Vakrangee
सशक्त परिवर्तन

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

August 22, 2019

To,

Department of Corporate Relationship **BSE Ltd.** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001	**Corporate Relationship Department** **National Stock Exchange of India Ltd.** Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Dear Sir/Madam,

Sub:- Notice of Annual General Meeting and Book Closure.

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

We would like to inform you that the 29th Annual General Meeting is scheduled to be held on Wednesday, 25th September 2019, at 10 a.m. at Courtyard by Marriott Mumbai International Airport, CTS No. 215, Opposite Carnival Cinema, Andheri Kurla Road, Andheri East, Mumbai - 400 059.

We further inform you that, pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2019 to Wednesday, 25th September, 2019 (both days inclusive), for the purpose of payment of dividend for the financial year ended March 31, 2019.

Kindly take the information on your record.

Thanking you,

Yours faithfully,

For Vakrangee Limited

Mehul Raval
Company Secretary
ACS:18300

VAKRANGEE LIMITED
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Andheri (East), Mumbai - 400093. Maharashtra,
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Ninth Annual General Meeting ("AGM") of the Members of Vakrangee Limited shall be held on Wednesday, September 25, 2019 at 10.00 AM at Courtyard by Marriott, Mumbai International Airport, CTS No. 215, Andheri Kurla Road, Opposite Carnival Cinema, Andheri East, Mumbai, 400059, to transact following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2019, together with the Report of Board of Directors and Auditors thereon.

2. To declare dividend for the financial year ended March 31, 2019.

3. To appoint Mr. Dinesh Nandwana (DIN:00062532), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Anil Khanna as Director of the Company.

   To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provision of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) Mr. Anil Khanna (DIN : 01334483), who was appointed as an Additional Director of the Company with effect from January 25, 2019 pursuant to the provision of section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment, be and is hereby appointed as a Director of the Company."

5. To approve appointment and remuneration of Mr. Anil Khanna as Managing Director & Group CEO of the Company.

   To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V to the Act, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Anil Khanna (DIN: 01334483) as Managing Director & Group CEO of the Company, for a period of five (5) years with effect from January 25, 2019 and payment of remuneration for a period of three years as per the principal terms and conditions set out in the explanatory statement annexed hereto, is hereby approved with liberty to the Board of Directors of the Company, hereinafter referred to as "the Board", (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter or vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed between the Board of Directors and Mr. Anil Khanna."

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and ratify deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. To approve re-appointment and remuneration of Mr. Dinesh Nandwana as the Executive Director of the Company.

   To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions – if any, of the Companies Act, 2013 ("Act"), and the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V to the Act, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Nandwana (DIN: 00062532) as Executive Director of the Company, for a period of five (5) years with effect from October 01, 2019, and payment of remuneration for a period of three years as per the principal terms and conditions set out in the explanatory statement annexed hereto, is hereby approved with

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liberty to the Board of Directors of the Company, hereinafter referred to as "the Board", (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter or vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed between the Board of Directors and Mr. Dinesh Nandwana."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and ratify deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

7. Re-appointment of Mr. Avinash Vyas (DIN: 06869633) as an Independent Director for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013.

   To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Avinash Vyas (DIN: 06869633), who was appointed as an Independent Director of the Company for a term of five years up to November 13, 2019, by the members at the 25th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from November 14, 2019 up to November 13, 2024."

8. Re-appointment of Mrs. Sujata Chattopadhyay (DIN: 02336683) as an Independent Director for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013.

   To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Sujata Chattopadhyay (DIN: 02336683), who was appointed as an Independent Director of the Company for a term of five years up to March 30, 2020, by the members at the 25th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from March 31, 2020 up to March 30, 2025."

9. Re-appointment of Mr. Sunil Agarwal (DIN: 00062767) as an Independent Director for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013.

   To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sunil Agarwal (DIN: 00062767), who was appointed as an Independent Director of the Company for a term of five years up to September 30, 2019 or till the conclusion of 29th Annual General Meeting whichever is earlier, by the members at the 24th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from September 25, 2019 up to September 24, 2024."

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10. Re-appointment of Mr. Ramesh Joshi (DIN: 00002683) as an Independent Director for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013.

