

**POSTAL BALLOT NOTICE**  
**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies**  
**(Management and Administration) Rules, 2014)**

To the members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Vakrangee Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pertaining to the Resolutions setting out the material facts and reasons thereof, as required under Section 102 of the Companies Act, 2013, is annexed hereto along with the Postal Ballot Notice Form for your consideration.

The Company has appointed Dr. S. K. Jain proprietor of S. K. Jain & Co. Practising Company Secretary (FCS: 1473/COP: 3076) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed as Scrutinizer.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, i.e. 5:00 p.m. on Saturday, December 16, 2017. Postal Ballot Forms received after 5:00 p.m. on Saturday, December 16, 2017 will be treated as "invalid". Pursuant to section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Managing Director & CEO of the Company after the completion of scrutiny of physical Postal Ballot Papers /E-Voting but not later than two days from the date of conclusion of Postal Ballot process, and the result of Postal Ballot (including voting through electronic means) will be announced on or before December 18, 2017, at the Registered Office of the Company and also by placing the same on the Company's website www.vakrangee.in. The results will simultaneously be communicated to the Stock Exchanges and CDSL.

**SPECIAL BUSINESS:**

**1. Increase in Authorised Share Capital**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the Authorised Share Capital of the Company be and is hereby increased from existing Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 75,00,00,000 (Seventy Five Crores only) Equity Shares of Re.1/- each to Rs.125,00,00,000/- (Rupees One Hundred Twenty Five Crores only) divided into 125,00,00,000 (One Hundred Twenty Five Crores only) Equity Shares of Re.1/- each."

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and submission and substitution thereof the following:

- V.** The Authorized Share Capital of the Company is Rs.125,00,00,000/- (Rupees One Hundred Twenty Five Crores only) divided into 125,00,00,000 equity shares of Re.1/- (Rupee one only) each aggregating Rs.125,00,00,000/- (Rupees One Hundred Twenty Five Crores only) with power to increase or reduce the same in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary of the Company be and are hereby jointly and or severally authorized to sign e-forms, other forms, returns, documents as may be required to be filed with the Ministry of Corporate Affairs, Registrar of Companies and do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**2. Issue of Bonus Shares**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, Article 39 of the Articles of Association of the Company and provision of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and

Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time-to-time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs.52,94,01,545 (Rupees Fifty Two Crores Ninety Four Lacs One Thousand Five Hundred Forty Five Only ) from and out of the General Reserves and / or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issuance of Bonus Equity Shares of Re. 1/- (Rupee One) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company whose names appear in the Register of Members on the ‘Record Date’ determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of Re. 1/- each for every 1 (One) fully paid-up Equity Share of Re. 1/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up Equity Share Capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** the bonus equity shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income or distribution in lieu of Dividend;

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Equity Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold Equity Shares in certificate form, the share certificate(s) in respect of the Bonus Equity Shares shall be despatched, within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

**RESOLVED FURTHER THAT** consequent to the issue of bonus equity shares, the Board or the Nomination and Remuneration and Compensation Committee of the Board be and is hereby authorised to make appropriate adjustment with respect to exercise price and number of shares to be issued against stock options and number of stock options vested / to be vested on the employees of the Company / its subsidiary companies under the existing Employees’ Stock Option Schemes of the Company;

**RESOLVED FURTHER THAT** the Board / Company Secretary be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, rules and guidelines;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Directors’ Committee be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board of Directors  
For **Vakrangee Limited**

**Mehul Raval**  
Company Secretary

Place: Mumbai  
Date: November 13, 2017

**Registered Office:**  
“Vakrangee Corporate House”, Plot No.93,  
Road No.16, M.I.D.C. Marol,  
Andheri (East), Mumbai – 400093

**EXPLANATORY STATEMENT**  
(Pursuant to the provisions of Section 102 (1) of the Companies Act, 2013)

**Item No. 1**

The Authorised Share Capital of the Company presently is Rs.75,00,00,000 (Rupees Seventy Five Crores only) divided into 75,00,00,000 equity shares of Re.1/- each. The Board at its meeting held on November 13, 2017 has, subject to the approval of the shareholders, approved the issuance of Bonus Equity shares of Re.1/- each fully paid-up in the ratio of 1:1 to its shareholder as on the Record date to be fixed by the Board of Directors. In order to issue the Bonus Equity shares, the members approval is being sought to increase the Authorised Share Capital of the Company from the present Rs.75,00,00,000 (Rupees Seventy Five Crores only) divided into 75,00,00,000 Equity shares of Re.1/ each to Rs. 125,00,00,000 (Rupees One Hundred Twenty Five Crores only) divided into 125,00,00,000 Equity Shares of Re.1/- each.

Consequently, Memorandum of Association of the Company shall be amended to give effect of the same.

Article No. 35 of the Articles of Association of the Company read with Section 61 of the Companies Act, 2013 permits your Company to increase its Share Capital by Ordinary Resolution.

