



# VAKRANGEE LIMITED

Registered Office : "Vakrangee house" Plot No. 66, Marol Co-op Industrial Estate, Off. M. V. Road, Andheri (E), Mumbai- 400059,  
Phone No.- 022-28503412, 28504028, Fax -022-28502017. E-mail:- info@vakrangee.in,www.vakrangee.in

## Notice of Postal Ballot

[Pursuant to Section 192A of the Companies Act, 1956 read with  
Companies (Passing of the Resolution by Postal Ballot) Rules, 2011]

Dear Member(s),

Notice is hereby given that pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for the consent of the Members of Vakrangee Limited ("the Company") for the proposed resolution set out below, which consent is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

The Company has appointed Dr. S. K. Jain, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with Stock exchanges on which its Equity Shares are listed and provisions of Section 192A of the Companies Act, 1956, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the Postal ballot Forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facilities to Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) till 5.30 pm on Wednesday, February 19, 2014. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours on Wednesday, February 19, 2014. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer shall submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot will be announced on Wednesday, February 19, 2014 at the registered office of the Company besides being communicated to the stock exchanges on which the Company's equity shares are listed. The results of the postal ballot will also be uploaded on the web-site of the Company i.e. [www.vakrangee.in](http://www.vakrangee.in) and shall also be published through press releases. The day on which result of the postal ballot is announced by the Company would be the date on which the Special Resolution is passed.

### SPECIAL BUSINESS

#### 1. To consider and, if thought fit, to pass through Postal Ballot, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 read with Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) (hereinafter referred to as "the Acts") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed, applicable guidelines for preferential issues issued by the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and such applicable Regulations and/or guidelines, if any, of SEBI, or any other authority and subject to all such statutory, regulatory and government approvals, sanctions and permissions as may be necessary including such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, sanctions and permissions, which the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may constitute to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorized to accept and subject to such conditions and modifications as may be considered appropriate by the Board of the Company, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, at its sole discretion, to Vakrangee Capital Private Limited, one of the promoter companies, in one or more tranches, by way of preferential allotment upto 2,50,00,000 (Two Crore Fifty Lakhs) Fully Convertible Warrants, convertible into equivalent number of equity shares having face value of Re. 1 each (hereinafter referred to as "the convertible warrants") at a price as determined in accordance with ICDR Regulations on such terms and conditions as may be deemed appropriate.

**RESOLVED FURTHER THAT** in the event Convertible Warrants are issued the same shall at the option of the allottee, be converted into equivalent equity shares in one or more tranche within a period not exceeding 18 months from the date of allotment.

#### RESOLVED FURTHER THAT:

(a) The relevant date for the purpose of pricing of issue of Shares in accordance with the ICDR Regulations is 20<sup>th</sup> January, 2014.

- (b) The equity shares to be offered, issued and allotted upon conversion of Convertible Warrants in pursuance of this resolution shall rank pari-passu with the then existing equity shares of the Company in all respects.
- (c) A consideration equivalent to 40.56% of the total issue value i.e. Rs. 101.40 crore (Rupees One Hundred One Crore and Forty Lakhs Only) as determined according to the ICDR Regulations has been received by the company and the balance consideration shall be paid by the allottee before the allotment of equity shares pursuant to conversion of convertible warrants, as per the ICDR Regulations.
- (d) The offer, issue and allotment of the convertible warrants shall be made at such time or times and in such manner as the Board may in its absolute discretion decide, subject to the provisions of the ICDR Regulations.

The Board, be and is hereby authorized to decide and approve the other terms and conditions of the issue of the convertible warrants and shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price and the size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the members of the Company.

- (e) The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to the Preferential Allotment Committee of Directors or any other Officer or Officers of the Company.

**RESOLVED FURTHER THAT** for giving effect to this resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Shares and the utilization of the issue proceeds of the convertible warrants and to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as it may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may in its absolute discretion deem fit."

**RESOLVED FURTHER THAT** Mr. Dinesh Nandwana, Chairman & Managing Director or Ms. Darshi Shah, Company Secretary of the Company be and are hereby, severally or jointly, if need arise, authorized to do all such acts, deeds and things including but not limited to filing required forms with the Registrar of Companies, getting the issued equity shares listed at the concerned stock exchanges, and to perform all such acts which are ancillary or incidental to give effect to the aforesaid resolution."

By order of the Board of Directors,

Sd/-  
Darshi Shah  
Company Secretary & Compliance Officer

Place: Mumbai.

