



September 30, 2014

To,

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

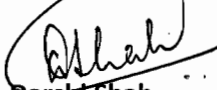
Dear Sir/ Madam,

Sub.: Submission of proceedings of 24th AGM as per Clause 31 of Listing Agreement

Ref.: Scrip code 511431

Please find enclosed herewith proceedings of Twenty Fourth Annual General Meeting Vakrangee Limited held at Victoria Suite, Hotel Hilton Mumbai, Sahar Airport Road, Andheri (E), Mumbai - 400059 on Tuesday, September 30, 2014 at 12.30 P.M. Please acknowledge the receipt of the same.

For VAKRANGEE LIMITED


Darshit Shah
Company Secretary



VAKRANGEE LIMITED

'Vakrangee House',
Plot No. 66, Marol Co-op. Indl. Estate,
Off. M. V. Road, Marol, Andheri (East),
Mumbai 400059.

Phone : +91 22 2850 4028 (Board)
Fax : +91 22 2850 2017

www.vakrangee.in



PROCEEDINGS OF THE 24th ANNUAL GENERAL MEETING OF VAKRANGEE LIMITED HELD ON TUESDAY, 30th SEPTEMBER, 2014 AT 12.30 PM AT HOTEL HILTON MUMBAI, SAHAR AIRPORT ROAD, ANDHERI (E), MUMBAI – 400099

1. The meeting commenced at 12.30 PM. Ms. Darshi Shah, Company Secretary then welcomed the shareholders and introduces the members on dias and after been informed by her of the presence of requisite quorum, Mr. Dinesh Nandwana, the Chairman, called the meeting to the order.

2. The Chairman, Mr. Dinesh Nandwana welcomed the Members present in the meeting and declared the Meeting in order, the requisite quorum being present. 35 Members were present in person.

3. The Chairman read out his Speech to members.

4. Notice of Meeting

The Chairman requested Ms. Darshi Shah to read the Notice convening the Meeting. However the Members requested the Chairman that the Notice be taken as read.

5. Announcement of Proxies

The Chairman announced that 5 Proxy Forms were received.

6. Auditors' Report

The Chairman then requested Ms. Darshi Shah, the company secretary of the Company to read Auditors' Report. However the Members mentioned that since there are no qualifications or adverse remarks in their Report, it should be considered as read.

7. To receive, consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2014, the Directors Report and Auditors' Report thereon (Item No. 1 of the Notice)

The Chairman stated that the Accounts and the Report of the Directors, being already circulated, be taken as read.

Mr. Zahur Maniar proposed the following Ordinary Resolution:-

"RESOLVED THAT the Audited Financial Statements for the year ended March 31, 2014, the Directors Report and Auditors' Report thereon be and are hereby adopted."

Mr. Kishore Salot seconded the resolution. The Resolution for adoption of Accounts & Reports was put to vote by Poll.



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8. Declaration of Final Dividend (Item No. 2 of the Notice)

The Chairman informed the Members that the Board has recommended Final Dividend (Rs.0.25 per equity share), i.e. 25%. The Book Closure of the Company was from September 23, 2014 to September 30, 2014.

Mrs. Leena Joshi proposed the following Ordinary Resolution:-

"RESOLVED THAT the Final Dividend (Rs.0.25 per equity share), i.e. 25% as recommended by Board be and is hereby declared." Mrs. Jyoti Bajaj seconded the resolution.

The resolution was put to vote by Poll.

9. To appoint a Director in place of Dr. Nishikant Hayatnagarkar, who retires by rotation and being eligible, offered himself for re-appointment (Item No. 3 of the Notice)

To reappoint a Director in place of Dr. Nishikant Hayatnagarkar, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Vinod Agarwal proposed the following Ordinary Resolution:-

"RESOLVED THAT Dr. Nishikant Hayatnagarkar, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Mr. S. B. Dhoteiwala seconded the resolution. The resolution was put to vote by Poll.

10. Appointment Of Statutory Auditors (Item No. 4 of the notice)

The Chairman informed the Members that M/s. S. K. Patodia & Associates, Chartered Accountants (ICAI Firm Reg. No. 112723W) have given their consent for their re-appointment as Statutory Auditors of the Company. The members to approve appointment of M/s. S. K. Patodia & Associates, Chartered Accountants (ICAI Firm Reg. No. 112723W) as Statutory Auditors of the Company for the year 2014-2015, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

Mr. Ravindra Patange proposed the following Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139, 144 and other applicable provisions, if any, of the Companies Act, 2013, M/s. S. K. Patodia & Associates, Chartered Accountants (ICAI Firm Reg. No. 112723W), the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors' of the Company be and is hereby authorised to fix their remuneration for the said period and re-imbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."



