



VAKRANGEE LIMITED

"Vakrangee Corporate House", Plot No.93, Road No.16, M.I.D.C. Marol, Andheri (East), Mumbai - 400093. Maharashtra,
 W: www.vakrangee.in | L:+91 22 2850 3412/+91 22 6776 5100
 F: +91 22 28502017 | CIN: L65990MH1990PLC056669

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting ("AGM") of the Members of Vakrangee Limited will be held on Monday, September 28, 2020 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered office of the Company at "Vakrangee Corporate House", Plot No. 93, Road No. 16, MIDC Marol, Andheri (East), Mumbai – 400093 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2020, together with the Report of Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2020.
3. To appoint a Director in place of Dr. Nishikant Hayatnagarkar (DIN:00062638), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve appointment of Mr. Hari Chand Mittal as an Independent Director of the Company for a term of five consecutive years w.e.f. July 31, 2020.**

To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of sections 149, 150 152 and any other applicable provisions of the Companies Act, 2013, (hereinafter referred to as the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation(s)") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Hari Chand Mittal (DIN 08797386) who, on recommendation of Nomination and Remuneration and Compensation Committee, was appointed as an Additional Director and designated as an Independent Director of the Company by the Board of Directors at their Meeting held on July 31, 2020 and who holds his office upto the date of ensuing Annual General Meeting (AGM) pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the prescribed manner, be and is hereby appointed as a Regular Director designated as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from July 31, 2020".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **To approve re-appointment and remuneration of Dr. Nishikant Hayatnagarkar as the Whole-time Director of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions – if any, of the Companies Act, 2013 ("Act"), and the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Dr. Nishikant Hayatnagarkar (DIN:00062638) as Whole-time Director of the Company, for a period of five (5) years with effect from October 01, 2020, as recommended by Nomination and Remuneration and Compensation Committee and Board of Directors, as per the principal terms and conditions set out in the explanatory statement annexed hereto, with liberty to the Board of Directors of the Company, hereinafter referred to as "the Board", (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter or vary, without further reference to the Members, the terms and conditions of the said re-appointment including the remuneration, in such manner, as may be agreed between the Board of Directors and Dr. Nishikant Hayatnagarkar."

Notice

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and ratify deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

6. To ratify change in designation of Mr. Dinesh Nandwana (DIN: 00062532) from Executive Director to Managing Director & Group CEO of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT in partial modification of the Special Resolution No. 6 passed by the members of the Company in the 29th Annual General Meeting of the Company held on September 25, 2019, Mr. Dinesh Nandwana (DIN:00062532) who was then re-appointed as Executive Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to such other approval(s) or sanction(s) as may be required, consent of the members of the Company be and is hereby accorded for change in designation of Mr. Dinesh Nandwana (DIN:00062532) from “Executive Director” to “Managing Director & Group CEO” for the remaining period of his tenure i.e. upto September 30, 2024.

“RESOLVED FURTHER THAT all the other terms and conditions of his appointment including remuneration shall remain the same, during the remaining period of his tenure.”

By order of the Board of Directors,

Mehul Raval
Company Secretary & Compliance Officer

Mumbai,

Date: August 17, 2020

Registered Office:-

“Vakrangee Corporate House”, Plot No. 93,
Road No. 16, MIDC Marol,
Andheri (East), Mumbai - 400093

Notice

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 ("Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No.4:

Mr. Hari Chand Mittal (DIN: 08797386) was appointed as an Additional (Independent) Director of the Company with effect from July 31, 2020, by the Board of Directors under Section 161 of the Act and Article 66 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Hari Chand Mittal holds office only up to the date of the forthcoming Annual General Meeting but is eligible for appointment as an Independent Director.

A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Hari Chand Mittal's appointment for the office of Independent Director of the Company.

Additional information in respect of Mr. Hari Chand Mittal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards on General Meetings (SS-2), is annexed to this Notice.

Mr. Hari Chand Mittal is not related to any Director of the Company.