    To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

    "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ramesh Joshi (DIN: 00002683), who was appointed as an Independent Director of the Company for a term of five years up to September 30, 2019 or till the conclusion of 29th Annual General Meeting whichever is earlier, by the members at the 24th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from September 25, 2019 up to September 24, 2024."

    "RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to Mr. Ramesh Joshi (DIN: 00002683), who has already attained the age of 75 years, to continue as Independent Director of the Company on and after September 25, 2019 until expiry of his second term."

11. Re-appointment of Mr. B. L. Meena (DIN: 03281592) as an Independent Director for a second term of five consecutive years, in terms of section 149 of the Companies Act, 2013.

    To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

    "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. B. L. Meena (DIN: 03281592), who was appointed as an Independent Director of the Company for a term of five years up to September 30, 2019 or till the conclusion of 29th Annual General Meeting whichever is earlier, by the members at the 24th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from September 25, 2019 up to September 24, 2024."

By order of the Board of Directors,

Mehul Raval

Company Secretary & Compliance Officer

Mumbai,
August 13, 2019

Registered Office:-

"Vakrangee Corporate House", Plot No. 93,

Road No. 16, MIDC Marol,

Andheri (East), Mumbai - 400093

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NOTES:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 4 to 11 of the accompanying Notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. (a) The Company has notified closure of Register of Members and Share Transfer Books from Saturday, September 21, 2019 to Wednesday, September 25, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at a meeting.

   (b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched within 30 days from the date of AGM i.e. September 25, 2019 to those members whose names shall appear on the Company's Register of Members on September 20, 2019; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

6. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their address.

7. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.

8. Members desirous of getting any information in relation to the Company's Annual Report 2018-19 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.

9. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is accompanied with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.

10. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

11. The Members/ Claimants whose shares and unclaimed dividends has been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in For IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.

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12. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their Depository Participants.

13. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 and further amended vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. The Company has complied with the necessary requirements as applicable including sending of letters/ reminder letters to shareholders holding shares in physical form requesting them to demat their physical holdings.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they are maintaining Demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059.

15. Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website www.vakrangee.in and is being sent to all the Members whose email IDs are registered with the Depository Participants(s) for communication purposes, unless any Member has requested for a physical copy of the same.

    Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Bigshare Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the 29th AGM is uploaded on the Company's website www.vakrangee.in and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: info@vakrangee.in.

16. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

17. All documents referred to in the Notice shall be open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. (Monday to Friday) up to the date of declaration of the result of the Annual General Meeting of the Company.

18. The route map showing directions to reach the venue of the 29th Annual General Meeting is annexed herewith the Notice.

19. **E-Voting:**

    Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Obligations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting through Central Depository Services (India) Limited (CDSL) to all members for all the businesses to be transacted at the ensuing General Meeting. The e-voting instructions explaining the process of e-voting have been mentioned in the Notice herewith. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 25, 2019. **Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting. The voting at the meeting shall be made by Poll.**

    The Company has appointed Dr. S. K. Jain, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. E-voting is optional.

    The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment

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of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.vakrangee.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Instructions to Members for e-voting are as under:

(i) The voting period begins on Sunday, September 22, 2019 (9.00 am) and ends on Tuesday, September 24, 2019 (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 (record date) of September 18, 2019 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 first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 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 resolutions contained in this Notice.

(xi) Click on the EVSN of "VAKRANGEE LIMITED".

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(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 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 of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on September 22, 2019 at 09.00 AM and ends on September 24, 2019 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.

(xxi) 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.

(xxii) All Grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.

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Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 ("Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item no. 4 :

Mr. Anil Khanna (DIN: 01334483) was appointed as an Additional Director of the Company with effect from 25th January, 2019 by the Board of Directors under Section 161 of the Act. Mr. Anil Khanna holds office only upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Board of Directors of the Company on the recommendation of Nomination and Remuneration and Compensation Committee had also approved appointment of Mr. Anil Khanna as Managing Director & Group CEO of the Company with effect from January 25, 2019 for a period of five years. The Directors are of the view that the appointment of Mr. Anil Khanna, Director will be beneficial to the Company.

The Board of Directors thus recommends the Resolution at Item No. 4 of this Notice for your approval.

