

Parle Software Limited
403, Kane Plaza, Mind Space,
Off-Link Road, Malad (West),
Mumbai- 400064.

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Shareholders of Parle Software Limited will be held on Monday, 25th September, 2017 at 10:30 a.m. at Landmark Building, Link Road, Mith Chowki, Malad (West), Mumbai – 400 064 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To elect and appoint director Mrs. Chanda Garg (DIN 00409712), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.
3. Re-appointment of M/s. G. R. Modi & Co. Chartered Accountants, as Statutory Auditors and to fix their remuneration.
To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made there under, the retiring auditors, M/s G. R. Modi & Co., Chartered Accountants, (Firm Registration No.112617W), be and are hereby re-appointed as Auditors of the Company for a term of 5 years to hold office from the conclusion of this annual general meeting until the conclusion of the 39th annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter and authorize Board to fix their remuneration for the year 2017-18.”

SPECIAL BUSINESS:

4. 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 20 of the Companies Act, 2013 and relevant rules framed thereunder other applicable provisions, if any, whereby, a document may be served on any member by the company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance, a sum equivalent to the estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the company at least 10 days in advance of dispatch of documents by the company to the shareholder.

Resolved further that, the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

403, Kane Plaza, Mind Space,
Off.Link Road, Malad (W),
Mumbai:400064.

By Order of the Board
For **Parle Software Limited**
Sd/-
Rakeshkumar D. Mishra
Company Secretary
Mem. No. ACS 39925

Mumbai, August 10, 2017

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and the proxy need not be a member of the company. A person can act as proxy on behalf of the company. A person can act as proxy on behalf of members not exceeding fifty(50) members. Members holding more than 10% of total share capital of the company may appoint a single person as proxy who shall not act as proxy for any other member and holding in the aggregate not more than ten percent of the total share capital of the company.

The instrument appointing proxy should however be deposited at the registered office of the company, duly completed and signed, not less than forty eight hours before the commencement of the meeting. proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from **Monday, 11th September, 2017 to Monday, 25th September, 2017**, both days inclusive.
3. Brief details of the directors, who are seeking appointment / re-appointment, are annexed hereto as per requirements of the Regulation 36(3) of SEBI Listing Regulations, 2015,
4. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, G. R. Modi & Co., Chartered Accountants are retiring in this AGM and being eligible offer himself for re-appointment. The Board therefore recommends appointment of G. R. Modi & Co., Chartered Accountants for 5 years as auditors for the conclusion of the ensuing annual general meeting till the conclusion of the 39th annual general meeting, to be scheduled in 2022 and been put up for the approval of members.
5. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
6. Members are requested to notify to the Company's Registrar immediately, if any change in their address along with quoting their folio number to the share transfer agent of the Company in case of shares held in physical, on or before **18th August, 2017** being the first cut-off date for ascertaining the list of members for dispatch of Annual Report.

7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
8. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
9. All documents referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company during office hours between 11.00 a.m. to 1.00 p.m. on all working day except Sunday & holiday, from the date hereof upto the date of the Meeting.
10. Pursuant to section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to file nomination in the prescribed Form No. SH-13 in duplicate (which will be made available on request) with the Company's shares transfer agent, in respect of shares held in electronic / demat form, the members may please contact their respective depository participant.
11. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants. Members holding shares in physical form can submit their PAN details to the Company or registrar.
12. The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - i) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
 - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 and Register of directors & Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Registers shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to a person attending the meeting.
13. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the Annual Report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
14. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
15. Route Map for the directions to the venue of the meeting is available on website of the company www.parlesoftwares.com
16. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
17. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in

physical form, members are advised to register their e-mail address with Link Intime - saili.lad@linkintime.co.in.

18. Members, who still hold share certificates in physical form are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

19. Members/Proxies are requested to bring the copies of annual reports to the meeting.

20. Voting through electronic means –

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (hereinafter called “the Rules” for the purpose of this section of the Notice) and the provision under SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **18th September, 2017** (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (2) (ii) of the Rules) fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Link Intime India Pvt. Ltd. (Linkintime).

The instructions for E-voting are as under:

A. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on **Friday, 22nd September, 2017 at 9.00 a.m.** and ends on **Sunday, 24th September, 2017 at 5.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **18th September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website **www.evotingindia.com**.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN on PARLE SOFTWARE LIMITED, on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e- voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com. You can also send your queries/ grievances relating to e-voting at:- Name : Mr. Rakesh Dalvi, Deputy Manager, Address : Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai – 400001.
Email Id/Phone Number(s) : rakeshd@cDSLindia.com /022 22728588, Toll free no: 18002005533.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID & initial password is provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xix) under heading A above to vote through e-voting platform.

C. Voting facility at annual general meeting:

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting either through electronic voting system or polling paper and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

D. General instructions:

- i. The Company has appointed Mrs. Manisha Bajaj, Practising Company Secretary (ACS No. 24724 COP No.8932) having address as 218-A, Gulmohar Ansal Vihar, Nr. Shimpoli Tele Exchange, Chikuwadi, Borivali (West), Mumbai 400092 as the Scrutiniser to the e-voting process, (including voting through polling paper or by electronic system at AGM) in a fair and transparent manner.
- ii. The scrutinizer shall, immediately after the conclusion of voting at the ensuing annual general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/ through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).
- iv. The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared alongwith the scrutinizer’s report shall be placed on the Company’s website: www.parlesoftwares.com and on the website of www.evotingindia.com and shall also be communicated to the stock exchanges and registrar & transfer agent. Subject to the receipt of sufficient votes, The resolution shall be deemed to be passed at the annual general meeting of the Company scheduled to be held on Monday, 25th September 2017.