In the opinion of the Board, Mr. Hari Chand Mittal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

After taking into consideration the recommendation of the Nomination and Remuneration and Compensation Committee, the Board is of the opinion that Mr. Hari Chand Mittal's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.4 of this Notice relating to the appointment of Mr. Hari Chand Mittal as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. July 31, 2020 for your approval.

Mr. Hari Chand Mittal has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

A copy of the draft letter for the appointment of Mr. Hari Chand Mittal as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.vakrangee.in.

Mr. Hari Chand Mittal is deemed to be interested in the resolution as set out in Item No. 4 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Notice

Item No.5:

Dr. Nishikant Hayatnagarkar was appointed as Whole-time Director of the Company for a period of five years from October 1, 2015. His current term of appointment will expire on September 30, 2020.

In terms of the provisions of the Act, the Board of Directors, based on the recommendation of Nomination and Remuneration and Compensation Committee, at its meeting held on July 31, 2020 re-appointed Dr. Nishikant Hayatnagarkar as Executive Director designated as Whole-time Director of the Company, subject to approval of shareholders, for a further period of 5 (Five) years with effect from October 1, 2020.

Dr. Nishikant Hayatnagarkar is a Whole-time Director of the Company. He is a Doctorate in Computer Science from IIT Powai, Mumbai. He is the key person in driving the business of the Company since last two decades.

He is a well-known personality in the field of microchip designing. He has also developed a voice recognition system, which was widely used in various applications like Tele Banking, Tele Gas Booking, etc. and has also designed and developed a multi-lingual Keyboard and was a consultant to Media Labs Asia - Kamal Rekhi School for Information Technology (IIT Mumbai) for development of Multi-lingual data input device - Marathi language Key Board (Key - Lekh) and E-Lekh (Tablet based Marathi language Input). Considering his vast experience and astute and dynamitic leadership qualities Board of Directors are of the opinion that Dr. Nishikant Hayatnagarkar should be re-appointed as the Whole-time Director who shall guide the Management of the Company.

The remuneration and emoluments decided to be paid to Dr. Nishikant Hayatnagarkar is in line with the Industry standards and his qualifications and experience commensurate with the requirement of the Company.

The main terms and conditions for the appointment of Dr. Nishikant Hayatnagarkar as Whole-time Director are as follows:

Salary / Remuneration :

Particulars	Amount in INR (Annually)
Basic	3298956
Dearness Allowance	43740
HRA	1337076
Variable Incentive	1169940
Gratuity	160788
Insurance	2028
Bonus (Paid Annually)	487476
Total CTC p.a.	6500000

- Dr. Nishikant Hayatnagarkar will be entitled for a Gratuity benefit as per the company policy.
- Dr. Nishikant Hayatnagarkar will be entitled to avail the Mediclaim benefits as per the prevailing company policy.
- Dr. Nishikant Hayatnagarkar shall also be entitled for a Term Policy with a (Life) coverage as per the prevailing company policy.
- Dr. Nishikant Hayatnagarkar shall be eligible for all other benefits as per the prevailing company policies.

Notice

Other terms of appointment:

1	The appointment of Dr. Nishikant Hayatnagarkar shall be for a period of 5 years with effect from October 01, 2020 to September 30, 2025 (both days inclusive).
2	Dr. Nishikant Hayatnagarkar shall, as the Whole Time Director of the Company, devote his full time and attention to the business of the Company and shall use his best endeavour to promote its interest and welfare. During his tenure as the Whole Time Director, Dr. Nishikant Hayatnagarkar shall not take up any other employment, with or without remuneration, except with the prior approval from the Board of Directors of the Company but can be opted/consented to be appointed as Directors in other Companies as per Companies Act, 2013.
3	Terms of remuneration of Dr. Nishikant Hayatnagarkar can be varied, increased, expanded or altered as may be agreed between the Board of Directors and Dr. Nishikant Hayatnagarkar, in accordance with the provisions of Companies Act, 2013.
4	Dr. Nishikant Hayatnagarkar shall make full and true disclosure in writing to the Company of any direct or indirect interest or benefit that he has derived or is likely to derive through or in connection with any contractual arrangements, dealings, transactions or affairs of the Company.
5	Either party to the agreement shall have the right to terminate the agreement by giving 3 months written notice to the other party, without assigning any reasons thereof or on payment of 3 months' full salary (CTC) in lieu thereof.