Mr. Anil Khanna is deemed to be interested in the resolution as set out in Item No. 4 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Item no. 5:

Mr. Anil Khanna (DIN: 01334483) was appointed as a Managing Director and Group CEO of the Company for a period of 5 years with effect from January 25, 2019 by the Board of Directors on the recommendation of Nomination and Remuneration and Compensation Committee which was subject to approval by the shareholders in the ensuing Annual General Meeting.

Mr. Anil Khanna is a graduate from St. Stephen's College, Delhi and holds an MBA degree in Marketing and Finance from UBS, Chandigarh. Prior to Vakrangee, Mr. Anil Khanna had been at the position of Managing Director of Blue Dart Express Limited with effect from 21st February 2007.

He has 40 years of experience in various industries and has been with Blue Dart since 1992 and he moved to the position of Managing Director since 2007. He has proven his capabilities in leading his team to achieve exceptional business results.

Mr. Anil Khanna had been awarded various leadership awards, amongst others these include:-

“Outstanding Entrepreneur Award" by the Asia-Pacific Entrepreneurship Awards

“CEO with HR Orientation Award" by Global HR Excellence Awards at the World HRD Congress Meet

“Glory of India Award" by the Institute of Economic Studies

“Responsible Business Leader" by the Responsible Business Awards

“CEO of the Year" by CMO Asia Awards for Excellence in Branding & Marketing

“CEO of the Year" by the National Quality Excellence Awards

“Exemplary CEO of the Year" by the Global HR Excellence Awards

Mr. Anil Khanna was also ranked as one of "India’s Best CEOs" by Business Today.

Notice

The main terms and conditions for the appointment of Mr. Anil Khanna as Managing Director & Group CEO are as follows:

Salary / Remuneration :

Particulars	Amount in INR (Annually)
Basic	5,00,00,000
House Rent Allowance	2,50,00,000
Gross Salary (A)	7,50,00,000
Bonus (Paid Annually) (B)	60,94,992
Provident Fund @ 13% (C)	65,00,004
Gratuity @ 4.81% (D)	24,05,004
Total CTC (A + B + C + D)	**9,00,00,000**

In addition to the above Mr. Anil Khanna shall be entitled to the following:

a) Total number of options granted to Mr. Anil Khanna shall be 3,00,00,000. This shall be divided in three tranches. 1,00,00,000 options shall be granted upon joining in first tranche and balance 2,00,00,000 number of options shall be granted in two equal instalments of 1,00,00,000 each at the end of 2nd year and 3rd year respectively. The price for all the three tranches shall be ₹ 25.00 per option.

b) After completion of the three tranches of ESOP, any further grant of options shall be governed by the ESOP Policy prevailing at that point of time in the company.

c) Mr. Anil Khanna shall be entitled with one chauffer driven car for official and personal use provided by the company.

d) Mr. Anil Khanna shall be entitled for a club membership for self and family.

e) Further as per the Band and Level, Mr. Anil Khanna shall be entitled for a Group Mediclaim Policy of ₹ 5,00,000 per annum for self, spouse and 2 children.

f) Mr. Anil Khanna shall also be entitled for a Term Policy with a coverage of ₹ 1,00,00,000.

g) Mr. Anil Khanna shall be eligible for all other benefits as per the prevailing company policies.

h) Mr. Anil Khanna may be provided with company accommodation in lieu of House Rent Allowance.

Other terms of appointment:

1. Mr. Anil Khanna shall, as the Managing Director & Group CEO of the Company, devote his full time and attention to the business of the Company and shall use his best endeavour to promote its interest and welfare. During his tenure as the Managing Director & Group CEO, Mr. Anil Khanna shall not take up any other employment, with or without remuneration, except with the prior approval from the Board of Directors of the Company.

2. The Managing Director & Group CEO shall make full and true disclosure in writing to the Company of any direct or indirect interest or benefit that he has derived or is likely to derive through or in connection with any contractual arrangements, dealings, transactions or affairs of the Company.

3. The employment of the Managing Director & Group CEO under this Agreement shall forthwith be determined by the Board of Directors if he shall become insolvent or makes any compromise or arrangements with his creditors or for grave misconduct or wilful negligence or persistent breach of the provisions of this Agreement or for any other reasons as determined by the Board.

