

August 30, 2018

Vakrangee Limited "Vakrangee Corporate House", Plot No. 93, Road No. 16, M.I.D.C. Marol, Andheri (East), Mumbai-400093, Maharashtra. W: www.vakrangee.in | L: +91 22 2850 3412 / +91 22 6776 5100 F: +91 22 2850 2017 | CIN: L65990MH1990PLC056669

To, The Secretary, The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.

To. The Secretary, The National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai - 400 051.

Respected Sir,

Sub: Notice of Annual General Meeting and Book Closure

ISIN: INE051B01021

We would like to inform you that the 28th Annual General Meeting is scheduled to be held on Friday, 28th September, 2018, at 10 a.m. at The Lalit Plaza, Sahar Airport Road, Andheri (East), 1/lumbai - 400059.

We further inform you that, pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive), for the purpose of payment of dividend for the financial year ended March 31, 2018.

Thanking you,

Yours faithfully,

For Vakrangee Limited

Mehul Raval

Company Secretary



VAKRANGEE LIMITED

"Vakrangee Corporate House", Plot No.93, Road No.16, M.I.D.C. Marol, Andheri (East), Mumbai - 400093. Maharashtra, W: www.vakrangee.in | L:+91 22 2850 3412/+91 22 6776 5100 F: +91 22 28502017 | CIN: L65990MH1990PLC056669

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth Annual General Meeting ("AGM") of the Members of Vakrangee Limited shall be held on Friday, September 28, 2018 at 10.00 AM at The Lalit Plaza, Sahar Airport Road, Andheri (East), Mumbai 400059, to transact following business:

ORDINARY BUSINESS:

- 1. To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2018, together with the Report of Board of Directors and Auditors thereon.
- 2. To declare dividend for the financial year ended March 31, 2018.
- 3. To appoint Dr. Nishikant Hayatnagarkar (DIN:00062638), who retires by rotation and being eligible, offers himself for re-appointment as a Whole-Time Director.
- 4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following Resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. A. P. Sanzgiri & Co., Chartered Accountants (ICAI Firm Reg. No. 116293W), be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of four (4) consecutive years from the conclusion of Twenty Eight (28th) Annual General Meeting till the conclusion of the Thirty Second (32nd) Annual General Meeting of the Company, at such remuneration as may be approved by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

SPECIAL BUSINESS:

- 5. 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 Regulation 3(d) (ii) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of members of the Company be and is hereby accorded to Mr. Ramesh Joshi (DIN: 00002683), who has already attained the age of 75 years, to continue as Independent Director of the Company on and after April 01, 2019 until expiry of his existing term."
 - **"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."
- 6. 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 4, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to amend/delete/ replace/alter or add following Clauses of the Clause III(A): THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION and Clause III(B): MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) of the Memorandum of Association (MOA) of the Company in the following manner:-

