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 | T: +91 22 2850 3412 / +91 22 6776 5100
F: +91 22 2850 2017 | CIN : L65990MH1990PLC056669

May 14, 2018

To,

Department of Corporate Relationship	**Corporate Relationship Department**
BSE Ltd.	**National Stock Exchange of India Ltd.**
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Bandra Kurla Complex,
Dalal Street, Fort,	Bandra (East), Mumbai - 400 051
Mumbai - 400 001	

Dear Sir/Madam,

Reg.: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub.: Postal Ballot Notice seeking the consent of the shareholders of the Company

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot Notice sent to the shareholders of the Company, seeking their consent, by way of an ordinary resolution for Appointment of M/s. A. P. Sanzgiri & Co., Chartered Accountants (Firm Registration No. 116293W) as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. Price Waterhouse & Co. Chartered Accountants LLP.

This is for your kind information.

Thanking you,

Yours faithfully,

For **Vakrangee Limited**

Mehul Raval
Company Secretary
(Mem. No.: A18300)

VAKRANGEE LIMITED MUMBAI

Encl.: A/a

Vakrangee Limited "Vakrangee Corporate House", Plot No.93,
Road No.16, M.I.D.C. Marol, Andheri (E), Mumbai - 400 093. Maharashtra.
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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 resolution set out below is 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 proposed resolution 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 he has communicated his 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 Wednesday, June 13, 2018. Postal Ballot Forms received after 5:00 p.m. on Wednesday, June 13, 2018 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 resolution 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 Friday, June 15, 2018, 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. **Appointment of M/s. A. P. Sanzgiri & Co., Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. A. P. Sanzgiri & Co., Chartered Accountants, (Firm Registration No. 116293W) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.

   RESOLVED FURTHER THAT M/s. A. P. Sanzgiri & Co., Chartered Accountants, shall hold the office of the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting on such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be determined by the Managing Director & CEO in consultation with the Board.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

   RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For **Vakrangee Limited**
Sd/-
Mehul Raval
Company Secretary

Place: Mumbai
Date: May 5, 2018

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

M/s. Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants, resigned as Statutory Auditors of the Company with effect from April 27, 2018. Consequently, the Company had approached M/s. A. P. Sanzgiri & Co (Firm Registration No. 116293W), Chartered Accountants, to act as the Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.

M/s. A. P. Sanzgiri & Co., Chartered Accountants, being eligible under section 139(1) and other applicable provisions, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors, based on the recommendation of Audit Committee, has vide its resolution dated May 5, 2018, recommended appointment of M/s. A. P. Sanzgiri & Co, Chartered Accountants as Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.

The Members are requested to consider and approve resolution set out in Item No.1 of the Notice as Ordinary Resolution.

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

By Order of the Board of Directors
For **Vakrangee Limited**
Sd/-
Mehul Raval
Company Secretary

Place: Mumbai
Date: May 5, 2018

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 resolution 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 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, May 4, 2018 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, May 4, 2018.

5. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.vakrangee.in where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, June 13, 2018.

6. 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.

7. 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 Friday, June 15, 2018, 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 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.

8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

9. The resolution, if passed by the requisite majority shall be deemed to have been passed on the date of declaration of the Postal Ballot results.

10. 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 business hours on all working days except Saturday and Sunday, 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. Wednesday, June 13, 2018.



11. Members who have not registered their e-mail addresses are requested to register the same with the 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 Wednesday, June 13, 2018, 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, May 4, 2018 shall be entitled to avail the facility of e-voting.

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 Tuesday, May 15, 2018 (9.00 am) and ends at 5.00 pm on June 13, 2018. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, May 04, 2018 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

(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 and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
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. • 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).

(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 resolution contained in this Postal Ballot Notice.

(xi) Click on the EVSN of "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 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.

(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 users can download the app from the App Store and the Windows Phone Store respectively. 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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.

(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, under help section or write an email to 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 or call 1800225533.

The Notice of Postal Ballot is placed on website of the Company - www.vakrangee.in