4. Either party to the agreement shall have the right to terminate the agreement by giving 6 months written notice to the other party, without assigning any reasons thereof or on payment of 6 months' full salary (CTC) in lieu thereof.

5. Upon termination of this agreement for any reason whatsoever, Managing Director & Group CEO shall return to the Company all the property of the Company then in his possession, including all confidential information.

Notice

Copy of the agreement entered into between the Company and Mr. Anil Khanna setting out the terms and conditions of the appointment would be available for inspection by the members at the registered office of the Company during normal business hours (11.00 a.m. to 01.00 pm) on any working days, except Saturday, up to and including the date of Annual General Meeting of the Company.

Section 197 of the Companies Act 2013 have been amended pursuant to the Companies (Amendment) Act, 2017 which has come in force w.e.f. 12th September, 2018. Pursuant to the amended Section 197 of the Act, companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution and without requiring the approval of the Central Government (as required under Section 197 read with Schedule V to the Act before the effective date).

The remuneration and emoluments to Mr. Anil Khanna is in line with the Industry Standards and Mr. Khanna's qualifications and experience commensurate with the requirement of the Company.

The Board considers that his association with the Company would be of immense benefit to the Company and accordingly, the Board recommend the resolution for his appointment as set out at Item No. 5 for approval by the members of the Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Anil Khanna require approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly.

Mr. Anil Khanna is deemed to be interested in the resolution as set out in Item No. 5 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Item No.6:

The Company had appointed Mr. Dinesh Nandwana as Managing Director of the Company for a period of five years from October 1, 2014.

Mr. Dinesh Nandwana was re-designated as Executive Chairman of the Company with effect from January 25, 2019. His current term of appointment shall expire on September 30, 2019.

In terms of the provisions of the Act, the Board of Directors, based on the recommendation of Nomination and Remuneration and Compensation Committee, at its meeting held on August 13, 2019 re-appointed Mr. Dinesh Nandwana as Executive Director designated as Executive Chairman of the Company, subject to approval of shareholders, for a further period of 5 (Five) years with effect from October 1, 2019.

Mr. Dinesh Nandwana is a promoter and Executive Director of the Company. He holds Chartered Accountant degree. He is the key person in driving the business of the Company since its inception.

He has been instrumental in moulding Vakrangee from a modest consultancy company to a prominent force to be reckoned with. He has scaled the Company to a new orbit of growth. Considering his vast experience and astute and dynamitic leadership qualities, Board of Directors are of the opinion that Mr. Dinesh Nandwana should be re-appointed as the Executive Director who shall guide the Management of the Company.

The remuneration and emoluments decided to be paid to Mr. Dinesh Nandwana is in line with the Industry standards and his qualifications and experience commensurate with the requirement of the Company.

Notice

The main terms and conditions for the appointment of Mr. Dinesh Nandwana as Executive Director are as follows:

Salary / Remuneration :

Particulars	Amount in INR (Annually)
Basic	2,40,00,000
Bonus (Paid Annually)	20,00,000
Total CTC	2,60,00,000

- Mr. Dinesh Nandwana will be entitled for a Gratuity benefit as per the company policy.
- Mr. Dinesh Nandwana will be entitled to avail the Mediclaim benefits for self, spouse and two children up to the age of 25 yrs. to the extent of Rs. 5,00,000 as a medical coverage.
- Mr. Dinesh Nandwana shall also be entitled for a Term Policy with a (Life) coverage of Rs. 1,00,00,000.
- Mr. Dinesh Nandwana shall be eligible for all other benefits as per the prevailing company policies.

Other terms of appointment:

1. Mr. Dinesh Nandwana shall, as the Executive Director of the Company, devote his full time and attention to the business of the Company and shall use his best endeavour to promote its interest and welfare. During his tenure as the Executive Director, Mr. Dinesh Nandwana shall not take up any other employment, with or without remuneration, except with the prior approval from the Board of Directors of the Company.
2. The Executive Director shall make full and true disclosure in writing to the Company of any direct or indirect interest or benefit that he has derived or is likely to derive through or in connection with any contractual arrangements, dealings, transactions or affairs of the Company.
3. The employment of the Executive Director under this Agreement shall forthwith be determined by the Board of Directors if he shall become insolvent or makes any compromise or arrangements with his creditors or for grave misconduct or wilful negligence or persistent breach of the provisions of this Agreement or for any other reasons as determined by the Board.
4. Either party to the agreement shall have the right to terminate the agreement by giving 6 months written notice to the other party, without assigning any reasons thereof or on payment of 6 months' full salary (CTC) in lieu thereof.
5. Upon termination of this agreement for any reason whatsoever, Executive Director shall return to the Company all the property of the Company then in his possession, including all confidential information.