Further, the existing Clause V of the Memorandum of Association of the Company specifies the present Share Capital of your Company and accordingly, substitution of the said Clause is considered necessary to reflect the increased Share Capital.

The Company has granted Stock Option to the employees under an Employees Stock Option Schemes. Consequent to the issue of bonus equity shares, appropriate adjustments with respect to exercise price and number of shares to be issued against stock options and number of stock options vested / to be vested on the employees of the Company / its subsidiaries under the existing Employees' Stock Option Schemes of the Company would be made so that the total value of stock options remains the same after the issue of bonus equity shares.

The Board recommends the resolutions under item no. 1 for your approval.

None of the Directors or Key Managerial Personnel (KMP) and their relative are concerned or interested in the business at item no. 1 of the Notice.

**Item No. 2**

The Board of Directors of the Company taking into consideration the Free Reserves /General Reserves available with the Company, at its meeting held on November 13, 2017, has recommended for the approval of the members, the issuance of bonus equity shares to the equity Shareholders of the Company in the ratio of 1:1 (1 bonus equity share of Re.1/- each for every 1 fully paid up equity shares of Re.1/- each held) by capitalisation of the Free Reserve/General Reserves available as per the Audited Accounts as on March 31, 2017 whereby increasing the Issued, Subscribed and Paid-up Share Capital of the Company by a sum not exceeding Rs.52,94,01,545 /-. After capitalisation the Issued, Paid-up and Subscribed Capital will be Rs.105,88,03,090/- (Rupees One Hundred Five Crores Eighty Eight Lakhs Three Thousand and Ninety Only).

The fully paid-up Bonus Equity Shares shall be distributed to the Shareholders of the Company, whose names shall appear in the Register of Members as on the Record Date as determined by the Board of Directors (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Equity Shares, in the proportion of 1 (One) Bonus Equity Share of Re.1/- for every 1 (one) Equity Shares of Re.1/- each held by them on the Record Date. The Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date.

Consequent upon issue of Bonus Shares, in accordance with the provisions of the Schemes read with Securities and Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, appropriate adjustments will be made in respect of Options remaining unexercised, whether vested or not, on the Record Date with respect to the number of Options and the Exercise Price.

The Board recommends the resolution under item no. 2 for your approval.

The Directors or Key Managerial Personnel (KMP) and/or their relatives may be concerned or interested in the proposed resolution at item no.2 to extent of their shareholding in the Company.

By Order of the Board of Directors  
For **Vakrangee Limited**

**Mehul Raval**  
Company Secretary

Place: Mumbai  
Date: November 13, 2017

**Registered Office:**  
"Vakrangee Corporate House", Plot No.93,  
Road No.16, M.I.D.C. Marol,  
Andheri (East), Mumbai – 400093

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 10, 2017 will be considered for the purpose of voting.
4. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, November 10, 2017.
5. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.
6. The Scrutinizer will submit the report to the Managing Director & CEO after completion of the scrutiny of the Postal Ballots and the results of the Postal Ballot will be announced on or before Monday, December 18, 2017, at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at [www.vakrangee.in](http://www.vakrangee.in) and on the website of CDSL immediately after the declaration of the result by the Managing Director & CEO or any person authorised by him in writing for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. The resolutions, if passed by the requisite majority shall be deemed to have been passed on the date of declaration of the Postal Ballot results.
9. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the registered office of the Company during working hours on all working days except Saturday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot / E-voting i.e. Saturday, December 16, 2017.
10. Members who have not registered their e-mail addresses are requested to register the same with the Company / Depository Participant(s) for sending future communication(s) in electronic form.

**INSTRUCTIONS FOR VOTING****Voting through Physical Postal Ballot Form**

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, not later than close of working hours i.e. 5.00 P.M., on Saturday, December 16, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- 3) Member who has not received Postal Ballot Form may write to the Company or the Registrar and Transfer agent of the Company for obtaining a duplicate/additional form.
- 4) Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

**E-Voting Facility**

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the facility of voting through electronic means will be offered by Central Depository Services (India) Limited (CDSL) to its Members to cast their votes electronically.

A person whose name appears in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, November 10, 2017 shall be entitled to avail the facility of e-voting. Persons who are not members after the cut-off date should treat this notice for information purposes only.

The Company has appointed Dr. S. K. Jain, Proprietor of S. K. Jain & Co. Practising Company Secretary (FCS: 1473/COP: 3076), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

**Instructions to Members for e-voting are as under:**

- (i) The voting period begins on Friday, November 17, 2017 (9.00 am) and ends on Saturday, December 16, 2017 (5.00 pm). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of November 10, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders/Members
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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"> <li>• Members 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.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	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"> <li>• 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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 Postal Ballot Notice.
- (xi) Click on the EVSN for "VAKRANGEE LIMITED".
- (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.
- (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 changed 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **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](http://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](mailto: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](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

All Grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, 25th floor, N.M. Joshi Marg, Lower Parel – (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 18002005533.

**The Notice of Postal Ballot is placed on website of the Company - [www.vakrangee.in](http://www.vakrangee.in)**

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