

VELANKANI INFORMATION SYSTEMS LIMITED

(Formerly known as Velankani Information Systems Private Limited, name changed on conversion from private to public company with effect from April 24, 2015)

CIN: U72200KA1999PLC025275

Registered Office: #43, Electronics City, Phase II, Hosur Road, Bangalore 560 100

Notice

Notice is hereby given that the Sixteenth Annual General Meeting of the shareholders of Velankani Information Systems Limited ("the Company") will be held on Wednesday, 30th September, 2015 at 9 A.M. at the registered office of the Company situated at # 43, Electronics City, Phase II, Hosur Road, Bangalore 560 100, Karnataka to transact the following business

Ordinary Business

Item 1:

To receive, consider and adopt the Directors' Report and Audited Profit & Loss Account for the year ended March 31, 2015 and the Balance Sheet of the Company as on that date.

Item 2:

To appoint a Director in place of Mr. Kiron D Shah, Managing Director (DIN 00056091) who retires by rotation and being eligible, offers himself for re-appointment

Item 3:

To appoint a Director in place of Mr. Gurdeep Singh, Director (DIN 00809359) who retires by rotation and being eligible, offers himself for re-appointment

Item 4:

To appoint M/s. Chaturvedi & Shah, Chartered Accountants to hold office for a period of two years from the conclusion of this Annual General Meeting i.e for the Financial year 2015-16 and Financial year 2016-17, subject to ratification annually by members , and to fix their remuneration.

Special Business

Item 5:

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

To declare dividend to Preference Shareholder

“RESOLVED THAT the declaration and payment of dividend to preference share holder viz., Velankani Holdings Private Limited at 0.01% p.a. of the par value of Rs. 10/- on the 46,47,600 redeemable optionally convertible preference shares issued by the Company to the aforesaid preference share holder, aggregating to Rs.4,647.60/- (Rupees Four Thousand Six Hundred & Forty Seven and Paise Sixty only) for the Financial Year 2014-15 as recommended by the Board of Directors on 12th September 2015 be and is hereby approved.”

Item 6:

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

Appointment of Ms. Anuradha Sreenivasan as Director

“RESOLVED THAT Ms. Anuradha Sreenivasan who was appointed as an Additional Director by the Board of Directors of the Company on May 30, 2015 and whose appointment expires at this Annual General Meeting and in respect of whose appointment a notice signifying intention to appoint her as Director has been received from a member together with necessary deposit, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors

For Velankani Information Systems Limited



Anju Prakash

Company secretary

ACS: 12799

Date: 12th September, 2015

Place: Bangalore

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THAT THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relevant explanatory statement pursuant to the provisions of Section 102 of the companies Act, 2013 in respect of item No. 5 and Item no. 6 is annexed hereto.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Reference is invited to the Memorandum of Understanding dated 4th September 2010 ("MOU") executed by and between Velankani Information Systems Private Limited ("the Company") and Velankani Holdings Private Limited ("VHPL") in accordance with which the Company had issued 46,47,600 redeemable optionally convertible preference shares of Rs.10/- at a premium of Rs.90/- per share to VHPL.

As per the said MOU, "the holder of the Preference Shares shall be entitled to a preferential dividend equal to 0.01 % per annum of the par value (i.e., Rs. 10/-) of such [46,47,600] Preference Shares. In any given Financial Year the Company may not declare any dividend or other distribution to its holders of equity shares unless it has first declared the preferential dividend for such Financial Year to the holder of the Preference Shares. If in any given Financial Year the Company has not declared the preferential dividend, the holder of Preference Shares shall (notwithstanding that the Preference Shares may have been redeemed or converted) have the right to receive the preferential dividend for such given Financial Year in the following Financial Year."

For the financial year ended 31st March 2015, the Company has earned a profit of Rs.10,43,40,331/- (Rupees Ten Crores Forty Three Lakhs Forty Thousand Three Hundred Thirty One only).

Therefore in terms of the issue of preference shares, the Directors have recommended payment of preference dividend at 0.01% p.a. of the par value of Rs. 10/- on the 46,47,600 redeemable optionally convertible preference shares issued by the Company to the aforesaid preference share holder, aggregating to Rs.4647.60 (Rupees Four Thousand Six Hundred & Forty Seven and Paise Sixty only) for the Financial Year 2014-15 as recommended by its Board of Directors on 12th September, 2015.

Such declaration of dividend requires the approval of the shareholders in the general meeting by an Ordinary Resolution.

Hence your Directors have proposed the Ordinary Resolution under Item No.5 of the notice and recommend the passing thereof by the members.

None of the Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution under item no. 5 of this Notice except Mr. Kiron D. Shah, Managing Director of the Company who is a holder of 99.99% of the paid up share capital of VHPL, and Mrs. Anita Shah, wife of Mr. Kiron D. Shah, who is also holder of one equity share in the paid up share capital of VHPL and Ms. Anuradha Sreenivasan, Additional Director of the Company who is also an Additional Director of VHPL, to the extent of their interest in VHPL.

The document(s) referred above are available for inspection by the members at the registered office of the Company from 14th September, 2015 to 29th September, 2015 during business hours on all working days."

Item No. 6

Ms Anuradha Sreenivasan was appointed as an Additional director on the Board of the company with effect from May 30, 2015 and such appointment is in compliance with the requirement to have a woman director on the Board of the Company as a listed company. She ceases to be a director of the company at the ensuing Annual General Meeting. A notice signifying intention to appoint her as Director has been received from a member together with necessary deposit.

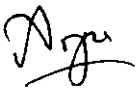
Appointment of a Director on the Board of the Company requires the approval of the shareholders of the company vide an ordinary resolution.

Hence your Directors have proposed the ordinary resolution under item No 6 of the notice and recommend the passing thereof by the members.

None of the directors may be considered to be concerned or interested in the passing of the above said resolution.

By order of the Board of Directors

For Velankani Information Systems Limited



Anju Prakash
Company secretary
ACS: 12799

Date: 12th September, 2015

Place: Bangalore

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72200KA1999PLC025275

Name of the company: VELANKANI INFORMATION SYSTEMS LIMITED

Registered office: 43 ELECTRONICS CITY, PHASE-II, HOSUR ROAD, BANGALORE - 560100.Karnataka, INDIA

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:..... or failing him/her

2. Name:

Address:

E-mail Id:

Signature:..... or failing him/her

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting/ Extraordinary general meeting of the company, to be held on the day of at a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....

2.....

3.....

4.....

5.....

6.....

Signed this..... day of.....

Signature of shareholder

Signature of Proxy holder(s).....

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.