III (A.) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

Claus	es No.	Existing text of the Clause	Proposed text of the Clause
Existing	Proposed		
1(B)	1(B)	To develop, provide, undertake design, import, export, distribute and deals in Systems and Application software for microprocessor based information systems, offshore software development project, software project consultancy, development of computer languages and allied computer service and to own and/or operate data processing and service bureau centers in India and Abroad	To develop, provide, undertake design, import, export, distribute and deals in Systems and Application software for microprocessor based information systems, offshore software development project, software project consultancy, development of computer languages and allied computer service and to own and/or operate data processing and service bureau centers in India and Abroad, and to invest in/manage/assist, overseas software companies for the fulfillment of above objectives and to develop, design, own T.V. Channel, media company,
1(D)		To investment in/manage/assist, overseas software companies for the fulfillment of above objectives and to develop, design, own T.V. Channel, media company.	To be Deleted
Clause 1(E) to 1	(N) renumbered	as Clause 1(D) to 1(L) on deletion of existing Clause 1(D)	
1(E)	1(D)	Renumbered without any amendment/revision	
1(F)	1(E)	To carry on the business of providing intermediary ATM Deployer (IAD) services, White labeled ATM operator (WLAO) services, including but not limited to setting up/ owning/operation of ATM network, management and adjacent services including technology management (both EMV and non-EMV environment), cash Management, ATM device supply and maintenance services in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.	To carry on the business of manufacturing, procuring, developing, processing, dealing in, stocking, distributing, acting as an agent, importing or exporting ATM machines and providing intermediary ATM Deployer (IAD) services, White labeled ATM operator (WLAO) services, including but not limited to setting up/ owning/operation of ATM network, management and adjacent services including technology management (both EMV and non-EMV environment), cash Management, ATM device supply and maintenance services in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.
1(G)	1(F)	To carry on the business of providing services in relation to payment card transactions for acquiring, switching and processing of Debit, credit and charge card related payment transaction and stored value card transactions for acquiring institutions and merchants, including without limitation to merchant sales, assessment, Technology management (both EMV and non-EMV environment), and adjacent service, Point Of Sale (POS) terminal device supply and maintenance services in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.	To carry on the business of providing services in relation to payment card transactions for acquiring, switching and processing of Debit, credit and charge card related payment transaction and stored value card transactions for acquiring institutions and merchants, including without limitation to ADHAAR enabled payment system, NEFT, RTGS, IMPS, GIRO based retail payments, interoperable QR code based payment system, virtual payment card, digital online and offline payment system or any other such system as may be notified by the government in India and abroad, merchant sales, assessment, Technology management (both EMV and non-EMV environment), and adjacent service, Point Of Sale (POS) terminal device supply and maintenance services in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time and/or to act as dealers, distributors, agents, representative of Indian and foreign concerns/persons operating in the line of prepaid, postpaid and other payment system services and allied activities related thereto.
1(H)	1(G)	Renumbered without any amendment/revision	
