

Vakrangee Limited 'Vakrangee House', Plot No. 66, Marol, Co-op. Indl. Estate, Off. M. V. Road, Marol, Andheri (East), Mumbai 400059 W. www.vakrangee.in | L: +91 22 2850 3412 / +91 22 6776 5100 CIN: L65990MH1990PLC056669 Annexure II

(Erstwhile Vakrangee Softwares Limited)

RESULT OF POSTAL BALLOT

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the approval of the shareholders was sought by postal ballot by way of special resolution to seek approval under sections 180(1)(c), 180(1)(a) and 186 of Companies Act, 2013

The last date for e-voting and receipt of duly filled in Postal Ballot Forms by the Scrutinizer was till end of working hours on May 5, 2015.

Dr. S. K. Jain, Practicing Company Secretary was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot forms were duly scrutinized by the Scrutinizer and the Report dated May 7, 2015 was submitted by him. Based on the said Report of the Scrutinizer, the Result of the Postal Ballots is declared as under:

Item No. 1: Special Resolution: Borrowing Limits u/s 180(1) (c) of the Companies act, 2013.

Physical Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
Promoter and Promoter Group	195176514	40034220	40034220	0	20.51%	40034220	0	100%	0
Public Institutional holders	55313812	0	0	0	0	0	Ò	. 0	0
Public Others	252991914	429120	392770	36350	0.17%	392113	657	99.83%	0.17%
Total	503482240	40463340	40426990	36350	8.03%	40426333	657_	99.99%	0.001%



E-Voting Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
. (1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = (7/4)x100	(10) = (8/4)x10(
Promoter and Promoter Group	195176514	155142294	155142294	. 0	79.48%	155142294	0	100%	. 0
Public Institutional holders	55313812	47789907	47789907	0	86.39%	47255352	534555	98.89%	1.11%
Public Others	252991914	114159298	114159298	0	45.12%	114159298	0	100%	0
Total	503482240	317091499	317091499	0	62.97%	316556944	534555	99.84%	0.16%

Combined Result:

No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
195176514	195176514	195176514	0	100%	195176514	0	100%	0
55313812	47789907	47789907	0	86.39%	47255352	534555	98.88%	1.12%
252991914	114588418	114552068	36350	45.29%	114551411	657	99.99%	0.01%
	Shares Held (2) 195176514 55313812	Shares Held votes Polled (2) (3) 195176514 195176514 55313812 47789907 252991914 114588418	Shares Held votes Polled valid Votes (2) (3) (4) 195176514 195176514 195176514 55313812 47789907 47789907 252991914 114588418 114552068	Shares Held votes Polled valid Votes Invalid Votes (2) (3) (4) (5) 195176514 195176514 195176514 0 55313812 47789907 47789907 0 252991914 114588418 114552068 36350	No. of Shares Held No. of votes Polled No. Of valid Votes No. Of Invalid Votes Polled on outstanding Shares (2) (3) (4) (5) (6)= (3/2)x100 195176514 195176514 0 100% 55313812 47789907 47789907 0 86.39% 252991914 114588418 114552068 36350 45.29%	No. of Shares Held No. of votes Polled No. of votes Polled No. of Invalid Votes Polled on outstanding Shares No. of Votes in Favour (2) (3) (4) (5) (6)= (3/2)x100 (7) 195176514 195176514 0 100% 195176514 55313812 47789907 47789907 0 86.39% 47255352 252991914 114588418 114552068 36350 45.29% 114551411	No. of Shares Held No. of votes Polled No. of valid Votes No. of Invalid Votes Polled on outstanding Shares No. of Votes in Favour No. of Votes against (2) (3) (4) (5) (6)= (3/2)×100 (7) (8) 195176514 195176514 0 100% 195176514 0 55313812 47789907 47789907 0 86.39% 47255352 534555 252991914 114588418 114552068 36350 45.29% 114551411 657	No. of Shares Held No. of Votes Polled No. of Votes Invalid Votes No. of Invalid Votes Polled on outstanding Shares No. of Votes in Favour on valid votes No. of Votes in Favour on valid votes (2) (3) (4) (5) (6)= (3/2)x100 (7) (8) (9) = 7/4)x100 195176514 195176514 0 100% 195176514 0 100% 55313812 47789907 47789907 0 86.39% 47255352 534555 98.88% 252991914 114588418 114552068 36350 45.29% 114551411 657 99.99%



Voted In Favour of Resolution

Category	No. of Votes in favour	% of Votes in favour to Valid Votes Polled i.e. 357518489
Promoter & Promoter Group	195176514	54.59%
Public Institutional holders	47255352	13.22%
Public Others	114551411	32.04%
Total	356983277	99.85%

Votes In against of Resolution

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 357518489
Promoter & Promoter Group	0	0
Public Institutional holders	534555	0.14%
Public Others	657	0.01%
Total	535212	0.15%



Item No. 2: Special Resolution: Creation of Charge/Mortgage on Assets of the Company u/s 180(1)(a) of the Companies act, 2013

