

June 13, 2018

To,

<b>Department of Corporate Relationship BSE Ltd.</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001	<b>Corporate Relationship Department National Stock Exchange of India Ltd.</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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Dear Sir/Madam,

**Sub.: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) as per the requirements of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results and Scrutinizer's Report for the following resolution:

1. Appointment of M/s. A. P. Sanzgiri & Co., Chartered Accountants, (Firm Registration No. 116293W) as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.

The above resolution have been passed through Postal Ballot and E-voting by the members of the Company, with requisite majority effective June 13, 2018.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Vakrangee Limited

  
**Mehul Raval**  
Company Secretary  
(Mem. No.: A18300)



Encl.: A/a

**VAKRANGEE LIMITED**  
**Postal Ballot Voting Results**

Date of AGM/EGM:	Not Applicable (Resolution passed through Postal Ballot on June 13, 2018)
Total number of shareholders on record date (i.e. May 04, 2018 – cut-off date for voting purpose)	1,18,935
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot & e-voting)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot & e-voting)

The Mode of voting for resolution was Postal Ballot (including e-voting).



## Agenda-wise disclosure

### Item No. 1

**Appointment of M/s. A. P. Sanzgiri & Co., Chartered Accountants, (Firm Registration No. 116293W) as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP. (Ordinary Resolution)**

Resolution Required:					Ordinary Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[ (4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44,19,80,270	44,19,80,270	100	44,19,80,270	0	100	0
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>	<b>44,19,80,270</b>	<b>44,19,80,270</b>	<b>100</b>	<b>44,19,80,270</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutions	E-Voting	37,77,72,842	21,91,33,902	58.01	19,12,26,967	2,79,06,935	87.26	12.74
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>	<b>37,77,72,842</b>	<b>21,91,33,902</b>	<b>58.01</b>	<b>19,12,26,967</b>	<b>2,79,06,935</b>	<b>87.26</b>	<b>12.74</b>
Public - Non Institutions	E-Voting	23,90,49,978	2,20,12,913	9.21	2,19,63,402	49,511	99.78	0.22
	Postal Ballot		62,25,246	2.60	61,91,905	33,341	99.46	0.54
	<b>Total</b>	<b>23,90,49,978</b>	<b>2,82,38,159</b>	<b>11.81</b>	<b>2,81,55,307</b>	<b>82,852</b>	<b>99.71</b>	<b>0.29</b>
<b>Total</b>		<b>1,05,88,03,090</b>	<b>68,93,52,331</b>	<b>65.11</b>	<b>66,13,62,544</b>	<b>2,79,89,787</b>	<b>95.94</b>	<b>4.06</b>



**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**VAKRANGEE LIMITED**  
Vakrangee Corporate House,  
Plot No.93, Road No.16,  
M.I.D.C. Marol, Andheri East,  
Mumbai -400093

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary of Mumbai has been appointed as the Scrutinizer by the Board of Directors of **VAKRANGEE LIMITED** at its Meeting held on May 05, 2018 as the Scrutinizer for conducting Postal Ballot / E-voting process and I have given my consent to act as Scrutinizer vide letter dated May 02, 2018 for passing of the following Resolution by Postal Ballot:

**SPECIAL BUSINESS**

1. Appointment of M/s. A.P. Sanzgiri & Co., Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP. (Ordinary Resolution)

I hereby submit my Report as under:-

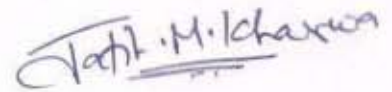
- a. The Company completed dispatch of Postal Ballot Notices along with Postal Ballot Forms and Postage pre-paid self addressed Envelopes by Monday, May 14, 2018.
- b. The Company had issued Public Notice regarding dispatch of Postal Ballot Forms/Notices in Free Press Journal (English Newspaper) and in Nav Shakti (Regional Language Newspaper) on Tuesday, May 15, 2018.



- c. The Company has availed the services of CDSL to provide e-voting facilities to the Members of the Company.
- d. The remote-voting commenced from 9:00 a.m. (IST) on Tuesday May 15, 2018 and ended at 5:00 p.m. (IST) on June 13, 2018.
- e. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website [www.evotingindia.com](http://www.evotingindia.com).
- f. The Postal Ballot Forms received during the voting period were kept under my safe custody and were opened by me as and when received and the same were serially numbered. The e-voting module was unblocked at 05.15 P.M. on June 13, 2018 in the presence of two witnesses, Ms. Aashita Shah and Mr. Jatin Kharwa who are not in the employment of Vakrangee Limited. They have signed below in confirmation of the votes being unblocked in their presence and the e-voting results/list was downloaded from the CDSL website.



Name: Ms. Aashita Shah



Name: Mr. Jatin Kharwa

- g. All Postal Ballot Forms received and e-votes casted up to 5:00 p.m. on June 13, 2018 the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- h. I received total 410 (Four hundred and ten) Postal Ballot Forms from the Members of the Company. All the 410 (Four hundred and ten) Postal Ballot Forms were scanned and sent to M/s. Big Share Services Pvt. Ltd for verification of signatures and other details. M/s. Big Share Services Pvt. Ltd through their e-mail have intimated that out of 410 (Four hundred and Ten) Postal Ballot Forms, 26 (Twenty Six) Forms were found invalid.
- i. Therefore, after verification by M/s. Big Share Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company, I have considered 384 (Three hundred and eighty four) Postal Ballot Forms as valid.
- j. There were 1, 18, 935 Members of the Company on cut-off date i.e. May 04, 2018. Out of 1, 18,935 Members, 1, 05,029 Members had registered their e-mail id with M/s. Big Share Services Pvt. Ltd (R&T). 40 emails were found black listed in the records of the Company. The Postal Ballot Notice along with Postal Ballot Form were sent to 1, 05,029 Members through e-mail. To the remaining 13,866 Members, the Postal Ballot Notices along with Postal Ballot Forms were sent through



Registered/Speed Post. Out of 1, 05,029 emails, 5602 e-mails had bounced back. Postal Ballot Notice along with Postal Ballot Forms were sent to them again through Registered/Speed Post.

- k. I did not find any defaced or mutilated Ballot paper.
- l. The particulars of all the Postal Ballot Forms received from the Members in Physical form and Electronic Voting Report generated from CDSL have been entered in a Register separately maintained for the purpose.
- m. Detailed summary of Result with assent/dissent for the Resolution is attached with this Report as **Annexure - I**.
- n. The Resolution was passed by the requisite majority.
- o. I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary of the Company.
- p. You may accordingly declare the result of the voting through Postal Ballot and E-Voting.

Thanking You,

Yours Faithfully,



Dr. S.K. Jain  
Practicing Company Secretary  
C. P. No. 3076

Date: June 13, 2018

Place: Mumbai

**ANNEXURE – I**

**VOTING RESULT OF POSTAL BALLOT**

<b>Company Name</b>	<b>VAKRANGEE LIMITED</b>
<b>Date of declaration of results of Postal Ballot including Voting by Electronic means</b>	June 13, 2018
<b>Total number of Shareholders on record date:</b> (being the Cut-off date for determining shareholders entitled to vote – May 04, 2018)	1,18,935
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoters and Promoter Group: Public:	Not Applicable



Agenda-wise disclosure

Item No. 1

Appointment of M/s. A. P. Sanzgiri & Co., Chartered Accountants,(Firm Registration No. 116293W) as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.

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RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Appointment of M/s. A. P. Sanzgiri & Co., Chartered Accountants, (Firm Registration No. 116293W) as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.	Ordinary Resolution	95.94	4.06