1(i)	1(H)	To carry on the business of providing payment card transactions for switching and credit, debit and stored value card account data processing services and back office processing services in relation to processing of debit and credit card payment transaction and related services to card issuer companies in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.	To carry on the business of providing payment card transactions for switching and credit, debit and stored value card account data processing services and back office processing services in relation to processing of debit and credit card payment transaction and related services including without limitation to ADHAAR enabled payment system, NEFT, RTGS, IMPS, GIRO based retail payments, interoperable QR code based payment system, virtual payment card, digital online and offline payment system or any other such system as may be notified by the government in India and abroad to card issuer companies in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.
1(J)	1(l)	Renumbered without any amendment/revision	
1(K)	1(J)	Renumbered without any amendment/revision	
1(L)	1(K)	To act as the service provider for all the activities as Business Correspondent and /or business Facilitators to Banks as per guidelines prescribed by the Reserve Bank of India from time to time and enabling discharge of Banking Services through its network of employees/agents, to provide services of Business Correspondent including but not limited to opening saving banks account, recurring deposit accounts/ remittances/ fixed deposit, and to provide services of Business facilitator (as permitted by the reserve Bank of India) in the products, including but not limited to loans against TDR/NSC/KVP etc., gold loans, general purpose credit card, Kisan Credit cards, insurance (life and non-life), pension, recovery in NPA accounts (substandard, doubtful and loss and written off Accounts), and any other third party financial product.	To act as the service provider for all the activities as Business Correspondent and /or business Facilitators and/or agent to Banks/Corporates as per guidelines prescribed by the Reserve Bank of India from time to time and enabling discharge of Banking Services through its network of employees/agents/ franchisee, to provide services of Business Correspondent including but not limited to opening saving banks account, recurring deposit accounts/ remittances/ fixed deposit, Domestic Money Transfer, government initiated Direct Bank Transfers (DBTs), Immediate Payment Service (IMPS), seeding ADHAAR with the bank account and to provide services of Business facilitator (as permitted by the Reserve Bank of India) in the products, including but not limited to loans against TDR/NSC/KVP etc., gold loans, general purpose credit card, Kisan Credit cards, insurance (life and non-life), pension, recovery in NPA accounts (substandard, doubtful and loss and written off Accounts), and any other third party financial product.
1(M)	1(L)	To solicit and procure Insurance business as a Corporate Agent. Also to act as an outsourcing/consulting entity for Insurance companies in India and providing services of Insurance companies and to the end customers or the citizens of India through various Vakrangee Kendras. The services shall include, without limiting, renewal of insurance Policies, premium collection and processing, cheque pick-up activities, printing and dispatch of policies, data entry including scanning and indexing services, telemarketing and such other applicable and /or eligible services/activities as specified by the Insurance Regulatory and Development Authority of India from time to time.	To solicit and procure Insurance business as a Corporate Agent. Also, to act as an outsourcing/consulting entity either themselves or through their employees or through franchisee, for Insurance companies in India and providing services of Insurance companies and to the end customers or the citizens of India directly or through an application software or mobile application or through various Vakrangee Kendras or by such other technology driven models as and when developed. The services shall include, without limiting, soliciting, Issuing, renewal of insurance Policies, premium collection and processing, cheque pick-up activities, printing and dispatch of policies, data entry including scanning and indexing services, handling customer services and grievance for insurance products and insurance related services and such other applicable and /or eligible services/activities as specified by the Insurance Regulatory and Development Authority of India from time to time.
1(N)		To run the business of Pre-paid Payment Instruments (PPI) under closed and semi closed system upto the limits as defined under the Statutory Guidelines issued by Reserve Bank of India under	To be deleted
		Section 18 read with Section 10(2) of Payment & Settlement Systems Act, 2007	

