

September 27, 2022

To,

| | |
|--|--|
| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 | National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 |
|--|--|

Dear Sir/Madam,

Sub.: Voting Results along with Scrutinizer's Report.

Ref.: Vakrangee Limited – Scrip Code – 511431/VAKRANGEE

In compliance with the requirements of Regulations 44(3) of the Securities Exchange and Board of India (Listing obligations and Disclosure requirements) Regulations, 2015, we enclose herewith voting results in respect of the business conducted at the 32nd Annual General Meeting (AGM) held on Tuesday, September 27, 2022 as **Annexure – 1**. Also, the report of Scrutinizer is enclosed herewith as **Annexure – 2** for your reference and records. The mode of voting was remote e-voting and e-voting at the AGM.

Kindly take the above information on your records.

Thanking you,

Yours Faithfully,

For **Vakrangee Limited**

Sachin Khandekar
Company Secretary
(Mem. No.: A50577)

Encl.: A/a

Annexure - 1

| Sr. No. | Description | Particulars | |
|---------|--|---|--------------|
| 1. | Date of the AGM | September 27, 2022 | |
| 2. | Book Closure Date | September 24, 2022 to September 27, 2022 (Both Days inclusive) | |
| 3. | Total number of Shareholders on record date | As of cut-off date i.e. September 20, 2022, 205230 | |
| 4. | No. of Shareholders present in the Meeting either in person or through proxy: Not Applicable | | |
| 5. | No. of Shareholders attended the Meeting through Video Conference | | |
| | Category of shareholders | In person (Through Video Conference) | Total |
| | Promoter and Promoter Group | 4 | 4 |
| | Public | 85 | 85 |
| | Total | 89 | 89 |



Resolution No. 1

To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2022, together with the Report of Board of Directors and Auditors thereon.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 151132069 | 130944536 | 86.6425 | 130944536 | 0 | 100.0000 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 151132069 | 130944536 | 86.6425 | 130944536 | 0 | 100.0000 | 0 |
| Public- Non Institutions | E-Voting | 457014556 | 27475446 | 6.0119 | 27444825 | 30621 | 99.8886 | 0.1114 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 457014556 | 27475446 | 6.0119 | 27444825 | 30621 | 99.8886 | 0.1114 |
| Total | | 1059499790 | 609773147 | 57.5529 | 609742526 | 30621 | 99.9950 | 0.0050 |



Resolution No. 2

To declare dividend for the financial year ended March 31, 2022.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 151132069 | 133117753 | 88.0804 | 133117753 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 151132069 | 133117753 | 88.0804 | 133117753 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 457014556 | 27475541 | 6.0120 | 27450339 | 25202 | 99.9083 | 0.0917 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 457014556 | 27475541 | 6.0120 | 27450339 | 25202 | 99.9083 | 0.0917 |
| Total | | 1059499790 | 611946459 | 57.7581 | 611921257 | 25202 | 99.9959 | 0.0041 |



Resolution No. 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.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 151132069 | 133117753 | 88.0804 | 124829778 | 8287975 | 93.7740 | 6.2260 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 151132069 | 133117753 | 88.0804 | 124829778 | 8287975 | 93.7740 | 6.2260 |
| Public- Non Institutions | E-Voting | 457014556 | 27475326 | 6.0119 | 27426056 | 49270 | 99.8207 | 0.1793 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 457014556 | 27475326 | 6.0119 | 27426056 | 49270 | 99.8207 | 0.1793 |
| Total | | 1059499790 | 611946244 | 57.7580 | 603608999 | 8337245 | 98.6376 | 1.3624 |



Resolution No. 4

To appoint M/s. S.K. Patodia & Associates, Chartered Accountants, Mumbai (Firm Registration No. 112723W) as statutory auditors of the Company and fix their remuneration.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 451353165 | 451353165 | 100 | 451353165 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 151132069 | 133117753 | 88.0804 | 133117753 | 0 | 100.0000 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 151132069 | 133117753 | 88.0804 | 133117753 | 0 | 100.0000 | 0 |
| Public- Non Institutions | E-Voting | 457014556 | 27475431 | 6.0119 | 27433252 | 42179 | 99.8465 | 0.1535 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 457014556 | 27475431 | 6.0119 | 27433252 | 42179 | 99.8465 | 0.1535 |
| Total | | 1059499790 | 611946349 | 57.7580 | 611904170 | 42179 | 99.9931 | 0.0069 |



Resolution No. 5

To approve remuneration of Mr. Dinesh Nandwana, Managing Director & Group CEO of the Company.

| Resolution required: | | | SPECIAL RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | YES | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 451353165 | 382050070 | 84.6450 | 382050070 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 451353165 | 382050070 | 84.6450 | 382050070 | 0 | 100 |
| Public-Institutions | E-Voting | 151132069 | 133117753 | 88.0804 | 87372152 | 45745601 | 65.6352 | 34.3648 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 151132069 | 133117753 | 88.0804 | 87372152 | 45745601 | 65.6352 |
| Public- Non Institutions | E-Voting | 457014556 | 27475431 | 6.0119 | 27378280 | 97151 | 99.6464 | 0.3536 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 457014556 | 27475431 | 6.0119 | 27378280 | 97151 | 99.6464 |
| Total | | 1059499790 | 542643254 | 51.2169 | 496800502 | 45842752 | 91.5520 | 8.4480 |



MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2nd floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairman,
VAKRANGEE LIMITED,
Vakrangee Corporate House,
Plot No.93, Road No.16,
M.I.D.C. Marol, Andheri East,
Mumbai - 400093.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the 32nd Annual General Meeting of Vakrangee Limited held on Tuesday, September 27, 2022, at 11:00 A.M. (IST) through video conferencing ('VC')/other audio visual means ('OVAM').