Dated: 20th January, 2014

**Registered Office:-**

"Vakrangee House", Plot No. 66,  
Marol Co-op Industrial Estate, Off. M. V. Road,  
Andheri (E), Mumbai - 400059

**NOTES:**

1. An Explanatory statement as required under Section 102 of the Companies Act, 2013 and instructions as required under Section 192A (2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the "green initiative" undertaken by MCA, have been sent a link for postal ballot notice and postal ballot form alongwith their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Shareholders who wish to vote through ballot form can download the ballot form from the link. Members have an option to cast their votes either through e-voting or through postal ballot form. Members who wish to cast their votes physically through postal ballot form, may do so by filling up the details required herein. The postal ballot form for casting vote physically can also be obtained from company's Registrar and Transfer agents, E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400 072 or from the company. The postal ballot form duly completed should be sent to the scrutinizer in the attached self-addressed postage prepaid envelope, so as to reach the scrutinizer on or before the close of working hours on Wednesday, February 19, 2014 to be eligible for being considered, failing which, it shall be strictly treated as if no reply has been received from the member. However, envelopes containing Postal Ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted. The same shall be sent to the Scrutinizer at S.K. Jain & Co., 13/16, Kapadia Chambers, Ground Floor, 599, J.S.S. Road, Chira Bazar, Mumbai - 400002.
3. Only a Member who is entitled to vote is entitled to exercise his/ her vote through the Postal Ballot Form. Voting rights of every Member shall be reckoned on the Paid-up value of Equity Shares on the basis of names appearing in the "Register of Members" or in the records of the depository, as applicable, on the date of dispatch of the Postal ballot Notice, and any recipient of the Postal Ballot Notice whose name does not appear as a Member in relation to the Equity Shares as on the aforesaid date should treat the same as intimation only.

**Instructions for e-voting**

- I] Members receiving postal ballot form by mail are requested to follow the instructions below to cast their vote through e-voting:
  - a. Open the email received from Company's Registrar and Share Transfer agent - Bigshare Services Private Limited. The said email contains your User ID and Password for e-voting. Please note that the Password is an initial Password.
  - b. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- c. Click on "Shareholder-Login:"
- d. Put User ID and Password noted in step (a) above as the initial Password. Click Login. If you are already registered with CDSL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on CDSL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.
- g. Select the "Electronic Voting Sequence Number" (EVSN) alongwith "Vakrangee Limited" from the drop down menu and click on SUBMIT.
- h. Now you are ready for "e-voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- j. Institutional Members (i.e. Members other than individual, HUF, NRIs, etc.) are also required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/ authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at: [skjaincs1944@yahoo.com](mailto:skjaincs1944@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Please note that proxies are not allowed to cast their vote through postal ballot.
- k. In case you have any feedback, queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- l. Kindly note that Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting done through e-voting shall prevail and voting done by Postal ballot Form shall be treated as invalid.

II) In case of Members receiving the Postal Ballot Form by Post:

- a. The Initial Password is provided in the table given in the Postal Ballot Form.
- b. Please follow all the steps from (b) to (l) above to cast your vote.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1:

Mr. Dinesh Nandwana, Director of the Company who is also Director and Shareholder of Vakrangee Capital Private Limited and his wife Mrs. Jyoti Nandwana being Director and Shareholder of Vakrangee Capital Private Limited are deemed as concerned and / or interested in the proposed Resolution

The Company aims to pursue growth opportunities in the e-governance segment. In order to strengthen its financial position and net worth, the Company plans to augment long-term resources for general corporate purposes including working capital requirements and long term capital requirements. Accordingly, the Company plans to make Preferential Issue of 2,50,00,000 Fully Convertible Warrants (Convertible Warrants) @ Rs. 100/- per Warrant aggregating Rs. 2,50,00,00,000 (Rupees Two Hundred Fifty Crores Only), convertible at their sole option, any time in one or more tranches, from the date of allotment but before expiry of 18 months from the date of allotment thereof, into 1 Fully Paid up Equity Share of the Company of Face Value of Re.1/- at an exercise price (including premium) of Rs. 99/- (Rupees Ninety Nine only) per Warrant calculated in accordance with the ICDR Regulations.

Disclosures as required under Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") for preferential issues is furnished hereunder:

- 1) **Object of the issue:** The proposed preferential issue is being made for expansion as well as to augment finance for the for general corporate purposes including working capital requirements and long term capital requirements. The Company is expanding its e-Governance activities and making its presence nation wide by setting up business development and delivery center in major cities of India and creating required infrastructure for executing e-Governance projects.
- 2) **Intention of the Promoters/Directors/key Management Persons to subscribe to the offer:** The offer has been made to M/s. Vakrangee Capital Private Limited, a promoter group company.
- 3) **Shareholding pattern pre and post issue**