Draft copy of the agreement entered into between the Company and Dr. Nishikant Hayatnagarkar setting out the terms and conditions of the appointment would be available for inspection by the members at the registered office of the Company during normal business hours (11.00 a.m. to 1.00 pm) on any working days, except Saturday, up to and including the date of Annual General Meeting of the Company.

The remuneration and emoluments to Dr. Nishikant Hayatnagarkar is in line with the Industry Standards and Dr. Nishikant Hayatnagarkar's qualifications and experience commensurate with the requirement of the Company.

The Board considers that his association with the Company would be of immense benefit to the Company and accordingly, the Board recommend the resolution for his appointment as set out at Item No. 5 for approval by the members of the Company.

The other details of Dr. Nishikant Hayatnagarkar in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards on General Meetings (SS-2) is annexed to this Notice.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, the proposed appointment and the terms of remuneration payable to Dr. Nishikant Hayatnagarkar require approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly.

Dr. Nishikant Hayatnagarkar is deemed to be interested in the resolution as set out in Item No. 5 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Notice

Item no. 6

The Members of the Company at the AGM of the Company held on September 25, 2019 had approved appointment of Mr. Dinesh Nandwana, as Executive Director of the Company for a period of five years with effect from October 1, 2019.

Members may note that, to comply with the provisions of Regulation 17(1B) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Nomination and Remuneration and Compensation Committee (NRC) had given their recommendations to restructure the composition of Board of Directors of the Company.

Pursuant to the recommendations of NRC, the Board of Directors in their meeting held on January 24, 2020 re-designated Mr. Dinesh Nandwana as Managing Director and Group CEO of the Company for his remaining tenure, subject to members approval.

Hence, the members are requested to pass the Special Resolution accordingly.

Mr. Dinesh Nandwana is deemed to be interested in the resolution as set out in Item No. 6 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors,

Mehul Raval
Company Secretary & Compliance Officer

Mumbai,

Date: August 17, 2020

Registered Office:-

"Vakrangee Corporate House", Plot No. 93,
Road No. 16, MIDC Marol,
Andheri (East), Mumbai - 400093

Notice

NOTES:

1. In view of the continuing Covid-19 pandemic, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to info@vakrangee.in.
5. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item No. 4 to 6 of the accompanying Notice is annexed hereto.
6. Details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed.
7. In case of joint holders, 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 at the AGM.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. (a) The Company has notified closure of Register of Members and Share Transfer Books from Saturday, September 26, 2020 to Monday, September 28, 2020 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at a meeting.
 - (b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched within 30 days from the date of AGM i.e. September 28, 2020 to those members whose names shall appear on the Company's Register of Members on September 25, 2020; and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
 - (c) Final Dividend, if approved by the Shareholders at the AGM, will be paid electronically through various online transfer modes to those Shareholders who have updated their bank account details with the Company's Registrar and Share Transfer Agent / Depository Participants. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses through postal facility as per the availability. To avoid delay in receiving dividend and to receive the dividend directly into their bank account on the payout date, Shareholders are requested to update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) along with a copy of cancelled cheque with the Shareholder's name, to Bigshare Services Private Limited ("Bigshare"), the Company's Registrar and Share Transfer

Notice

Agent, at its website (at www.bigshareonline.com), in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.

10. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
11. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
12. Members desirous of getting any information in relation to the Company's Annual Report 2019-20 or who would like to express their views / have questions are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company through e-mail on info@vakrangee.in. These queries will be replied to by the company suitably by email.
13. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
14. The Members/ Claimants whose shares and unclaimed dividends has been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in For IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.
15. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their Depository Participants.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd. for assistance in this regard.
17. The Securities and Exchange Board of India (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 their PAN details to the Depository Participants with whom they are maintaining Demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.vakrangee.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.

Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Bigshare Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

For any communication, the Members may also send requests to the Company's email ID: info@vakrangee.in.

Notice

19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Bigshare Services Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual Shareholder with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at the rate of 20% (twenty per cent) as per the provisions of the Income Tax Act and/or Rules framed thereunder.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, on the website of Bigshare (at www.bigshareonline.com). The Shareholders may also download these forms from Bigshare's website and send physical copies of the duly filled forms/documents to Bigshare's Registered Office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Thursday, September 24, 2020 by 11.59 p.m. (IST) to Bigshare. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

In case of any queries / difficulties in submission of these forms, Shareholders may write to Bigshare at tds@bigshareonline.com.

It may please be noted that no claim shall lie against the Company for such taxes deducted.

20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The Company has appointed Dr. S. K. Jain, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.vakrangee.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Instructions for e-voting and joining the AGM are as follows:

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned herein after.

Notice

3. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Friday, September 25, 2020 (9.00a.m. IST) and ends on Sunday, September 27, 2020 (5.00 p.m. IST). 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 September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) **Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.**
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

Notice

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "Vakrangee Limited."
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- II. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- III. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before September 23, 2020 mentioning their name, demat account number/folio number, email id, mobile number at info@vakrangee.in. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@vakrangee.in. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Notice

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; skjaincs1944@gmail.com and info@vakrangee.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Notice

Annexure to Notice

Details of Directors seeking reappointment /appointment in forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of Director	Dr. Nishikant Hayatnagarkar	Mr. Hari Chand Mittal
Date of Birth	09/12/1958	07/07/1959
Age	61	61
Date of first Appointment on the Board	August 27, 1999	July 31, 2020
Experience/Expertise in specific functional areas	<p>Dr. Nishikant Hayatnagarkar is a Doctorate in Computer Science from IIT Powai, Mumbai and is associated with the Company since 1994. He is a wellknown personality in the field of microchip designing. He has also developed a voice recognition system, which was widely used in various applications like Tele Banking, Tele Gas Booking, amongst others. and has also designed and developed a multi-lingual Keyboard and was a consultant to Media Labs Asia - Kamal Rekhi School for Information Technology (IIT Mumbai) for development of Multi-lingual data input device - Marathi language Key Board (Key - Lekh) and E-Lekh (Tablet based Marathi language Input).</p>	<p>Hari Chand Mittal is a postgraduate with a degree in Master of Commerce and a certified associate from Indian Institute of Bankers. In his long and illustrious career of more than 37 years with Union Bank of India, he has held several leadership positions including Mumbai and then entire Maharashtra under Pune Zone as Field General Manager, from where he retired on 31 July 2019.</p> <p>He possesses vast exposure and practical experience in various fields of banking administration, enriched by deep understanding of operations as well as finance, ranging from MSME, Retail, Agriculture and other fields like Foreign Exchange, Import / Export & Financial Inclusion.</p> <p>He has not only been a passionate banker but also a devoted administrator, motivational speaker, guide, mentor, leader, evaluator, team builder, friend, visionary and crisis manager throughout his career.</p>
Qualifications	Doctorate in Computer Science from IIT Powai, Mumbai.	M.Com, CAIIB.
Name of the entities in which the persons also holds directorship	1. Vakrangee Finserve Limited	NIL
Memberships/of the committees of the board of other Companies	NIL	NIL
Number of Meetings of the Board attended during the financial year (2019-20)	5	NA
Number of Shares held in the Company	149288 Equity Shares	285623 Equity Shares
Relationship with other directors, manager and other Key Managerial Personnel of the Company	NIL	NIL
Remuneration last drawn	Rs. 58.50 lakhs	NA
Remuneration proposed to be paid	As per the resolution at Item No. 5 of the Notice read with explanatory statement thereto.	He would be eligible for payment of sitting fees as decided by the Board of Directors.
Terms & Conditions of Appointment/ Re – appointment	As per the resolution at Item No. 5 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice read with explanatory statement thereto.