

POSTAL BALLOT NOTICE

To
The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to transact the following Special Businesses by the Members of Vakrangee Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you alongwith Postal Ballot Form for your consideration. The Board of Directors has appointed Dr. S. K. Jain, Practising Company Secretary as Scrutinizer for conducting the voting process through Postal Ballot in accordance with law and in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of business hours on Tuesday, May 5, 2015, the last date for receipt of the completed Postal Ballot Forms. The Postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

In compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide an option to the Members holding shares in Demat Form and in Physical Form, to vote on the Postal Ballot by way of electronic voting/ e- voting to enable Members to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed on the back of the Postal Ballot Form. In case the Member has exercised the vote in physical as well as electronic mode, the valid vote by electronic mode only will be considered. The e-voting facility is available at the link www.evotingindia.com till close of business hours on May 5, 2015

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The Chairman of the Company authorised by the Board of Directors of the Company will announce the result of the Postal Ballot on Thursday, May 7, 2015, at the Registered Office of the Company located at Vakrangee House, 66, Marol co-op. Industrial Estate, M. V. Road, Andheri (E), Mumbai - 400 059, Maharashtra. Besides being communicated to the National Stock Exchange Ltd. and Bombay Stock Exchange Ltd., the result of the Postal Ballot will also be posted on the Company's website www.vakrangee.in. The result of Postal Ballot shall also be announced through Newspaper Advertisement. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolutions.

Accordingly, this Notice is hereby given to the Members of the Company for seeking their approval by way of Postal Ballot for the following Special Resolutions together with Statement as required under Section 102, of the Companies Act, 2013, setting out the material facts and reasons for the Resolutions, alongwith Postal Ballot Form for your consideration.

SPECIAL BUSINESS:

1. Borrowing limits of the Company.

To consider and if thought fit, to give **ASSENT/DISSENT** to the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting of the shareholders of the Company held on September 14, 2010 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.1000 crore (Rupees One Thousand Crore) Only."

2. Creation of Charge / Mortgage on assets of the Company.

To consider and if thought fit, to give **ASSENT/DISSENT** to the following Resolution as a **Special Resolution**:

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other provisions of Articles of Association of the Company, to the Board of Directors of the Company ("the Board") or any Committee thereof, to create charge,

hypothecation, mortgage, pledge in addition to existing charges, mortgages, hypothecation created by the Company on any movable/immovable properties of the Company wheresoever situated, both present and future on the whole or substantially the whole of the Company in favour of any Banks, Financial Institutions, Body Corporates, Trustee for the Holders for the Debentures/ Bonds/ Other Instruments/ Securities on such terms and conditions and covenants as the Board or the committee thereof may deem fit for securing borrowings of funds, availed or to be availed, from time to time, by way of Term Loans, External Commercial Borrowings, other credit facilities, issue of Debentures/Bonds/ other Securities etc., not exceeding the limit of Rs. 1000 Crore (Rupees One Thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted and approved by the board of directors) be and is hereby authorised and it shall always be deemed to have been so authorized to finalize and execute with the lenders the requisite agreements, documents, deeds and writings for borrowings and /or creating the aforesaid mortgages and or charges / hypothecation etc., and to do all such other acts, deeds, and things and to take all such steps as may be required or considered necessary or incidental thereto for giving effect to the above Resolution.”

3. Loan / Guarantee / Security and Investment by the Company.

To consider and if thought fit, to give **ASSENT/DISSENT** to the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to such approval(s), consent(s), permission(s) and sanction(s) of appropriate authorities as may be necessary and subject to such condition(s) and modification(s) as may be prescribed and imposed by such authorities by granting such approval(s), permission(s) and sanction(s), the consent of the shareholders be and is hereby accorded to make loan(s) to any person or body corporate through various means including deposits, commercial papers, bonds, and debentures or in any other manner and/or give guarantee/ provide security in connection with loan to anybody corporate or person and/or acquire by way of subscription, purchase or otherwise the securities of anybody corporate up to a limit which (including the loans, guarantees, securities and investments already made) shall not exceed Rs. 1000 Crore (Rupees One Thousand Crore only), notwithstanding that the aggregate of the loans notwithstanding so far made or to be made and/ or guarantees so far given or to be given and/or securities so far provided or to be provide and/or securities so far acquired or to be acquired may exceed the limit of sixty percent of aggregate of paid up Share Capital and Free Reserves and Securities Premium Account or one hundred percent of the Free Reserves and Securities Premium Account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all the matters arising out of and incidental thereto and to sign and execute all deeds, application, documents and writings that may be required, on behalf the company and also to delegate all or any of the above powers to the committee of the Directors or the managing Director and CEO or Chief Financial officer of the company or any other authorised person and generally to do all acts, deeds, matters and things that will be necessary, proper, expedient or incidental for the purpose of giving effect to aforesaid resolution and matters related thereto.

