



SHORTER NOTICE

SHORTER NOTICE is hereby given that the 21st Annual General Meeting of the Company will be held on 7th day of November 2025, at 8.30 P.M, 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:

ITEM NO 1: ADOPTION OF AUDIT REPORT, FINANCIAL STATEMENTS & DIRECTORS REPORT

To consider and adopt the audited financial statements of the Company for the financial year ended on 31-Mar-2025 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-2025 and the Profit and Loss Account for the year ended 31-Mar-2025 and the Schedules thereon, together with the Directors' Report and Auditors' Report be and they are hereby received, approved and adopted.”

ITEM NO 2: RATIFICATION OF STATUTORY AUDITORS

To ratify appointment of Statutory Auditors of the Company to hold office from conclusion of 21st Annual General Meeting up to conclusion of 22nd Annual General meeting 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 pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. M/s. BVC & Co., Chartered Accountants, (Firm Registration No. 008154S) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2026.”

RESOLVED FURTHER THAT the remuneration shall be decided by the Board in consultation with the Statutory Auditors.”

ITEM NO 3: DECLARATION OF FINAL DIVIDEND

To consider and approve declaration of dividend from such free reserves in compliance with the Companies Act, 2013 and the Company's Dividend Distribution Policy subject to approval of the Shareholders at the Annual General Meeting of the company 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 pursuant to the provisions of Section 123(1)(b) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the consent of the Board and shareholders is hereby received declaration of final dividend of ₹3.63 (Rupees Three and Sixty-Three Paise only) per equity share for the financial year ended 31st March 2025, payable out of the accumulated free reserves of the Company.

FURTHER RESOLVED THAT the dividend shall be paid to the equity shareholders whose names appear in the Register of Members on the Record Date fixed by the Board.

FURTHER RESOLVED THAT the payment of dividend shall be in compliance with all applicable laws, rules, and the Company’s Dividend Distribution Policy.

FURTHER RESOLVED THAT Mr. A. Vinoth Kumar, Managing Director of the Company, be and is hereby authorized to take all necessary steps to give effect to the above resolution, including finalizing the Record Date, payment dates, and filing necessary documents with Registrar of Companies and other authorities as applicable.”

Place: Bengaluru
Date: 30-Oct-2025

BY ORDER OF THE BOARD
For VINJEY Software Systems Private
Limited



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. Since there is no special business to transact in the meeting, Explanatory Statement under section 102 of the Companies Act is not attached.





Attendance Slip

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

ANNUAL GENERAL MEETING

To be held on Friday, 07-Nov-2025 at 8.30 P.M

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

Name of the Attending Member (In Block Letters)	
Folio./ID No	
Number of Shares held	
Name of Proxy (In Block letters, to be filled in if the proxy attends instead of the member)	

I hereby record my presence at the Annual General Meeting on 07-Nov-25.

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, Mahalakshmiapuram, Bengaluru - 560086

Name of Member	
Registered address	

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

1	Name	
	Address	
	Email Id	
	Signature	or failing him/her
2	Name	
	Address	
	Email Id	
	Signature	or failing him/her
3	Name	
	Address	
	Email Id	
	Signature	





as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Seventeenth Annual / Extraordinary General Meeting of the Company, to be held on Friday, 07-Nov-2025 at 8.30 P.M 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: Ratification of Statutory Auditors		
Resolution No 3: Declaration of Final Dividend		

Signature of Proxy Holder (s)

Signed this __ day of __ 2025

Signature of Shareholder:

Affix Rs.1
Revenue
Stamp

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





Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

ITEM NO 2: RATIFICATION OF STATUTORY AUDITORS

The Members are informed that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. BVC & Co., Chartered Accountants (Firm Registration No. 008154S) were appointed as Statutory Auditors of the Company at the 19th Annual General Meeting (AGM) held in 2023.

As per the Companies Act, 2013, the appointment of auditors is subject to ratification by the shareholders at every Annual General Meeting held during their tenure. Accordingly, the appointment of M/s. BVC & Co. as Statutory Auditors, to hold office from the conclusion of the 21st AGM until the conclusion of the 22nd AGM, is placed for your ratification.

M/s. BVC & Co. have expressed their willingness to continue as Statutory Auditors of the Company and have confirmed that their appointment is in accordance with the limits prescribed under the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors.

The Board of Directors recommends the resolution for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, interested or concerned financially or otherwise in the resolution except to the extent of their shareholding in the Company.

Your Directors commend the resolution for your approval.

ITEM NO 3: DECLARATION OF FINAL DIVIDEND

The Board of Directors proposes to declare a final dividend of ₹3.63 per equity share for the financial year 2024-25 to the shareholders of the Company. It is informed that although the Company has not earned profits during the financial year, the dividend is being paid out of the accumulated free reserves available for distribution.

This dividend declaration is made in compliance with Section 123 of the Companies Act, 2013, and the related rules which permit a company to declare dividend out of free reserves subject to prescribed conditions.

The dividend will be payable to the members whose names appear in the Register of Members on the record date, fixed as 29th October 2025. The Board considers this dividend distribution as a gesture of sharing the accumulated earnings with the shareholders while maintaining the financial stability and operational requirements of the Company.

The Board recommends the resolution for approval by the shareholders as an ordinary resolution in the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel, or their relatives is, in any way, financially or otherwise concerned or interested in the resolution except to the extent of their shareholding in the Company.

Your Directors commend the resolution for your approval.



