

NOTICE of Annual General Meeting

Notice is hereby given that the 30th Annual General Meeting of the members of **BANGALORE SOFTSELL LIMITED** will be held on Thursday, 28th September, 2017 at 10:00 a.m. at Party hall, I floor, Biryani Paadise, 83, Ittamadu Main road, BSK 3 Stage, Bangalore 560 085 (Land mark - 2 Building from ring road on the left) to transact the following business:-

ORDINARY BUSINESS:-

1. ADOPTION OF FINANCIAL STATEMENTS :-

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017, including the Audited Balance Sheet as on 31st March, 2017, the statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

2. RE - APPOINTMENT OF MRS. USHA PRASHANTH RAIKAR AS DIRECTOR :-

To re-appoint Mrs. Usha Prashanth Raikar (DIN 00046371), who being longest in the term, retires by rotation and being eligible has offered herself for re-appointment as the Director of the Company.

"RESOLVED THAT pursuant to the provisions of the Section 152 of Companies Act, 2013 and rules made there under (including any amendment/modification thereof), Mrs. Usha Prashanth Raikar, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of Company, whose period of office will be liable to retire by rotation."

3. RATIFICATION OF APPOINTMENT OF AUDITOR :-

RESOLVED THAT pursuant to Sub-section (1) of Section 139 of the Companies Act, 2013, M/s. R K Suchindra Chartered Accountants, (Membership No. 223667) Bangalore, be and are hereby appointed as the auditors of the company to hold office from the conclusion of this annual general meeting until the conclusion of 31st annual general meeting of the company to audit the financial accounts of the company for the financial year ended 2017 on a remuneration and reimbursement of actual expenses as may be mutually agreed by and between the Board Of Director and the Auditor

TO CONSIDER ADOPTION OF THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATION, AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, R K Suchindra Chartered Accountants, (Membership No. 223667) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 30th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

"RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

**For and behalf of the Board of Directors
For BANGALORE SOFTSELL LIMITED
[CIN: L85110KA1986PLC008020]**

**Sd/-
SUBBIAN RAGOTHAMAN
[DIN:00026750]
Managing Director**

**Date: 24th August, 2017
Place: Bangalore**

- a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote on his behalf and the proxy need not 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.
- b) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

- c) Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
- d) The Register of Members and Transfer Books of the Company will be closed from 21st September 2017 to 28th September 2017 (both days inclusive).
- e) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard.
- f) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- g) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- h) Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the FY 2016-17 will also be available on the Company's website for the purpose of downloading. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, for any communication, the shareholders may also send requests to the Company's investor email id: sragothaman@bangaloresoftsell.com
- i) The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode.
- j) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- k) Financial of the company will be made available on the website of the company at www.bangaloresoftsell.com
- l) Members desirous of getting any information about the accounts and/or operations of the company are requested to write to the company at least seven days before the date of the meeting to enable the company to keep the information ready at the meeting. e-mail id: sragothaman@bangaloresoftsell.com
- m) All the documents mentioned in the notice will be available for inspection by the members at the registered office of the company between 10.30 A.M to 12.30 P.M from the date hereof up to the date of the meeting.
- n) Members are requested to kindly keep the Company immediately informed of any change in their respective mailing addresses.
- o) Members / proxies are requested to bring duly filled in Attendance Slips and their copy of the Annual Report for attending the Meeting.
- p) In accordance with the SEBI's Circular Dt. 26th April, 2007, an Abridged Annual Report has been sent to you in place of the Unabridged Annual Report. Any shareholder wanting a copy of the Unabridged Annual Report may please write by referring their folio No / Client ID to the Company's Share Transfer Agent M/s. Karvy Computershare Private Ltd.,
- q) Bangalore Softsell is pleased to provide e-voting facility in compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the SEBI (LODR) Regulation 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.
- r) Mr. Kiran K Chougule, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- s) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- t) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- u) The Members desirous to cast their vote by ballot, may write to the Company or send an e-mail to sragothaman@bangaloresoftsell.com , requesting for a Ballot Form. The last date for receipt of duly completed Ballot Forms is **5.00 p.m. on 24th Sep, 2017**.
- v) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- w) The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of ballot paper or by using an e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.
- x) **Poll at the Meeting** After the agenda items have been discussed, the Chairman will order Poll in respect of the items. Poll will be conducted and supervised under Scrutinizer. After conclusion of the Poll, the Chairman may declare the meeting as closed. The Results of the Poll aggregated with the results of e-voting will be announced by the company in its website.

E-Voting – Procedure

Bangalore Softsell is pleased to provide e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the notice.

The Company has appointed Kiran K Chougule as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Sep 20th, 2017 **being the Cut-off date for the purpose**. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

The instructions for E-Voting are as under:

1. To use the following URL for e-voting: <https://evoting.karvy.com>
2. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/DP ID Client ID will be your user ID.
3. After entering the details appropriately, click on LOGIN.
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., Bangalore Softsell.

7. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
8. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
9. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer@bangaloresoftsell.com
10. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
11. The Portal will remain open for voting from: **10.00 a.m. on 25th Sep 2017 to 5.00 p.m. on 27th Sep, 2017 (both days inclusive).**
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
13. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
14. The results of e-voting will be announced by the Company in its website and also informed to the stock exchanges.
15. Route-map to the venue of the Meeting is provided at the end of the Notice.

Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:-

1.	Name of Director	Ms. Usha Prashanth Raikar
2.	Date of Birth	31/03/1973
3.	Date of Appointment / Re-Appointment	29/11/1999
4.	Qualification	Electronics engineer
5.	Expertise	Rich and vast experience in the field of Information Technology industry
6.	Other Directorship held excluding Private Companies as on 31 st March 2017	NIL
7.	Chairman/Member of the Committee of Board of the Directors of the Company	NIL

I. General Information			
1 Nature of Industry	:	Information Technology	
2. Date of expected date of commencement of production	:	Company engaged in Information Technology activities after obtaining Certificate of Commencement of Business dated 10/12/1986	
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	:	Not Applicable	
4. Financial Performance	:	Particulars	
		31.03.2017	31.03.2016
		Rs. In Lacs	Rs. In Lacs
	Revenue	19.35	10.03
	PBT	1.89	(18.33)

	PAT	(32.35)	(18.33)
5. Foreign Investments or collaborators, if any	: Not Applicable		

**By Order of The Board Of Directors
For Bangalore Softsell Limited**

**Date: 24th August, 2017
Place: Bangalore**

**Sd/-
SUBBIAN RAGOTHAMAN
[DIN: 00026750]
Managing Director**