Draft copy of the agreement entered into between the Company and Mr. Dinesh Nandwana setting out the terms and conditions of the appointment would be available for inspection by the members at the registered office of the Company during normal business hours (11.00 a.m. to 01.00 pm) on any working days, except Saturday, up to and including the date of Annual General Meeting of the Company.

Section 197 of the Companies Act 2013 have been amended pursuant to the Companies (Amendment) Act, 2017 which has come in force w.e.f. 12th September, 2018. Pursuant to the amended Section 197 of the Act, companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution and without requiring the approval of the Central Government (as required under Section 197 read with Schedule V to the Act before the effective date).

The remuneration and emoluments to Mr. Dinesh Nandwana is in line with the Industry Standards and Mr. Nandwana's qualifications and experience commensurate with the requirement of the Company.

The Board considers that his association with the Company would be of immense benefit to the Company and accordingly, the Board recommend the resolution for his appointment as set out at Item No. 6 for approval by the members of the Company.

Notice

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Dinesh Nandwana require approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly.

Mr. Dinesh Nandwana is deemed to be interested in the resolution as set out in Item No. 6 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Item No. 7:

Mr. Avinash Vyas was appointed as an Independent Non-Executive Director of the Company by the members at the 25th AGM of the Company held on September 29, 2015 for a period of five consecutive years commencing from November 14, 2014 upto November 13, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Nomination and Remuneration and Compensation Committee of the Board of the Company, on the basis of the report of the performance evaluation, has recommended the re-appointment of Mr. Avinash Vyas as Independent Director for a further term of 5 (five) consecutive years from November 14, 2019 to November 13, 2024.

The Company has also received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Avinash Vyas fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Avinash Vyas as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 01:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Avinash Vyas as an Independent Director.

Accordingly, the Board recommends the Special Resolution in relation to re-appointment of Mr. Avinash Vyas as an Independent Director for another term of five consecutive years with effect from November 14, 2019 to November 13, 2024 for the approval by the shareholders of the Company.

Mr. Avinash Vyas is deemed to be interested in the resolution as set out in Item No. 7 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Item No. 8:

Mrs. Sujata Chattopadhyay was appointed as an Independent Non-Executive Director of the Company by the members at the 25th AGM of the Company held on September 29, 2015 for a period of five consecutive years commencing from March 31, 2015 upto March 30, 2020.

Notice

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Nomination and Remuneration and Compensation Committee of the Board of the Company, on the basis of the report of the performance evaluation, has recommended the re-appointment of Mrs. Sujata Chattopadhyay as Independent Directors for a further term of 5 (five) consecutive years from March 31, 2020 upto March 30, 2025.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mrs. Sujata Chattopadhyay fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mrs. Sujata Chattopadhyay as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 01:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Sujata Chattopadhyay as an Independent Director.

Accordingly, the Board recommends the Special Resolution in relation to re-appointment of Mrs. Sujata Chattopadhyay as an Independent Director for another term of five consecutive years with effect from March 31, 2020 to March 30, 2025 for the approval by the shareholders of the Company.

Mrs. Sujata Chattopadhyay is deemed to be interested in the resolution as set out in Item No. 8 of the Notice. Her relatives may also be deemed to be interested in the said respective resolution, to the extent of her shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Item No. 9, 10 & 11:

Mr. Sunil Agarwal, Mr. Ramesh Joshi and Mr. B. L. Meena were appointed as an Independent Non-Executive Directors of the Company by the members at the 24th AGM of the Company held on September 30, 2014 for a period of five consecutive years commencing from September 30, 2014 till September 30, 2019 or till the 29th Annual General Meeting whichever is earlier.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Nomination and Remuneration and Compensation Committee of the Board of the Company, on the basis of the report of the performance evaluation, has recommended the re-appointment of Mr. Sunil Agarwal, Mr. Ramesh Joshi and Mr. B. L. Meena as Independent Directors for a further term of 5 (five) consecutive years from September 25, 2019 up to September 24, 2024.