I, **Mehul Raval**, Practicing Company Secretary, at Office No. 161, 2nd floor, Raghuleela Mega Mall, Kandivali West, Mumbai – 400 067 was appointed as Scrutinizer by the Board of Directors of **Vakrangee Limited** (the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 32nd Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, 27th September, 2022 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM till 31st December 2022.

The venue for the AGM was deemed to be held at the Registered office of the Company at "Vakrangee Corporate House", Plot No. 93, Road No. 16, MIDC Marol, Andheri (East), Mumbai – 400093.

1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2021-22 was sent on August 30, 2022 by e-mail to Shareholders who had registered their email- id's with Depositories/the Company. The Notice and Annual Report is also available on company's website www.vakrangee.in.



MEHUL RAVAL

Practicing Company Secretary

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Tel: 022- 49638648/ Email: csmehulraval@gmail.com

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2. Cut-off Date

The Voting rights were reckoned as on **September 20, 2022** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

3. e-Voting

i. Agency:

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Agency for providing the e-Voting platform.

ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. on Saturday, 24th September, 2022 upto 5:00 p.m. on Monday, 26th September, 2022 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by CDSL.

4. Counting Process:

- i. The vote cast under remote e-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the CDSL e-Voting system.



Name: Mr. Harshvardhan Tarkas



Name: Ms. Khushbu Desai

- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted "**For**" or "**Against**" were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).
- iii. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.



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- iv. My responsibility as scrutinizer for the remote e-Voting and the voting conducted through electronic voting (remote) at the meeting is restricted to make Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- v. The combined result of remote E-voting and E-voting is as under:

Resolution No. 1 - Ordinary Resolution

Adoption of Audited Standalone & Consolidated Financial Statements for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

- (i) Voted in favour of the Resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 441 | 609742526 | 99.9949 |

- (ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 14 | 30621 | 0.0050 |

- (iii) Invalid votes

| Number of members voted | Number of votes cast (Shares) | % of total number of votes cast |
|-------------------------|-------------------------------|---------------------------------|
| Nil | Nil | Nil |

Resolution No. 2 - Ordinary Resolution

To declare Dividend on Equity Shares for the Financial Year ended March 31, 2022.

- (i) Voted in favour of the Resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 447 | 611921257 | 99.9959 |



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(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 10 | 25202 | 0.0041 |

(iii) Invalid votes

| Number of members voted | Number of votes cast (Shares) | % of total number of votes cast |
|-------------------------|-------------------------------|---------------------------------|
| Nil | Nil | Nil |

Resolution No.3 - Ordinary Resolution

To appoint a Director in place of Dr. Nishikant Hayatnagarkar (DIN: 00062638), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 410 | 603608999 | 98.6376 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 46 | 8337245 | 1.3624 |

(iii) Invalid votes

| Number of members voted | Number of votes cast (Shares) | % of total number of votes cast |
|-------------------------|-------------------------------|---------------------------------|
| Nil | Nil | Nil |



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Practicing Company Secretary

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Resolution No.4 - Ordinary Resolution

To appoint M/s. S.K. Patodia & Associates, Chartered Accountants, Mumbai (Firm Registration No. 112723W) as statutory auditors of the Company and fix their remuneration.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 431 | 611904170 | 99.9931 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 24 | 42179 | 0.0068 |

(iii) Invalid votes

| Number of members voted | Number of votes cast (Shares) | % of total number of votes cast |
|-------------------------|-------------------------------|---------------------------------|
| Nil | Nil | Nil |

Resolution No.5 - Special Resolution

To approve remuneration of Mr. Dinesh Nandwana, Managing Director & Group CEO of the Company.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 361 | 496800502 | 91.5519 |



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(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 92 | 45842752 | 8.4480 |

(iii) Invalid votes

| Number of members voted | Number of votes cast (Shares) | % of total number of votes cast |
|-------------------------|-------------------------------|---------------------------------|
| Nil | Nil | Nil |

The final analysis of the e-voting is annexed herewith as *Annexure 'A'*. All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,


CS Mehul Raval

Practicing Company Secretary

ACS: 18300

COP: 24170

UDIN: A018300D001055017

Place: Mumbai

Date: 27.09.2022




Sachin Khandekar

Company Secretary & Compliance Officer

MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2nd floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

Annexure A

RESULT SUMMARY

| SR. NO. | RESOLUTION | TYPE OF RESOLUTION | FAVOUR (%) | AGAINST (%) |
|---------|---|----------------------------|------------|-------------|
| 1. | To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2022, together with the Report of Board of Directors and Auditors thereon. | Ordinary Resolution | 99.9949 | 0.0050 |
| 2. | To declare dividend for the financial year ended March 31, 2022. | Ordinary Resolution | 99.9959 | 0.0041 |
| 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. | Ordinary Resolution | 98.6376 | 1.3624 |
| 4. | To appoint M/s. S.K. Patodia & Associates, Chartered Accountants, Mumbai (Firm Registration No. 112723W) as statutory auditors of the Company and fix their remuneration. | Ordinary Resolution | 99.9931 | 0.0068 |
| 5. | To approve remuneration of Mr. Dinesh Nandwana, Managing Director & Group CEO of the Company. | Special Resolution | 91.5519 | 8.4480 |