RESOLVED FURTHER THAT the Board of Directors be is hereby authorised to do all such acts, deeds, matters and things to settle any question, difficulty or doubt that may arise in this regard and to give such Direction as may be necessary, desirable or expedient for giving effect to this resolution and matters related thereto and its decision shall be final and binding”

By order of the Board
For **VAKRANGEE LIMITED**
Sd/-
Darshi Shah
Company Secretary
M. No. 30508

Registered Office :
Vakrangee House, 66, Marol co-op. Industrial Estate,
M. V. Road, Andheri (E), Mumbai - 400 059

Place: Mumbai

Date: March 31, 2015

NOTES

1. Explanatory Statement and reasons for the proposed Resolutions stated hereinabove, pursuant to Section 102(1) of the Companies Act, 2013("the Act") read with the Companies (Management and Administration) Rules, 2014.
2. The Company has appointed Dr. S. K. Jain, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
3. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer i.e. Dr. S. K. Jain in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all the Members of the Company to send their assent or dissent in respect of the Resolutions through Postal Ballot / e-voting contained in Notice dated March 31, 2015
5. The votes should be cast either in favour or against by putting the tick [v] mark in the column provided for assent or dissent. Postal Ballot Form bearing [v] in both the columns will render the form invalid.
6. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa, however, in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Postal Ballot will be treated as invalid.

7. The Notice is being sent to all the Members, Whose names appear in the Register of Members as on March 20, 2015
8. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
9. In case of shares held by Companies, Trusts, Societies etc, the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution /Authority Letter.
10. A Shareholder need not use all the votes or cast all the votes in the same way.
11. Incomplete, unsigned or Incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. The Resolutions shall be taken as passed effectively on the date of declaration of the result. The result will be declared on May 7, 2015 at the Registered Office of the Company located at Vakrangee House, 66, Marol co-op. Industrial Estate, M. V. Road, Andheri (E), Mumbai - 400 059, Maharashtra. The result will also be published in the Newspaper and displayed on the website of the company www.vakrangee.in.
13. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the registered office of the Company on all working days, except Sunday between 12.00 noon to 2:00 p.m. up to May 5, 2015.

INSTRUCTION FOR E-VOTING

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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) <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 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field.

- (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 for the relevant <Company Name> on which you choose to vote.
- (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) Institutional & Corporate Members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of Board Resolution and Power of Attorney (POA) in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the Scrutiniser to verify the vote.
- (xix) The voting period begins on Monday, April 6, 2015 at 12.01 AM and ends on Tuesday, May 5, 2015 at 6.00 PM. During this period shareholders of the Company, holding shares either in Physical form or Dematerialised form as on the cut-off date (record date) at March 20, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL by voting thereafter.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 and 2

The Members of the Company in its Extraordinary General Meeting held on September 14, 2010 passed a Special Resolution under Section 293(1) (d) of the Companies Act, 1956 inter alia, authorising the Board of Directors of the Company to borrow moneys in excess of aggregate of the Paid-up Share Capital and Free Reserves of the Company subject to a maximum of Rs. 1000 Crores (Rupees One Thousand Crores only).

Similarly, in the same meeting, the Members of the Company passed a Special Resolution under Section 293(1) (a) of the Companies Act, 1956 authorizing the Board of Directors of the Company to secure its borrowing by mortgage / charge on any of the movable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company.

As per provisions of Clause (c) of Sub-Section (1) of Section 180 of the Companies Act, 2013, the Board of Directors of the Company shall not borrow any sum or sums of money in excess of the aggregate of the Paid-up Share Capital and Free Reserves of the Company unless the same is authorised by the Members of the Company by way of Special Resolution.

Similarly, as per the provisions of Clause (a) of Sub-Section (1) of Section 180 of Companies Act, 2013, the Board of Directors of the Company shall not create charge /mortgage/ hypothecate the movable and /or immovable properties of the Company unless the same is authorized by the Members of the Company by way of Special Resolution.

The Board of Directors accordingly recommends the Special Resolutions set out in item Nos. 1 and 2 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their Relatives are in any way concerned or interested in the Resolutions, except to the extent of their equity holdings in the Company.

ITEM NO.3

In terms of Section 186 of the Companies Act, 2013, the Board of Directors of the Company has been permitted to make loans, give guarantees, provide securities to any person or other Body Corporate and make Investments in securities by way of subscription, purchase or otherwise the securities of any Body Corporate to the extent of Sixty Percent of the Paid-up Share Capital and Free Reserves and Securities Premium Account or One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher.

However, prior approval of the Members is required by way of Special Resolution where the aggregate of Loans and Investments made, Guarantees given and Securities provided exceed the aforesaid limits.

The Board of Directors is seeking consent in terms of Section 186 of the Companies Act, 2013 of the Members of the Company by way of Special Resolution through Postal Ballot to the extent of Rs. 1000 Crore (Rupees One Thousand Crore only) over and above the following limit namely (i) Sixty Percent of the aggregate of its Paid-up Share Capital and Free Reserves and Security Premium Account or (ii) One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their Relatives are in any way concerned or interested in the Resolution, except to the extent of their equity holdings in the Company.

By order of the Board
For VAKRANGEE LIMITED
Sd/-
Darshi Shah
Company Secretary
M. No. 30508

Registered Office :
Vakrangee House, 66, Marol co-op. Industrial Estate,
M. V. Road, Andheri (E), Mumbai - 400 059

Place: Mumbai
Date: March 31, 2015