The Company has received individual declarations from them stating that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

They have also given their individual consent to continue to act as Director of the Company, if so appointed by the members.

Notice

In the opinion of the Board, they fulfil the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their reappointment as an Independent Non-Executive Director of the Company and are independent of the management.

Copies of the draft letter for appointment of Mr. Sunil Agarwal, Mr. Ramesh Joshi and Mr. B. L. Meena as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 01:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sunil Agarwal, Mr. Ramesh Joshi and Mr. B. L. Meena as an Independent Directors.

Accordingly, the Board recommends the Special Resolution in relation to re-appointment of Mr. Sunil Agarwal, Mr. Ramesh Joshi and Mr. B. L. Meena as an Independent Directors for another term of five consecutive years with effect from September 25, 2019 to September 24, 2024 for the approval by the shareholders of the Company.

Mr. Ramesh Joshi, Mr. Sunil Agarwal and Mr. B.L. Meena are deemed to be interested in the resolution as set out in Item No. 9, 10 & 11 of the Notice. Their relatives may also be deemed to be interested in the said respective resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors,

Mehul Raval
Company Secretary & Compliance Officer

Mumbai,
August 13, 2019

Registered Office:-
"Vakrangee Corporate House", Plot No. 93,
Road No. 16, MIDC Marol,
Andheri (East), Mumbai - 400093

Annexure to Notice

Details of Directors seeking reappointment /appointment in forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Dinesh Nandwana	Mr. Anil Khanna	Mr. Avinash Vyas	Mrs. Sujata Chattopadhyay	Mr. Ramesh Joshi	Mr. Sunil Agarwal	Mr. B. L. Meena
Age	56	63	57	54	76	55	69
Date of first Appointment on the Board	28/05/1990	25/01/2019	14/11/2014	31/03/2015	20/10/2006	28/06/2002	25/10/2010
Expertise in specific functional areas	Mr. Dinesh Nandwana is a Chartered Accountant by profession. He has been the driving force behind moulding the Company from a modest consultancy Company to a well renowned and prominent e- governance Company. His vast experience is backed by astute and dynamitic leadership qualities.	Mr. Anil Khanna has joined Vakrangee as Managing Director & Group CEO w.e.f. 25th January 2019. Prior to Vakrangee he has been at the position of Managing Director of Blue Dart Express Limited with effect from 21st February 2007. He has a proven track record and is well experienced to lead Vakrangee. He has 40 years of experience in various industries and has been with Blue Dart since 1992 and he moved to the position of Managing Director since 2007.	Mr. Avinash Vyas has wide experience in audit certification for externally aided projects funded by foreign agencies such as World Bank and its extended arms, JICA-japan international cooperation agency, KFW Germany etc. He holds a Bachelor's Degree in Commerce and is L.L.B. (professional) which adds to his business acumen.	Mrs. Sujata Chattopadhyay is a Fellow member of the Institute of Cost Accountants of India and the institute of Company Secretaries of India and an Insolvency Professional. She has 30 years of rich experience across various industries and geographies. Presently in full time practice as a Company Secretary.	Mr. Ramesh Joshi is a graduate in Economics & Law from the university of Nagpur. In his long and illustrious career he held several leadership positions in the Reserve Bank of India. He has been Nominee Director on behalf of RBI on the Boards of Various Banks, and retired as an Executive Director of SEBI. He has travelled abroad widely and currently is serving as a senior corporate consultants to various Companies. He is on the Panel of Arbitrators for NSE,BSE, and MCX.	Mr. Sunil Agarwal has completed his Bachelor of Commerce and has over 36 years strong experience in business management and administration. He is a successful businessman with good leadership qualities to control huge projects and explore new business opportunities.	Mr. B. L. Meena has rich experience of having worked in different Government departments, including being Chief Commercial Manager NW Railway Jaipur of Indian Railway Traffic Service where he served for 28 years.
Qualifications	Chartered Accountant, Commerce Graduate	Graduate and MBA in Marketing and Finance	Commerce Graduate and L.L.B.(Professional)	Commerce Graduate, Cost And Works Accountant, Company Secretary	Graduate in Economics & Law.	Bachelor of Commerce	M.A., L.L.B.