Clause	s No.	Existing text of the Clause	Proposed text of the Clause
Existing	Proposed		
-	1(M)	To act as an E-Commerce and M-commerce outsourcing service provider by enabling telecom operators and enterprise merchants and online marketpla E-Commerce/M-Commerce services to their subscribers using their Mobile/Cellulor/Landline phones over mediums such as SMS/Interactive voice Resp USSD and web for online retail businesses across the world and providing end to end e-Commerce support services to the end customers or citizens of Incor indirectly or through associated business outlets or franchisee or by such other model as may be found appropriate. The services shall include, but not Customer Service, Order Processing, marketing, conducting promotional activities, customer acquisition, logistic arrangements and Fulfillment, Product I Management, Inventory Management, Payment Processing, cash collection, Order Tracking & Reporting, Return Order Management, Customer Managem processing, Help Desk services and multi-channel support for the ultimate benefit of customers.	
		of Internet/Intranet/Extranet business using e-commerce applicat	
		railway ticketing, travel bookings, flower delivery, DVD rental, shop such as credit card, debit card, direct debit from bank accounts, et	
	1(N)	To carry on business of providing directly or indirectly, payments services, Internet Service Provider which includes providing Electronic Mail Service, Internet, Facs Services, Web Sites creation, Designing, Selling, Leasing and marketing of Web Sites, produce promotion for in house as well for clients, linking Web Server to World Web (WWW) through Satellite, transferring, downloading or unlinking of Software, Commercial Information, Voice and Data, Usage of Integral Service Digital Network (If Asymmetric Digital Subscriber Line (ADSL), High Speed V-Sat Network, Video Conferencing directly or through VSNL Satellite Network or any other network whether windia and or elsewhere in the world and to manufacture, procure, deal in all kinds of hardware, plant, machinery, equipment, softwares, systems, used in the field of inform technology and to apply for authorization from the Reserve Bank of India under the Payment and Settlement Systems (PSS) Act 2007 to set up a Bharat Bill Payment Oper Unit (BBPOU) under the Bharat Bill Payment System (BBPS) in India as well as obtain necessary certification from the Bharat Bill Payment Central Unit (BBPOU) with regar our adherence to the BBPS standards for processing bill payments so as to enable us to provide an integrated ill payment system that offers interoperable and access bill payment services to billers, customers through our network of agents, allows multiple payment modes, and provides instant confirmation of payment. To work, authorised operational unit, working in adherence to the standards set by the (BBPCU) and do all such acts and deeds as specified and / or allowed by BBPCU including by BBPCU including by a payment in payment in the payment in India and to under the BBPS; handling customer grievances and disputes as per set procedures and standards for billers / agents / end-customers; provide value-added services	
		Guarantee Corporation Act, 1961; other relevant Statutes and Directime to time and then to apply for scheduled bank status once it cor and to further undertake and do the business and set up outlets such deposits, Issuance of ATM / Debit Cards, Payments and remittance se only certain restricted activities permitted to banks under the Bankin To conduct the business of E-commerce/M-commerce by enabling commerce services to their subscribers using their Mobile/Cellular/ (WAP) /Unstructured Supplementary Service Data (USSD), Unified F. commerce services using various payment mechanisms. To provide, promote, develop, design, establish, setup, maintain, org	nge Management Act, 1999; Payment and Settlement Systems Act, 2007; Deposit Insurance and Credit tives, Prudential Regulations and other Guidelines/Instructions issued by RBI and other regulators from mences operations, and is found suitable as per Section 42 (6) (a) of the Reserve Bank of India Act, 1934 has branches, Automated Teller Machines (ATMs), Business Correspondents (BCs), Acceptance of demand rvices, Internet Banking, Function as Business Correspondent (BC) of another bank etc. and to undertake g Regulation Act, 1949 as allowed by the Reserve Bank of India from time to time. telecom operators/market place platform providers and Enterprise merchants to offer E-commerce/M- landline phones over mediums such as SMS/Interactive Voice Response/Wireless Application Protocol ayment Interface (UPI), web and offering mobile subscribers the choice of paying for E-commerce/M- ganize, undertake, manage, operate, run, market, sell, distribute, co-brand, and carry on the business of
	1(O)	Digital Services not limiting to services relating to e-governance, insurance, logistics, banks, railway bookings (IRCTC), flight ticket booking, etc To carry on the business of promoting and dealing in various types of investment products like deposits, shares, exchange-traded funds, mutual funds, directly trade corporate bonds, debentures, etc. and ancillary services in relation to those products directly or indirectly or through an application software or through franchisee carry or their outlets to pursue financial goals and promote financial independence for end customers	
	1(P)	for transport or movement of goods, through roadways, ropeway transporters, airlines, shipping agents, or other concerns engaged or indirectly through franchisee or other business agents or consi vehicles, railway wagons for the purpose of business	a agents, forwarding agents, clearing agents, shipping agents, warehousers, exporters and importers, s, railways, airways and waterways or any other mode of transport, and to make arrangements with in logistics including carriage or transport of goods in any manner, both inland and overseas directly gnors or branches. To build, purchase, hire or take on charter any ships, tugs, barges, road transport
		consultants, booking agents in respect of Logistics & Courier servi any documents, goods, articles, parcels, things on behalf of all typ own arrangements or through representatives, agents or business necessary for attainment of these objects either through centers, other means.	Idle, operate, hold, pack, organize, service, supervise, represent, and to act as an agent, concessionaires, ces or deal in all types of Logistics & Courier activities, including but not limited to, that of collecting es of customers and to deliver them from one place to another in any part of the world whether by affiliates or through franchisee or Company's authorized units and to do all incidental acts and things stores, outlets, e-commerce, e-mail, instant messaging, online storefronts and shopping carts or any
	1(Q)	To act as facilitator between service provider and end user of services to render governmental / non-governmental services, including but not limited to ticket booking services (IRCTC), postal services, facilitate utility services, any other governmental services to promote general wellbeing of the public at large and other support services	
	1(R)		professional to manufacture, develop any software to make all the activities of the Company available such as mobile or computer or such other devises as may be found appropriate and to make the d abroad.
	1(S)	provide and promote, publicity or advertising time space or oppor	contractors and for this purpose to purchase, sell, hire, charter, manage, acquire, undertake, hold, tunity on broadcasting centre, hoardings, screens, walls, neon signs, display boards, digital advertising as or display devices and to do incidental acts and things necessary to attain the aforesaid objects

