



VAKRANGEE LIMITED

(Erstwhile Vakrangee Softwares Limited)

"Vakrangee House," Plot No. 66, Marol Co-op Industrial Estate, Of. M. V. Road, Andheri (E), Mumbai – 400 059

CIN : L65990MH1990PLC056669

Phone: 022 28503412 Fax No. 022 28502017 Email ID: info@vakrangee.in Website : www.vakrangee.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of **VAKRANGEE LIMITED** will be held on Tuesday, September 30, 2014 at 12.30 P.M. at Victoria Suite, Hotel Hilton, Mumbai, Sahar Airport Road, Andheri (East), Mumbai 400 099 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2014, together with the Report of Board of Directors and Auditors' thereon.
2. To declare dividend for the financial year ended March 31, 2014.
3. To appoint a Director in place of Dr. Nishikant Hayatnagarkar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. S. K. Patodia & Associates, Chartered Accountants (ICAI Firm Reg. No. 112723W) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and for that purpose to pass the following Resolution which will be proposed as an 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-imbursalment of actual out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESSES:

5. **To appoint Shri Sunil Agarwal (DIN: 00062767) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of 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 Shri Sunil Agarwal (DIN: 00062767) 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.

6. **To appoint Shri Ramesh Joshi (DIN: 00002683) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of 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 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.

7. To appoint Shri B. L. Meena (DIN: 03281592) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of 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 alongwith a deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri 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.

8. To re-appoint Shri Dinesh Nandwana (DIN:00062532), as the Managing Director of the Company for a period of five years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a 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 October 1, 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 of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”.

By order of the Board of Directors,
Sd/-

Registered Office:-

“Vakrangee House”, Plot No. 66,
Marol Co-op Industrial Estate,
Off. M. V. Road, Marol, Andheri (E),
Mumbai – 400 059.

Darshi Shah
Company Secretary &
Compliance Officer
Place: Mumbai
Dated: September 1, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time 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 shareholder.

2. 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.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. (a) The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, September 23, 2014 to Tuesday, September 30, 2014 (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 between October 6, 2014 and October 30, 2014 to those members whose names shall appear on the Company's Register of Members on September 22, 2014; 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.
5. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Bigshare Services Private Limited, cannot act on any request received directly from the members holding shares in electronic form for any change of

bank particulars or bank mandates. Such changes are to be advised only to the Depository.

6. Members, holding shares in physical form, are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
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 2013-14 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. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent 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.
11. 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 DP.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Bigshare Services Private Limited, for consolidation into a single folio.
14. Members are informed that 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.
15. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited, E-2/3 Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E) Mumbai 400 072
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. All documents referred to in the Notice and the Explanatory Statement 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 6.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.

18. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Clause 35B of the Listing Agreements read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of 24th Annual General Meeting of the Company dated September 30, 2014 (the AGM Notice). The Company has appointed Dr. S. K. Jain, Practising Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional.

Instructions to Members for e-voting are as under :

- (a) Date and time of commencement of voting through electronic means : September 23, 2014 (9.00 a.m.)
- (b) Date and time of end of voting through electronic means: September 25, 2014 (6.00 p.m.)
- (c) Details of Website : www.evotingindia.com

Details of persons to be contacted for issues relating to e-voting:

M/s. Bigshare Services Pvt.Ltd., E-2/3 Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai 400 072. Tel No. 28470652, 40430200, Fax No. 28475207, E-mail : investor@bigshareonline.com

The e-voting module shall be disabled for voting on September 25, 2014 (6.00 p.m.) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. **The voting right of shareholders shall be in proportion to their share in the paid up equity capital of the Company as on August 22, 2014 (cut-off date).**

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of two (2) witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.vakrangee.in within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of (India) Limited.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 folio/client id number in the PAN field. • In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for "VAKRANGEE LIMITED".
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) 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 they have to create 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 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.

(xviii) 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.