Name of Director	Mr. Dinesh Nandwana	Mr. Anil Khanna	Mr. Avinash Vyas	Mrs. Sujata Chattopadhyay	Mr. Ramesh Joshi	Mr. Sunil Agarwal	Mr. B. L. Meena
Name of the entities in which the persons also holds directorship	1. Vakrangee Finserve Limited 2. Vakrangee Logistics Private Limited 3. Vakrangee Technologies Limited 4. Vakrangee Holdings Private Limited 5. NJD Capital Private Limited 6. NJD Lacteus & Hortus Limited 7. Vakrangee Shares & Stock Brokers Private Limited 8. Vakrangee Multi Commodities Private Limited	NIL	Dinker OPC Private Limited	1. IITL Projects Limited 2. Polygenta Technologies Limited 3. Industrial Investment Trust Limited 4. Steel Exchange India Limited 5. Felguera Gruas India Private Limited 6. Arysta Lifescience India limited	1. Sahara Asset Management Co. Private Limited	NIL	NIL
Memberships/ of the committees of the board of other Companies	NIL	NIL	NIL	**Audit Committee –** Polygenta Technologies Limited **Stakeholders' Relationship Committee –** IITL Projects Limited **Nomination and Remuneration Committee –** IITL Projects Limited Polygenta Technologies Limited	NIL	NIL	NIL

Name of Director	Mr. Dinesh Nandwana	Mr. Anil Khanna	Mr. Avinash Vyas	Mrs. Sujata Chattopadhyay	Mr. Ramesh Joshi	Mr. Sunil Agarwal	Mr. B. L. Meena
Number of Meetings of the Board attended during the financial year (2018-19)	6	NA	5	6	6	3	4
Number of Shares held in the Company	5,97,34,200 Equity Shares	47,25,600 Equity Shares	NIL	NIL	500 Equity Shares	NIL	33812 Equity Shares
Relationship with other directors, manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Remuneration last drawn	₹ 268.77 lakhs	₹ 139.11 lakhs	₹ 2.80 lakhs (sitting fees)	₹ 3.00 lakhs (sitting fees)	₹ 3.30 lakhs (sitting fees)	₹ 1.50 lakhs (sitting fees)	₹ 2.20 lakhs (sitting fees)
Remuneration proposed to be paid	As per the resolution at Item No. 6 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 5 of the Notice read with explanatory statement thereto.	He would be eligible for payment of sitting fees as decided by the Board of Directors.	She would be eligible for payment of sitting fees as decided by the Board of Directors.	He would be eligible for payment of sitting fees as decided by the Board of Directors.	He would be eligible for payment of sitting fees as decided by the Board of Directors.	He would be eligible for payment of sitting fees as decided by the Board of Directors.
Terms & Conditions of Appointment/ Re – appointment	As per the resolution at Item No. 6 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 5 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 7 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 8 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 10 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 9 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 11 of the Notice read with explanatory statement thereto.

Notice

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

1) General Information:

a) Nature of Industry:

Technology, Consumer retail, Banking and ATM.

b) Date or expected date of commencement of commercial production:

Not applicable (Company is an existing company).

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

d) Financial performance:

(₹ in Lakhs except EPS and per share data)

	Standalone		Consolidated	
Particulars	**2018 - 2019**	**2017-2018**	**2018 - 2019**	**2017-2018**
Sales and other income	1,52,790.68	6,41,313.80	1,58,819.80	6,53,648.15
EBITDA	5,080.72	1,01,400.54	6,007.63	1,03,834.68
Profit before tax	4,209.74	1,00,196.98	5,134.09	1,02,387.10
Provision for Income Tax	1,655.34	34,992.08	2,022.30	35,283.19
Provision for Deferred Tax	536.46	(1,057.20)	589.16	(941.73)
Tax for earlier Year	0	0	0	0
MAT Credit Entitlement	0	0	0	0
Profit after tax	2,017.94	66,262.10	2,522.63	68,045.64
EPS (₹.)				
Basic	0.19	6.26	0.24	6.43
Diluted	0.19	6.24	0.24	6.41

e) Foreign investments or collaborations, if any:

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs) acquired through secondary market. There is no foreign collaboration in the Company.