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

ITEM NO. 4 OF THE NOTICE

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, it is proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board thus recommends the Ordinary Resolution mentioned at Item No. 4 of this Notice for your approval.

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

Registered Office:

403, Kane Plaza, Mind Space,
Off.Link Road, Malad (W),
Mumbai:400064

Mumbai, August 10, 2017

By Order of the Board
For **Parle Software Limited**
Sd/-
Rakeshkumar D. Mishra
Company Secretary
Mem. No. ACS 39925

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS, 2015

Item No. 2 of the Notice

Chanda Garg (DIN 00409712)

As regards re-appointment of Chanda Garg referred to in item no. 2 of the Notice, following necessary disclosures are made for the information of the members:

Information about the appointee

Mrs. Chanda Garg aged 59 years has been appointed as an Additional Director of the Company in the Board Meeting held on 30.03.2015 and subsequently appointed as Director in the 32nd AGM held on 07.09.2015 . She is graduate in Home Science from Nirmala Niketan College of Social Science and has many years of experience. She is known by many different identities such as that of spiritualist, humanist, entrepreneur, an educationalist and she is related to Mr. V. I. Garg, Managing Director of the company.

Her directorships/committee positions/ shareholding in listed companies are:

Directorships

Parle Software Limited
Hazoor Multi Projects Ltd.

Committee Membership:

Parle Software Limited

Shareholding in the Company: NIL

None of the directors and Key Managerial Personnel of the Company, except Mrs. Chanda Garg, being an appointee, and her relative Mr. V.I. Garg, Managing Director of the company, are concerned or interested in the said resolution.

Chanda Garg is not disqualified from being appointed as a Director in terms of section 164 of the Act.

The Board recommends the resolution set forth in Item No. 2 for the approval of Members as an Ordinary Resolution.

Registered Office:
403, Kane Plaza, Mind Space,
Off.Link Road, Malad (W),
Mumbai:400064.

By Order of the Board
For Parle Software Limited
Sd/-
Rakeshkumar D. Mishra
Company Secretary
Mem. No. ACS 39925

Mumbai, August 10, 2017

PARLE SOFTWARE LIMITED
(CIN No. L29595MH1983PLC029128)
Registered office : 403, 4th Floor, Kane Plaza, Mind Space,
Off. Link Road, Malad (W), Mumbai-400 064.
Tel: 91- 022 -28769986 / Fax No.: 40033979,
E-mail: info@parlesoftwares.com Website: www.parlesoftwares.com

Attendance Slip for 34th Annual General Meeting
(to be handed over at the Registration Counter)

Registered Folio/ DP ID & Client ID :
No. of shares :
Name and Address of the Shareholder(s) :
Joint Holder(s):

I/We hereby record my / our presence at the 34th Annual General Meeting of the Company on Monday, 25th September, 2017 at 10.30 a.m. at Landmark Building, Link Road, Mith Chowki, Malad (W), Mumbai - 400 064.

Signature of the Member/Proxy / Authorised Representative

-----Cut here -----

ENTRY PASS
(To be retained throughout the Meeting)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USER ID	* Default PAN
170812005		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: Please read the instructions for e-voting given along with notice of the 34th Annual General Meeting. The Voting period starts from Friday, September 22, 2017 (9.00 a.m.) and ends on Sunday, September 24, 2017 (5.00 p.m.). The voting module shall be disabled by CSDL for voting thereafter.

Notes

A series of 20 horizontal dashed lines for taking notes.

PARLE SOFTWARE LIMITED

CIN: L29595MH1983PLC029128

Regd. Office: 403, Kane Plaza, Off Link Road, Mind Space, Malad (West)

Mumbai- 400064, Maharashtra

Tel. No.: 022-28769986; Fax-022-40033979

Email: info@parlesoftwares.com, Website: www.parlesoftwares.com

PROXY FORM

Form No. MGT-11

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

Name of the Member(s): _____
Registered Address: _____
E Mail ID: _____ Folio No./DP ID and Client ID: _____

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

(2) Name : _____ Address : _____

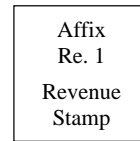
E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Monday 25th September, 2017 at 10.30 a.m. at Landmark Building, Link Road, Mith Chowki, Malad (West), Mumbai – 400 064, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

No.	ORDINARY BUSINESS
1	Adoption of Annual Accounts and the Directors' and Auditors' Reports thereon for the financial year ended 31 st March 2017.
2	To appoint Director in place Mrs. Chanda V. Garg (DIN 00409712), who retires by rotation being eligible offers herself for reappointment.
3	Re-Appointment of M/s. G. R. Modi & Co. (FRN. 112617W), Chartered Accountants, as Statutory Auditors and fixing their remuneration.
SPECIAL BUSINESS	
4	Service of documents under section 20 of the Companies Act, 2013 for delivery of documents in a particular mode

Signed this _____ day of _____, 2017

Signature of Proxy Shareholder



Signature of Shareholder

Notes:

1. 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.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

Book Post

If undelivered please return it to :
Parle Software Limited
(CIN No. L29595MH1983PLC029128)
Registered office :
403, 4th Floor, Kane Plaza,
Mind Space, Off. Link Road,
Malad (W), Mumbai-400 064.
Tel: 91- 022 –28769986.
Fax: 91- 022 – 40033979.
E-mail : info@parlesoftwares.com
Website: www.parlesoftwares.com