of the company the holders of Equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



D. Disclosure pursuant to Note no. 6(A)(f) of Part I of Schedule III to the Companies Act, 2013 - Shares held by holding/ultimate holding company and/or their subsidiaries/associates: NIL

E. Percentage of Holding

Particulars	As at 31-Mar-2019		As at 31-Mar-2018	
	Number of Shares	Percentage	Number of Shares	Percentage
A. Vinoth Kumar	50,000	50%	50,000	50%
R. Jeyasudha	40,000	40%	40,000	40%
A. Mallika	10,000	10%	10,000	10%
Total	1,00,000	100%	1,00,000	100%

F. Disclosure pursuant to Note no. 6(A) of Part I of Schedule III to the Companies Act, 2013.

G. Shares are not reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

H. Shares were not allotted as fully paid-up pursuant to any contracts or by way of Bonus Shares and no shares bought back during the preceding years.

I. No securities issued by the company (Convertible/Non-convertible)

J. All the shares were fully paid up and there are no calls unpaid

K. No shares forfeited during the year

Note No. 4: Reserves and Surplus

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
General Reserve		
➤ Opening Balance	16,04,853	16,04,853
➤ (+) Additions for the period	-	-
➤ (-) Utilisation for the period	-	-
➤ Closing Balance	16,04,853	16,04,853
Surplus i.e., balance in Statement of Profit and Loss		
➤ Opening Balance	3,73,75,438	2,10,66,501
➤ (+) Net Profit/(Net Loss) for the current year	8,81,350	1,63,08,938
➤ Closing Balance	3,82,56,788	3,73,75,439
Total	3,98,61,641	3,89,80,291

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



Note No. 5: Short-term borrowings

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Loans repayable on demand - Secured		
➤ Loans from banks(Secured by Lien on Fixed Deposits)	14,69,903	35,85,256
Total	14,69,903	35,85,256

Notes: Loan from State Bank of India of Rs 40 Lakhs @ 7.5% is secured by way of Lien over securities/Deposits/Balances in FCNB/ NRE/ NRO/Domestic TDA/STDA. Fixed deposit will be matured on 2nd March 2020 @ 6.5% for a period of 731 days which has a maturity value of Rs.45,78,946/-.

Note No. 6: Trade Payables

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Trade Payables		
➤ Total outstanding dues of MSME	-	-
➤ Total outstanding dues of creditors other than MSME	-	1,839
Total	-	1,839

Note No. 7: Other current liabilities

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Unsecured		
➤ Deferred Revenue	15,75,900	14,13,505
➤ Statutory liabilities	6,49,011	2,77,754
Total	22,24,911	16,91,259

Note No. 8: Short-term provisions

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Other provisions	1,87,834	-
Provision for Income Tax	1,60,084	6,82,715
Total	3,47,918	6,82,715

Note No. 9: Depreciation and Amortisation

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Depreciation and Amortisation	81,422	97,572
Additional Depreciation	5,427	-
Total	86,849	97,572

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



Note No. 9: Depreciation Schedule as per Companies Act, 2013

Particulars	Gross Block					Depreciation Block					Net Block	
	As at 01-Apr-18	Adjustments*	Additions	Deletion	As at 31-Mar-19	As at 01-Apr-18	Adjustments	For the Year	Deletion	As at 31-Mar-19	As at 31-Mar-18	As at 31-Mar-19
Tangible Assets												
Motor Cycles	35,000	-	61,487	-	96,487	24,871	(120)	2,723	-	27,714	10,129	68,773
Motor Cars	3,10,000	-	-	-	3,10,000	2,95,486	2,446	1,460	-	2,94,500	14,514	15,500
Desktop and Laptop	13,06,510	3,28,196	-	-	9,78,314	12,70,921	3,46,638	3,754	-	9,28,037	35,589	50,277
Electrical Equipment	2,34,743	1,64,393	53,125	-	1,23,475	1,98,435	1,38,513	14,706	-	74,628	36,308	48,847
Office Equipment	16,92,315	2,33,669	47,446	-	15,06,092	15,56,873	2,61,692	52,760	-	13,47,941	1,35,443	1,58,151
Furniture and Fittings	3,32,305	1,67,540	13,200	-	1,77,965	3,07,907	1,63,209	6,019	-	1,50,717	24,398	27,248
Total	39,10,873	8,93,798	1,75,298	-	31,92,333	36,54,493	9,12,378	81,422	-	28,23,537	2,56,380	3,68,796
Intangible Assets												
Software	25,64,764	16,56,688	-	-	9,08,076	24,35,171	15,72,499	-	-	8,62,672	1,29,593	45,404
Total	25,64,764	16,56,688	-	-	9,08,076	24,35,171	15,72,499	-	-	8,62,672	1,29,593	45,404
Grand Total	64,75,637	25,50,486	-	-	41,00,408	60,89,664	25,84,877	81,422	-	36,86,209	3,85,974	4,14,200
Previous Year	64,38,335	-	37,302	-	64,75,637	56,49,735	3,42,356	97,572	-	60,89,662	4,46,244	3,85,974