\*Assuming full conversion of convertible warrants

Cat. code	Category of Shareholder	Pre-issue Holding	%	Post-issue Holding	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>				
(a)	Individuals/ Hindu Undivided Family	29865100	5.93	29865100	5.65
(b)	Bodies Corporate	165311414	32.84	190311414	36.01
	<b>Total(A)</b>	<b>195176514</b>	<b>38.77</b>	<b>220176514</b>	<b>41.66</b>
<b>(B)</b>	<b>Public Shareholding</b>				
<b>B1</b>	<b>Institutions</b>				
(a)	Financial Institutions / Banks	29119225	5.78	29119225	5.51
(b)	Foreign Institutional Investors	7545741	1.5	7545741	1.43
	<b>Sub-Total (B)(1)</b>	<b>36664966</b>	<b>7.28</b>	<b>36664966</b>	<b>6.94</b>
<b>B 2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate	177711853	35.3	177711853	33.63
b(i)	Individual shareholders holding nominal share capital up to Rs 1 lakh	20644872	4.1	20644872	3.91

b(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	63763606	12.66	63763606	12.07
(c)	Clearing members	3309752	0.66	3309752	0.63
(d)	Non Residents Indians(NRI)	6210677	1.23	6210677	1.18
	<b>Sub-Total (B)(2)</b>	<b>271640760</b>	<b>53.95</b>	<b>271640760</b>	<b>51.42</b>
(B)	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>308305726</b>	<b>61.23</b>	<b>308305726</b>	<b>58.34</b>
	<b>GRAND TOTAL (A)+(B)</b>	<b>503482240</b>	<b>100</b>	<b>528482240</b>	<b>100.00</b>

The aforementioned shareholding pattern may change from time to time depending upon the exercise of Convertible Warrants, transfer of shares by the existing shareholders and further issue and allotment of capital by the Company either by issue of further shares and/or under ESOP scheme or otherwise during the said period.

**4) Proposed time within which the allotment shall be completed:**

The allotment of Warrants and Equity Shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**5) Identity of proposed allottee and the percentage of post preferential issue capital that may be held by them.**

Name of the proposed allottees and identities	Pre Preferential allotment holding	Post Preferential allotment holding	% of post issue holding
M/s. Vakrangee Capital Private Limited (Promoter group Company)	39936220	64936220	12.29

Directors and promoters of Allottee	Mr. Dinesh Nandwana	Mrs. Jyoti Nandwana
% of Holding	42%	42%

**6) Pricing of the issue**

The issue of convertible warrants shall be in accordance with the ICDR Regulations

**7) Relevant Date**

The relevant date for issue of convertible warrants shall January 20, 2014.

**8) Lock in period:**

The equity shares to be issued and allotted to M/s. Vakrangee Capital Private Limited shall be subject to lock-in for a period of three years from the date of allotment of the equity shares or such reduced period as may be permitted under the ICDR Regulations as amended from time to time. The Pre-Issue Capital of the Promoters as required under ICDR Regulations shall be locked-in from the Relevant date till 6 months from the date of allotment. Further, not more than 20% of the total capital of the company shall be locked-in for three years from the date of allotment and that the equity shares allotted in excess of 20% shall be locked-in for a period of one year from the date of allotment.

**9) Auditors' Certificate:**

A certificate from M/s. S. K. Patodia & Associates, Chartered Accountants, the Statutory Auditors of the Company certifying that the proposed issue of convertible warrants to Vakrangee Capital Private Limited is in compliance with the ICDR Regulations for preferential issue, shall be made available for inspection at the Registered Office of the Company on all working days except Saturday and Sunday and all public holidays during 10.30 a.m. to 12.30 p.m. upto the last date for evoting and/or receiving the postal ballot forms i.e. 19<sup>th</sup> February, 2014.

**10) The Company undertakes that it shall re-compute the price of the Convertible Warrants in terms of ICDR Regulations where it is required to do so. The Company also undertakes that if the amount payable on account on re-computation of price is not paid within the time stipulated in ICDR Regulations, the Convertible Warrants / Equity Shares issued upon conversion shall continue to be locked – in till such time required amount, if any is paid by Vakrangee Capital Private Limited.**

Since the Convertible Warrants proposed to be issued to Vakrangee Capital Private Limited will be issued on a preferential basis, consent of the shareholders of the Company is being sought under Section 81(1A) of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the stock exchanges where the equity shares of the Company are listed.

As the proposal for issue of Convertible Warrants on a preferential basis will be in the interest of the Company, the Board of Directors recommend the passing of the Special Resolution as set out in the Notice.

By order of the Board of Directors,

Sd/  
Darshi Shah  
Company Secretary & Compliance Officer

Place: Mumbai.

Dated: 20th January, 2014

**Registered Office:-**

"Vakrangee House", Plot No. 66,  
Marol Co-op Industrial Estate, Off. M. V. Road,  
Andheri (E), Mumbai - 400059