Mr. Vinod Agarwal seconded the resolution. The resolution was put to vote by Poll.

11. To appoint Shri Sunil Agarwal (DIN: 00062767) as an Independent Director (Item No. 5 of the Notice)

The Chairman informed the members that in terms of sub Section (13) of Section 149, an Independent Director is not required to be liable to retire by rotation. Further, an independent director can be appointed at a time for a period of 5 years. It was, therefore, proposed that Shri Sunil Agarwal, Independent Directors of the company be reappointed for a consecutive period of 5 years at the Annual General Meeting.

Mr. S. B. Dhoteiwala proposed the following Ordinary Resolution:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Shri Sunil Agarwal (DIN: 00062767) whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith a deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Sunil Agarwal (DIN: 00009153) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 30, 2014 till September 30, 2019 or till the conclusion of 29th Annual General Meeting whichever is earlier.

Mr. Ravindra Patange seconded the resolution. The resolution was put to vote by Poll.

12. To appoint Shri Ramesh Joshi (DIN: 00002683) as an Independent Director (Item No. 6 of the Notice)

The Chairman informed the members that in terms of sub Section (13) of Section 149, an Independent Director is not required to be liable to retire by rotation. Further, an independent director can be appointed at a time for a period of 5 years. It was, therefore, proposed that Shri Ramesh Joshi, Independent Directors of the company be reappointed for a consecutive period of 5 years at the Annual General Meeting

Mr. Ravindra Patange proposed the following Ordinary Resolution:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Shri Ramesh Joshi (DIN: 00002683) whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith a deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Ramesh Joshi (DIN: 00002683) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from



September 30, 2014 till September 30, 2019 or till the conclusion of 29th Annual General Meeting whichever is earlier.

Mr. Vinod Agarwal seconded the resolution. The resolution was put to vote by Poll.

13. To appoint Shri B. L. Meena (DIN: 03281592) as an Independent Director (Item No. 7 of the Notice)

The Chairman informed the members that in terms of sub Section (13) of Section 149, an Independent Director is not required to be liable to retire by rotation. Further, an independent director can be appointed at a time for a period of 5 years. It was, therefore, proposed that Shri B. L. Meena, Independent Directors of the company be reappointed for a consecutive period of 5 years at the Annual General Meeting

Mr. Rajesh Chainani proposed the following Ordinary Resolution:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Shri B. L. Meena (DIN: 03281592) whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith a deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose B. L. Meena (DIN: 03281592) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 30, 2014 till September 30, 2019 or till the conclusion of 29th Annual General Meeting whichever is earlier.

Mr. Ravindra Patange the resolution. The resolution was put to vote by Poll.

14. Appointment of Shri Dinesh Nandwana (DIN:00062532) as the Managing Director for a period of five years

Dr. Nishikant Hayatnagar, Director of the company informed the members that Mr. Dinesh Nandwana was appointed as the Managing Director for a period of five years, which is to expire on September 30, 2014. As a part of initiative to create an enduring leadership for the company, as recommended by the Nomination and Remuneration & Compensation Committee, the board of directors of the company at their meeting held on September 1, 2014 resolved to reappoint Mr. Dinesh Nandwana as Managing Director of the Company for a further Period of five years commencing from 1st October 2014.

Mr. Vinod Agarwal proposed the following special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the



Companies Act, 2013, the consent of the Board of Directors of the Company be and is hereby accorded for the appointment of Mr. Dinesh Nandwana (DIN: 00062532), as the "Managing Director" of the Company for a period of five years effective from 1st October, 2014, on the terms and conditions of appointment and remuneration as contained in the draft agreement to be entered into between the Company and Mr. Dinesh Nandwana; and that the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Dinesh Nandwana."

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

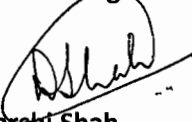
Mr. Rajesh Chainani seconded the resolution. The resolution was put to vote by Poll.

15. Thereafter the Chairman requested Dr. S. K. Jain to conduct the voting through poll. Dr. S. K. Jain showed the empty ballot box and thereafter locked and sealed the ballot box in presence of the Shareholders. He also explained that how the Shareholders have to cast their votes. The ballot forms were circulated to the members present in the meeting and they were requested to cast their votes by putting the ballot forms after exercising their votes in the ballot box.

After all these procedures, the Shareholders have exercised their votes. The Scrutinizer took the ballot box in his custody and possession. The voting results shall be submitted by the Scrutinizer within three days of the Annual General Meeting.

The Meeting concluded with vote of thanks proposed by the Chairman.

For Vakrangee Limited


Darshi Shah
Company Secretary