(B): MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A).

	Clauses No.	Existing text of the Clause	Proposed text of the Clause
Existing	Proposed		
Clause 2 to 27	renumbered as 2 to 43 su	ubsequent to addition of new clauses.	
	2	assequent to addition of her clauses.	To identify, acquire, develop, organize and obtain financial, technological and
			managerial support including supply of equipment and materials in connection
2			with all or any of the objects of the Company specified above
2	3	Renumbered without any amendment/revision in	
	4		To promote, organize, arrange and hold seminars, demonstrations, workshops and exhibitions, and to establish, maintain, own, operate and run showrooms,
			retail and wholesale shops, warehouses, distribution points and such other
			premises to promote the objects of the Company or as may be required for the
			sale and/or distribution of the products and services of the Company.
3	5	Renumbered without any amendment/revision	
4	6	Renumbered without any amendment/revision	
5	7	Renumbered without any amendment/revision	To be seen that the seen that
6	8	lo sell, improve manage, develop exchange, lease, mortagage, dispose off, turn to account	Subject to the provisions of the Companies Act, 2013 and other applicable laws, to demerge, sell, lease, mortgage, transfer or otherwise dispose of the whole or
		or otherwise deal with all or any part of the	any part of any property, business, rights, activities and/or undertaking of the
		undertaking property, investments and rights of	
		the Company.	property or assets to any company or any other person for such consideration
			and on such terms as may be considered expedient
7	9	Renumbered without any amendment/revision	
	10		To acquire, purchase or take over the whole or any part of the business, goodwill,
			trademark, rights, privileges or liabilities, moveable or immoveable property or
			assets of any person, firm or company which the Company may deem necessary or convenient for the purpose of its business and as part of the consideration
			for such acquisition, to undertake all or any of the liabilities of such person,
			firm or company or to acquire an interest in amalgamation or merger with or
			enter into any arrangement for sharing profits or for co-operation or for mutual
			assistance with any such person, firm or company and to give or accept by way
			of consideration for any of the acts or things aforesaid or property acquired,
			any shares, debentures or securities, that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so
			received.
	11		To search for, survey, inspect, examine, explore, work, develop, take on lease or
			license, purchase or otherwise acquire any real, personal, heritable or movable
			property of any nature whatsoever anywhere in India or elsewhere in the world
			and, in particular be without prejudice to the foregoing generality, any property,
			rights, options or concessions whether relating to the business of distribution
			and value added supply chain management services and to establish all necessary or convenient offices, facilities, machinery, workshops, dwelling
			houses for workmen and others, and other buildings, works and appliances.
8	12	Renumbered without any amendment/revision	
9	13	Renumbered without any amendment/revision	
10	14	Renumbered without any amendment/revision	
11	15	To amalgamate with any company or companies	
		having objects altogether or in part similar to those	securities, voting rights, or other interest in any company or companies having
		of this company or any other company subject to	
		the relevant provisions of the Companies Act, 1956 or Companies Act, 2013, whenever notified.	company subject to the relevant provisions of the Companies Act, 1956 or Companies Act, 2013, whenever notified
12	16	Renumbered without any amendment/revision	Companies / Ct, 2015, Whenever Hotilica
	17	The numbered without any amendment/revision	To form, incorporate or promote any company or companies whether in
	17		India or abroad, having objects which in the opinion of the Company could
			directly or indirectly assist the Company in the management of its business
			or the development of its properties or otherwise prove advantageous to the
			Company and to pay all or any of the costs and expenses incurred in connection
			with any such promotion or incorporation and to remunerate any person or
			company in any manner it shall think fit for services rendered or to be rendered in the formation or promotion of the company or to the conduct of its business
			or in about the promotion of any other company in which the Company may
			have an interest or in the issue of any securities of the company or any company
			promoted by this Company.
13	18	Renumbered without any amendment/revision	
14	19	Renumbered without any amendment/revision	
15	20	To enter into any arrangement with any	
		Government or authority supreme, municipal,	
		local or otherwise, or any person or Company	otherwise, or any person or Company that may seem conducive to the
		that may seem conducive to the company's objects or any of them and to obtain from any	
		such Government Authority, person or company	licences and concessions which the Company may think it desirable to obtain
		any rights, privileges, charters, contracts, licences	and to carry out, exercise and comply therewith.
		and concessions which the Company may think it	
		desirable to obtain and to carry out, exercise and	
		comply therewith	
16	21	Renumbered without any amendment/revision	
17	22	Renumbered without any amendment/revision	
18	23	Renumbered without any amendment/revision	