* Adjustments includes reclassification of Fixed Assets of Previous Years

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



Note No. 10: Deferred tax assets(net)

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Deferred tax assets	1,82,181	5,503
Total	1,82,181	5,503

Note No. 11: Long-term loans and advances

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Unsecured, considered good unless otherwise stated		
➤ Security Deposits	5,11,986	5,11,986
➤ Bank Deposits (Refer Note 12A)	3,89,72,484	3,67,47,564
➤ MAT credit entitlement	26,82,012	28,96,930
Total	4,21,66,482	4,01,56,480

Note No. 12: Trade receivables

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Unsecured, considered good unless otherwise stated		
➤ Trade Receivables	-	-
➤ Outstanding for less than six months	-	41,69,158
Total	-	41,69,158

Note No. 13: Cash and Cash Equivalents

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Balances with banks		
➤ In current accounts	4,19,696	3,16,553
➤ In deposit accounts	5,93,310	-
Cash on hand	10,597	8,712
Total	10,23,603	3,25,265

Other bank balances	As at 31-Mar-2019	As at 31-Mar-2018
(a) Deposits with original maturity for more than 12 months	3,89,72,484	3,67,47,564
(b) Deposits with original maturity for more than 3 months but less than 12 months	5,93,310	-
Total	3,95,65,794	3,67,47,564

Notes: Current Account includes Loan from State Bank of India of Rs 22.5 Lakhs @ 7.6 % is secured by way of Lien over securities/Deposits/Balances in FCNB/NRE/NRO/Domestic TDA/STDA. Fixed deposit will be matured on 9th June 2020 @ 6.6 % for a period of 762 days which has a maturity value of Rs.30,85,908 /-.

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



Note No. 14: Short-term Loans and Advances

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Unsecured, considered good unless otherwise stated		
➤ Advance to creditors	12,759	3,280
➤ Advance to employees	20,000	-
➤ Balance with Government Authorities	10,74,427	8,95,700
Less		
➤ Provision for doubtful loans and advances	-	-
Total	11,07,186	8,98,980

Note No. 15: Other Current Assets

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Unsecured, considered good unless otherwise stated		
➤ Interest accrued	7,500	-
➤ Other current assets	3,221	-
Total	10,721	-

Note No. 16: Revenue from Operations

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Sale of Services	45,65,361	2,28,98,936
Total	45,65,361	2,28,98,936

Note No. 17: Other Income

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Interest Income	25,64,485	22,15,727
Other non-operating income	-	1,032
Total	25,64,485	22,16,759

Note No. 18: Work in progress

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Opening cost involved	-	20,00,000
Total	-	20,00,000

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



Note No. 19: Employee Benefit Expenses

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Salary and Wages	17,13,600	16,48,800
Director Remuneration	13,93,130	14,36,640
Contribution to provident and other funds	1,65,855	1,53,064
Staff Welfare Expenses	2,525	2,290
Gratuity	5,99,501	-
Total	38,74,611	32,40,794

Note No. 20: Finance costs

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Interest Cost	1,44,859	1,59,680
Total	1,44,859	1,59,680

Note No. 21: Other expenses

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Rent	5,77,000	5,76,500
Payment to auditor (Refer details below)	2,00,000	5,28,000
Legal and professional*	1,38,182	3,67,908
Interest and Penalty	1,35,584	10,997
Power and Fuel	78,018	66,575
Printing and Stationary	74,666	15,851
Forex Loss, Net off	65,017	74,722
Loss on sale/written off of assets	60,184	-
Other expenses	59,380	64,645
Training	37,660	5,500
Communication	34,250	31,866
Bank Charges	32,936	43,807
Rates and Taxes	24,814	1,09,665
Advertisement	16,948	14,990
Membership and Subscription	16,000	-
Repairs and maintenance	15,370	56,490
Traveling and Conveyance	13,339	31,336
Insurance	9,089	-
Donation	-	1,01,672
Royalty	-	8,05,800
Total	15,88,437	29,06,324