Notice

2) Information about the appointee:

Particulars	Mr. Dinesh Nandwana	Mr. Anil Khanna
Background details	Mr. Dinesh Nandwana is a promoter and Executive Director of the Company. He holds Chartered Accountant degree. He was the key person in driving the business of the Company since its inception.	Mr. Anil Khanna has joined Vakrangee as Managing Director & Group CEO w.e.f. 25th January 2019. Prior to Vakrangee he has been at the position of Managing Director of Blue Dart Express Limited with effect from 21st February 2007.
Past Remuneration	₹. 268.77 lakhs	His last drawn remuneration in Blue Dart Express Limited was ₹. 403.28 lakhs (from April 1, 2018 till January 23, 2019)
Recognition or Awards	Mr. Dinesh Nandwana is recipient of the 'CA Business Leader - SME (3rd Rank)' award by the Institute of Chartered Accountants of India for the year 1997.	Mr. Anil Khanna had been awarded various leadership awards, amongst others these include:- i. "Outstanding Entrepreneur Award" by the Asia-Pacific Entrepreneurship Awards ii. "CEO with HR Orientation Award" by Global HR Excellence Awards at the World HRD Congress Meet iii. "Glory of India Award" by the Institute of Economic Studies iv. "Responsible Business Leader" by the Responsible Business Awards v. "CEO of the Year" by CMO Asia Awards for Excellence in Branding & Marketing vi. "CEO of the Year" by the National Quality Excellence Awards vii. "Exemplary CEO of the Year" by the Global HR Excellence Awards viii. Mr. Anil Khanna was also ranked as one of "India's Best CEOs" by Business Today.
Job Profitability and suitability	He has over 27 years of business experience. He has driven the overall business at Vakrangee since its inception in 1990. He is fully committed and will continue to play an active role in the Business strategy and operations. Mr. Nandwana has been instrumental in moulding Vakrangee from a modest consultancy company to a prominent force to be reckoned with. He has scaled the Company to a new orbit of growth. His vast experience is backed by astute and dynamistic leadership qualities.	He has 40 years of experience in various industries and has been with Blue Dart since 1992 and he moved to the position of Managing Director since 2007. He has proven his capabilities in leading his team to achieve exceptional business results.
Remuneration proposed	As per the resolution at Item No. 6 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 5 of the Notice read with explanatory statement thereto.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Dinesh Nandwana is a promoter of the Company as well as promoter and Director of the other promoter companies of Vakrangee Limited. He himself along with other promoter companies holds 41.74% equity shares of the Company. Further, apart from receiving remuneration he doesn't have any other pecuniary relationship with the Company or relationship with any other managerial personnel.	Mr. Anil Khanna holds 47,25,600 equity shares of the Company and has been granted 1,00,00,000 options of the Company. Further, apart from receiving remuneration he doesn't have any other pecuniary relationship with the Company or relationship with any other managerial personnel.

Notice

3) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, the proposed remuneration is in line with the current remuneration structure of the industry.

4) **Other information:**

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms:

During FY 2018-19 the focus of the Company was on upgradation of all existing Vakrangee Kendras to Nextgen Vakrangee Kendras with standardized look and feel. The conversion is supposed to happen in gradual manner.

Further, under the new business model, the franchisees were to incur more operational as well as capital expenditure. Hence the revenue sharing ratio was revised in favour of franchisees. Due to the aforesaid changes, the financials of the Company were impacted which resulted into decline in the profitability of the Company.

The Company has been making necessary efforts to improve its performance and has been aggressively pursuing and implementing its strategies. The results of some of the initiatives by the Company are likely to yield positive results in the coming years.

5) **Disclosures:**

The necessary disclosures required under Para IV of Section II of Part II of Schedule V to the Companies Act, 2013 have been disclosed in the Corporate Governance report and explanatory statement sent along with the Annual Report of the Company.

ROUTE MAP TO THE AGM VENUE

AGM Venue: Courtyard by Marriot, Mumbai International Airport, CTS No. 215, Andheri Kurla Road, Opposite Carnival Cinema, Andheri East, Mumbai, 400059