The Notice of AGM is placed on website of the Company viz. www.vakrangee.in

AS THE COMPANY HAS PROVIDED E-VOTING IN TERMS OF CLAUSE 35B OF THE LISTING AGREEMENT, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING EITHER THROUGH E-VOTING OR BY POLL WHICH WILL BE CONDUCTED AT THE ANNUAL GENERAL MEETING.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 5

Shri Sunil Agarwal (DIN: 00062767), is a Non-executive Independent Director of the company who joined the company on June 28, 2002. Being a Non-executive Independent Director, he was earlier liable to retire by rotation. However, 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 is, therefore, proposed that Shri Sunil Agarwal (DIN: 00062767) be appointed as an Independent Director of the Company for a consecutive period of 5 years at the forthcoming Annual General Meeting.

Shri Sunil Agarwal (DIN: 00062767) holds degree in Commerce and has very good knowledge about the industry. He is a member of the Nomination and Remuneration & Compensation Committee and Corporate Social Responsibility Committee of the Board.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Sunil Agarwal (DIN: 00062767) for the office of Director of the Company.

The Company has also received declaration from Shri Sunil Agarwal (DIN: 00062767) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Rules made thereunder and under clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Sunil Agarwal (DIN: 00062767) fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing agreement. Shri Sunil Agarwal (DIN: 00062767) is Independent of the Management of the Company.

Shri Sunil Agarwal (DIN: 00062767) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Other details in relation to the above named Director are mentioned in the Annexure to the Notice below.

Your directors recommend the resolution at item no. 5 for your approval.

Shri Sunil Agarwal (DIN: 00062767) is interested in the resolution since it pertains to his Appointment. None of the other directors or key managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

ITEM NO.6:

Shri Ramesh Joshi (DIN: 00002683), is a Non-executive Independent Director of the company who joined the company on October 10, 2006. Being a Non-executive Independent Director, he was earlier liable to retire by rotation. However, 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 is, therefore, proposed that Shri Ramesh Joshi (DIN: 00002683) be appointed as an Independent Director of the Company for a consecutive period of 5 years at the forthcoming Annual General Meeting.

Shri Ramesh Joshi (DIN: 00002683) holds degree in Economics and law and has very good knowledge about the industry. He is the Director of other five public limited companies. He is a member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration & Compensation Committee, Corporate Governance Committee, Resource Committee and Corporate Social Responsibility Committee of the Board.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Ramesh Joshi (DIN: 00002683) for the office of Director of the Company.

The Company has also received declaration from Shri Ramesh Joshi (DIN: 00002683) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Rules made thereunder and under clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Ramesh Joshi (DIN: 00002683) fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing agreement. Shri Ramesh Joshi (DIN: 00002683) is Independent of the management of the Company.

Shri Ramesh Joshi (DIN: 00002683) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Other details in relation to the above named Director are mentioned in the Annexure to the Notice below.

Your directors recommend the resolution at item no. 6 for your approval.

Shri Ramesh Joshi (DIN: 00002683) is interested in the resolution since it pertains to his appointment. None of the other directors or key managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

ITEM NO.:7

Shri B. L. Meena (DIN: 03281592), is a Non-executive Independent Director of the company who joined the company on October 25, 2010. Being a Non-executive Independent Director, he was earlier liable to retire by rotation. However, 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 is, therefore, proposed that Shri B. L. Meena (DIN: 03281592) be appointed as an Independent Director of the Company for a consecutive period of 5 years at the forthcoming Annual General Meeting.

Shri B. L. Meena (DIN: 03281592) is a graduate in Law and holds a Masters degree in Arts. Shri B. L. Meena (DIN: 03281592) is not Director in any other Company. He is a member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration & Compensation Committee of the Board.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri B. L. Meena (DIN: 03281592) for the office of Director of the Company.

The Company has also received declaration from Shri B. L. Meena (DIN: 03281592) that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Rules made thereunder and under clause 49 of the Listing Agreement.

