



Vakrangee Limited 'Vakrangee House', Plot No. 60, Marol Co-op. Indl. Estate, Off. M. V. Road, Marol, Andheri (East), Mumbai 400059  
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Annexure II

### RESULT OF POSTAL BALLOT

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the approval of the shareholders was sought by postal ballot by way of special resolutions for alteration in the Object Clause in the Memorandum of Association of Company and for adopting new set of Articles of Association as per Companies Act, 2013. The last date for e-voting and receipt of duly filled in Postal Ballot Forms by the Scrutinizer was till end of working hours on December 18, 2015.

Dr. S. K. Jain, Practicing Company Secretary was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot forms were duly scrutinized by the Scrutinizer and the Report dated December 19, 2015 was submitted by him. Based on the said Report of the Scrutinizer, the Result of the Postal Ballots is declared as under:

**Item No. 1: Special Resolution: alteration in the Object Clause in the Memorandum of Association of Company.**

#### Physical Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = (7/4)x100	(10) = 8/4)x100
Promoter and Promoter Group	220176514	25000000	25000000	0	11.35%	25000000	0	100%	0
Public Institutional holders	71086950	0	0	0	0	0	0	0	0
Public Others	237893831	2191732	2191402	330	0.92%	2191031	371	99.98%	0.02%
<b>Total</b>	<b>529157295</b>	<b>27191732</b>	<b>27191402</b>	<b>330</b>	<b>5.14%</b>	<b>27191031</b>	<b>371</b>	<b>99.999%</b>	<b>0.001%</b>

## E-Voting Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = (7/4)x100	(10) = (8/4)x100
Promoter and Promoter Group	220176514	195176514	195176514	0	88.65%	195176514	0	100%	0
Public Institutional holders	71086950	27571551	27571551	0	38.79%	27571551	0	100%	0
Public Others	237893831	117559671	117559671	0	49.42%	117559468	203	99.9998%	0.0002%
<b>Total</b>	<b>529157295</b>	<b>340307736</b>	<b>340307736</b>	<b>0</b>	<b>64.31%</b>	<b>340307533</b>	<b>203</b>	<b>99.999%</b>	<b>0.001%</b>

## Combined Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
Promoter and Promoter Group	220176514	220176514	220176514	0	100%	220176514	0	100%	0
Public Institutional holders	71086950	27571551	27571551	0	38.79%	27571551	0	100%	0
Public Others	237893831	119751403	119751073	330	50.34%	119750499	574	99.9999%	0.0001%
<b>Total</b>	<b>529157295</b>	<b>367499468</b>	<b>367499138</b>	<b>330</b>	<b>69.45%</b>	<b>367498564</b>	<b>574</b>	<b>99.9998%</b>	<b>0.0002%</b>

Category	No. of Votes in favor	% of Votes in favour to Valid Votes Polled i.e. 367499468
Promoter & Promoter Group	220176514	59.91%
Public Institutional holders	27571551	7.50%
Public Others	119750499	32.59%
<b>Total</b>	<b>367498564</b>	<b>99.9998%</b>

**Votes In against of Resolution**

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 367499468
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	574	0.0002%
<b>Total</b>	<b>574</b>	<b>0.0002%</b>

**Item No. 2: Special Resolution: adopting new set of Articles of Association as per Companies Act, 2013.**

**Physical Result:**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
Promoter and Promoter Group	220176514	25000000	25000000	0	11.35%	25000000	0	100%	0
Public Institutional holders	71086950	0	0	0	0	0	0	0	0
Public Others	237893831	2191732	2191402	330	0.92%	2191252	150	99.99%	0.01%
<b>Total</b>	<b>529157295</b>	<b>27191732</b>	<b>27191402</b>	<b>330</b>	<b>5.14%</b>	<b>27191252</b>	<b>150</b>	<b>99.999%</b>	<b>0.001%</b>

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of vote: against or valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = (7/4)x100	(10) = (8/4)x100
Promoter and Promoter Group	220176514	195176514	195176514	0	88.65%	195176514	0	100%	0
Public Institutional holders	71086950	24768101	24768101	0	34.84%	22087587	2680514	89.18%	10.82%
Public Others	237893831	116720168	116720168	0	49.06%	115880665	839503	99.28%	0.72%
<b>Total</b>	<b>529157295</b>	<b>336664783</b>	<b>336664783</b>	<b>0</b>	<b>63.62%</b>	<b>333144766</b>	<b>3520017</b>	<b>98.95%</b>	<b>1.05%</b>

#### Combined Result:

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes (10) = (8/4)x100
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x100	(7)	(8)	(9) = (7/4)x100	(10) = (8/4)x100
Promoter and Promoter Group	220176514	220176514	220176514	0	100%	220176514	0	100%	0
Public Institutional holders	71086950	24768101	24768101	0	34.84%	22087587	2680514	89.18%	10.82%
Public Others	237893831	118911900	118911570	330	49.99%	118071917	839653	99.29%	0.71%
<b>Total</b>	<b>529157295</b>	<b>363856515</b>	<b>363856185</b>	<b>330</b>	<b>68.76%</b>	<b>360336018</b>	<b>3520167</b>	<b>99.03%</b>	<b>0.97%</b>

#### Voted In Favor of Resolution:

Category	No. of Votes in favour	% of Votes in favour to Valid Votes Polled i.e. 363856515
Promoter & Promoter Group	220176514	60.51%
Public Institutional holders	22087587	6.07%
Public Others	118071917	32.45%
<b>Total</b>	<b>360336018</b>	<b>99.03%</b>



सशक्त परिवर्तन  
Votes In against of Resolution:

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 363856515
Promoter & Promoter Group	0	0
Public Institutional holders	2680514	0.74%
Public Others	839653	0.23%
<b>Total</b>	<b>3520167</b>	<b>0.97%</b>

On the basis of the Report submitted by the Scrutinizer, I, Dinesh Nandwana, Managing Director & CEO of the Company hereby declare that the above said Special Resolutions have been duly passed by requisite majority.

Place: Mumbai

Date: December 19, 2015



For Vakrangee Limited

Dinesh Nandwana  
Managing Director & CEO  
(DIN:00062532)