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



Note No.2 1A: Payment to Auditors

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Statutory Audit Fees	2,00,000	5,28,000
Reimbursement of expenses	-	-
Total	2,00,000	5,28,000

22. Contingent liabilities and commitments

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Contingent liabilities	Nil	Nil
Commitments	Nil	Nil

23. Employee Benefits

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 1,65,855/- (Year ended 31 March, 2018 Rs. 1,53,064/-) for Provident Fund contributions, and Nil (Year ended 31 March, 2018, Rs Nil) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss.

24. Capital Commitments

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Estimated amount of contracts to be executed on capital account (net of advances) and not provided	Nil	Nil

25. Related Party Transactions

A. Name of related parties and description of relationship

Name of Party	Relationship
A. Vinoth Kumar	Managing Director
A. Mallika	Director
R. Jeyasudha	Director
N.B. Shreehari	Director

B. Related Party Transactions

Nature of transaction	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
A. Vinoth Kumar		
Remuneration for the year	13,70,880	12,56,640
Salary Advance		
➤ Opening Balance	-	25,000
➤ Advance given during the year	2,50,000	70,000
➤ Repaid during the year	2,50,000	95,000
➤ Closing Balance	-	-
Reimbursement of expenditure	3,200	-
Recovery of expenditure	25,130	-
N.B. Shreehari		
Remuneration for the year	22,250	1,80,000
Reimbursement of expenditure		
➤ Opening Balance	-	4,530
➤ Advance given during the year	2,60,983	37,232
➤ Repaid during the year	2,60,983	41,762
➤ Closing Balance	-	-
Recovery of expenditure	7,250	-

26. Expenditure and Income in foreign currency

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Expenses	3,315	8,05,800
Income	45,65,361	2,28,98,936

27. Dues to micro and small enterprises

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. The Ministry of Micro, Small and Medium enterprises has issued an office Memorandum dated 26 August 2008 which recommends that the Micro and Small enterprises should mention in their correspondence with its customers the entrepreneur's Memorandum number as allocated after filing of the Memorandum. The Company has not received any claim for interest from any supplier under the said Act.

Notes forming part of standalone financial statements

(Amount in Rs. Except otherwise stated)



28. Physical verification of fixed assets

During the year Company has carried out the physical verification of Fixed assets, during the process it was observed, that few assets were lost or sold in the previous years and effect was given now. There were additional assets found and they were brought into the books at Zero Value. The impact of physical verification is Rs 65,607 decrease in profit.

29. Deferred Tax Assets

Particulars	As at 31-Mar-2019	As at 31-Mar-2018
Tax effect of items constituting DTA: On difference between depreciation as per Books and Tax		
➤ Opening DTA	5,503	-
➤ DTA during year	1,76,678	5,503
➤ Closing DTA	1,82,181	5,503
Deferred Tax (liabilities)/asset (Net)	1,82,181	5,503

30. Earnings per share

Particulars	For the Year ended 31-Mar-2019	For the Year ended 31-Mar-2018
Net Profit/(Loss) as per statement of Profit and Loss	8,81,350	1,63,08,938
Weighted average number of Equity shares	1,00,000	1,00,000
Basic or Diluted Earnings per share	8.81	163.09

31. Regrouping

The previous year/ period figures have been regrouped/ reclassified, wherever necessary to confirm to the current presentation.

As per our report of even date attached

For Guru and Jana

Chartered Accountants

ICAI Firm Registration No: 006826S

For VINJEY Software Systems Pvt. Limited

Sd/-

Ananth Prasad B R

Partner

Membership No: 218145

UDIN: 19218145AAAADP2717

Place: Bengaluru

Date: 26-Sep-2019

Sd/-

A. Vinoth Kumar

Managing Director

DIN: 02115608

Sd/-

R. Jeyasudha

Director

DIN: 02584258

Place: Bengaluru

Date: 26-Sep-2019

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

Sd/-
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.

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 28-Sep-2019 at 09.00 A.M 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)	<hr/>
Folio./ID No	<hr/>
Number of Shares held	<hr/>
Name of Proxy (In Block letters, to be filled in if the proxy attends instead of the member)	<hr/>

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.

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 Member _____
 Registered address _____
 Email: _____ DP ID: _____ Folio No./Client 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:



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.