In the opinion of the Board, Shri B. L. Meena (DIN: 03281592) fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing agreement. Shri B. L. Meena (DIN: 03281592) is Independent of the management of the Company.

Shri B. L. Meena (DIN: 03281592) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Other details in relation to the above named Director are mentioned in the Annexure to the Notice below.

Your directors recommend the resolution at item no. 7 for your approval.

Shri B. L. Meena (DIN: 03281592) is interested in the resolution since it pertains to his appointment. None of the other directors or key managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

Item No. 8

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 and 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 October 1, 2014.

The reappointment is subject to the approval of the members. The terms and conditions of his reappointment are as follows:

1. Period of appointment: 5 Yrs beginning October 1, 2014 and ending September 30, 2019.
2. Details of remuneration - Salary: Rs. 5,00,000/- per month

Perquisites

As may be decided by the Board of Directors, in accordance with the provisions and limits specified under Schedule V to the Companies Act, 2013.

The agreement may be terminated by either party by giving three months notice in writing of such termination.

If, at any time, Mr. Dinesh Nandwana ceases to be a Director of the Company for any cause whatsoever, he shall also cease to be the Managing Director and the agreement shall forthwith be terminated.

Mr. Dinesh Nandwana shall perform such duties as shall from time to time be entrusted to him subject to the superintendence and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors.

The Board accordingly recommends the resolution set forth in item No. 8 for approval of members. No director except Mr. Dinesh Nandwana is deemed to be interested or concerned in his reappointment and remuneration payable to him.

By order of the Board of Directors,
Sd/-

Registered Office:-

"Vakrangee House", Plot No. 66,
Marol Co-op Industrial Estate,
Off. M. V. Road, Marol, Andheri (E),
Mumbai – 400 059.

Darshi Shah
Company Secretary &
Compliance Officer
Place: Mumbai
Dated: September 1, 2014

Annexure to Notice

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Shri Sunil Agarwal	Shri Ramesh Joshi	Shri B. L. Meena	Shri Dinesh Nandwana
Age	50	71	64	51
Date of Appointment	28/06/2002	20/10/2006	25/10/2010	28/05/1990
Expertise in specific functional areas	He has over 25 year experience in business administration. He is a very successful businessman with good leadership qualities to control huge projects and explore new business opportunities	He has held various positions in Reserve Bank of India, has been nominated as nominee of RBI on the Boards of various banks, is a retired Executive Director of SEBI and he is also practicing as a Senior Corporate Consultant.	He has about 28 years of experience, having served in various Government departments. He is a former Chief Commercial Manager, North Western Railways.	He is the main promoter of the Company with over 25 years of business experience. His main functions and areas of responsibilities in the Company include policy formulation and decision making.
Qualifications	Graduate in Commerce	Graduate in Economics & Law, University of Nagpur	M.A, L.L.B.	Chartered Accountant, B.com
List of Companies in which outside Directorship held as on March 31, 2014	NIL	<ol style="list-style-type: none"> 1. Avon Corporation Ltd. 2. IND fund Management Ltd. 3. Vakrangee Technologies Ltd. 4. Sahara Asset Management Co. Pvt. Ltd. 5. Excel Infoways Ltd. 	NIL	<ol style="list-style-type: none"> 1. Vakrangee Capital Private Limited 2. Vakrangee Technologies Limited 3. Vakrangee Shares and Stock Brokers Limited 4. Vakrangee Multi Commodities Private Limited 5. Vakrangee IT Solutions Limited 6. Vakrangee Holdings Private Limited 7. Vakrangee Infraprojects Limited 8. Vakrangee Infraprojects Limited 9. eDoc Vision Infotech Private Limited 10. Vakrangee Energy Private Limited 11. Omnis Infra Power Limited 12. Omnis Edu Health Limited 13. Vakrangee Lacteus and Hortus Limited 14. Garnet International Limited 15. Vakrangee Finserve

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form, may register the same with M/s. Bigshare Services Private Limited.