Physical Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
Promoter and Promoter Group	195176514	40034220	40034220	0	20.51%	40034220	0	100%	0
Public Institutional holders	55313812	0	0	0	0	0	0	0	0
Public Others	252991914	429119	392769	36350	0.17%	392129	640	99.84%	0.16%
Total	503482240	40463339	40426989	36350	8.03%	40426349	640	99.99%	0.001%

E-Voting Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = (7/4)x100	(10) = (8/4)x10(
Promoter and Promoter Group	195176514	155142294	155142294	0	79.48%	155142294	0	100%	0
Public Institutional holders	55313812	47789907	47789907	0	86.39%	47255352	534555	98.89%	1.11%
Public Others	252991914	114159098	114159098	0	45.12%	114159098	0	100%	0
Total	503482240	317091299	317091299	0	62.97%	316556744	534555	99.83%	0.17%



Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
Promoter and Promoter Group	195176514	195176514	195176514	0	100%	195176514	0	100%	0
Public Institutional holders	55313812	47789907	47789907	0	86.39%	47255352	534555	98.88%	1.12%
Public Others Total	252991914 503482240	114588217 357554638	114551867 357518288	36350 36350	45.29% 71.01%	114551227 356983093	640 535195	99.99% 99.85%	0.01% 0.15%

Voted In Favour of Resolution:

Category	No. of Votes in favour	% of Votes in favour to Valid Votes Polled i.e. 357518288
Promoter & Promoter Group	195176514	54.59%
Public Institutional holders	47255352	13.22%
Public Others	114551227	32.04%
Total	356983093	99.85%

Votes In against of Resolution:

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 357518288
Promoter & Promoter Group	0	0
Public Institutional holders	534555	0.14%
Public Others	640	0.01%
Total	535195	0.15%



Item No. 3: Special Resolution: Loans/Guarantee/Security and Investment by the Company u/s 186 of the Companies act, 2013.

Physical Result:

No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
195176514	40034220	40034220	0	20.51%	40034220	0	100%	0
55313812	0	0	0	0	0	0	0	0
252991914	429119	392769	36350	0.17%	392129	640	99.84%	0.16% 0.001 %
	Shares Held (2) 195176514 55313812	Shares Held Polled (2) (3) 195176514 40034220 55313812 0 252991914 429119	Shares Held votes Polled valid Votes (2) (3) (4) 195176514 40034220 40034220 55313812 0 0 252991914 429119 392769	Shares Held votes Polled valid Votes Invalid Votes (2) (3) (4) (5) 195176514 40034220 40034220 0 55313812 0 0 0 252991914 429119 392769 36350	No. of Shares Held No. of votes Polled No. Of valid Votes No. Of Invalid Votes Polled on outstanding Shares (2) (3) (4) (5) (6)= (3/2)×100 195176514 40034220 40034220 0 20.51% 55313812 0 0 0 0 252991914 429119 392769 36350 0.17%	No. of Shares Held	No. of Shares Held No. of votes Polled No. of votes Polled No. of Invalid Votes No. of Invalid Votes No. of Votes in Favour <	No. of Shares Held

E-Voting Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Inval id Vote	% of Votes Polled on outstandi ng Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	s (5)	(6)= (3/2)x100	(7)	(8)	(9) = (7/4)x1 00	(10) = (8/4)x10 0
Promoter and Promoter Group	195176514	155142294	155142294	0	79.48%	15514229 4	0	100%	0
Public Institution al holders	55313812	47789907	47789907	0	0	38578353	9211554	80.72%	19.28%
Public Others	252991914	114159098	114159098	0	45.12%	11415909 8	0	100%	0
Total	503482240	317091299	317091299	0	62.97%	30787974 5	9211554	97.09%	2.91%



Combined Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x10
Promoter and Promoter Group	195176514	195176514	195176514	0	100%	195176514	0	100%	0
Public Institutional holders	55313812	47789907	47789907	0	86.39%	38578353	9211554	80.72%	19.28%
Public Others Total	252991914 503482240	114588217 357554652	114551867 357518288	36350 36350	45.29% 71.01%	114551227 348306094	640 9212194	99.99% 97.42 %	0.01% 2.58 %

Voted In Favour of Resolution:

Category	No. of Votes in favour	% of Votes in favour to Valid Votes Polled i.e. 357518288	
Promoter & Promoter Group	195176514	54.59%	
Public Institutional holders	38578353	10.79%	
Public Others	114551227	32.04%	
Total	348306094	97.42%	

Votes In against of Resolution:

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 357518288	
Promoter & Promoter Group	0	0	
Public Institutional holders	9211554	2.57%	
Public Others	640	0.01%	
Total	9212194	2.58%	



On the basis of the Report submitted by the Scrutinizer, I, Dinesh Nandwana, Chairman & Managing Director of the Company hereby declare that the above said Special Resolutions have been duly passed by requisite majority.

Place: Mumbai

Date: May 7, 2015

For Vakrangee Limited (erstwhile Vakrangee Softwares Limited)

Hower Hondings

Dinesh Nandwana Chairman and Managing Director