CI	auses No.	Existing text of the Clause	Proposed text of the Clause
Existing	Proposed		
19	24	Renumbered without any amendment/revision	
20	25	To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interests, by publication of books and periodicals, and by granting prizes, towards and donations.	seem expedient and in particular by advertising in any media, including radió, television, internet and the press by circulars, by purchase and exhibition of
	26		To incur expenditure on market surveys, or engage the services of experts or agents/ brokers to achieve any or all of the objects set out herein, including to investigate and examine into the conditions, prospectus, value, character and circumstances of any business, concern, undertaking, person or persons and generally of any assets, property or rights which the Company proposes to acquire, or to further the interests of the Company.
	27		To acquire services of foreign nationals or any other persons on contract/consultancy basis or enter into arrangements for obtaining know how or technical, financial or other assistance or services, including through collaboration with or under license from foreign individuals, companies, body corporates or such other organizations or persons for the attainment of the objects of the Company.
21	28	Renumbered without any amendment/revision	
22	29	Renumbered without any amendment/revision	
23	30	Renumbered without any amendment/revision	
24	31	Renumbered without any amendment/revision	
25	32	Renumbered without any amendment/revision	
26	33	Renumbered without any amendment/revision	
27	34	Renumbered without any amendment/revision	
Proposed/New cl	auses from 35 to 43 ar	e added in clause III(B)	
		services/ systems/ tools/ technologies/ software, protection of the same, transfer/ exchange of tech research, marketing, business expansion, restruct	in respect of import and export of goods/ materials/ products/ machineries/ intellectual property rights, rights including designs, trade mark, patents and nologies, brand/ image building, public relations and awareness exercise, market uring/ re-organization of business and investment, foreign investment policies, siness interest and investment, Corporate Social Responsibility initiatives and/ or
	36	To deal, in foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concer in that behalf in connection with the business of the company and to make appropriate arrangements in relation to exposur futures, options, forward rate agreements, swaps, caps, floors, collars and any other principal or interest rate hedging arrangement such other instruments as are similar to, or derived from, any of the foregoing whether for the purpose of avoiding a los managing a currency or interest rate exposure or any other exposure or for any other purpose.	
	37	set up, factories, buildings, offices, shops, works, trade, utensils, appliances, apparatus, products, myhich this Company is competent to carry on or commonly dealt in by person engaged in any such	alter, improve, exchange, let out on hire, lease, import, export, remove, repair or plant, machinery, equipment, rigs, platforms/installations, tools, stores, stock-inaterials, substances, articles and things capable of being used in any business required by any customers of or persons having dealings with the Company or business or which may seem capable of being profitably dealt with in connection ender marketable and deal in all products of residual and by-products incidental by the Company.
	38	To carry into effect by such means as the Compan and provide any raw materials and services in conr	y may deem suitable any of the businesses or functions aforesaid and to acquire nection therewith.
	39	or interest therein and any rights over or connected	se, lands, buildings and hereditaments of any nature or description and any estate d with land for the purpose of the Company's business.
	To refer any disputes, claims or demand by or against the Company to arbitration in India or abroad either in or any foreign system of law and to secure and perform arbitral awards and to institute, defend, compromis by or against the Company, its officers or otherwise and to appoint advocates, consultants or advisors in thi		form arbitral awards and to institute, defend, compromise any legal proceedings
	41	Subject to the applicable provisions of the Act to property and offerings or voluntary donations or be or any of the objects of the Company with or with not inconsistent with or derogatory to any of the odonations grants, offerings, legacies and bequests forming part of the property of the Company and	o receive with or without any invitation any gifts of immoveable or moveable equests and legacies either from the shareholders or from any other person for all iout any special conditions provided such receipts or the condition attached are bejects of the Company. Subject to any such conditions as aforesaid, all such gifts, including lands, buildings, and other immoveable properties shall be treated as be applied accordingly. The Directors shall in their absolute discretion be entitled uch gift, donation, grant, offering, legacy or bequest and they shall be at liberty to
	42	To apply for and become a member of trade asso	ociations, societies, chambers of commerce or other professional bodies for the
		promotion of industry, trading or manufacturing.	

By Order of the Board of Directors For Vakrangee Limited

Registered Office:-

"Vakrangee Corporate House", Plot No. 93, Road No. 16, MIDC Marol, Andheri (East), Mumbai – 400093 **Mehul Raval** Company Secretary

> Place: Mumbai August 10, 2018

NOTES:

- 1. The Explanatory Statement pursuant to Section 102 (1) of the Act relating to the Ordinary/Special Businesses to be transacted at the Meeting is annexed hereto. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") of persons seeking appointment/re-appointment as Directors are provided in the Annexure to this Notice.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT 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 person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

- 3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 4. 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.
- 5. (a) The Company has notified closure of Register of Members and Share Transfer Books from Saturday, September 22, 2018 to Friday, September 28, 2018 (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 within 30 days from the date of AGM i.e. September 28, 2018 to those members whose names shall appear on the Company's Register of Members on Friday, September 21, 2018; 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.
- 6. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their address.
- 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 2017-18 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. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is annexed 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.
- 10. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
- 11. The Members/ Claimants whose shares and unclaimed dividends has been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in For IEPF 5 (available on www.iepf.gov.in) alongwith requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.
- 12. 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 Depository Participants.

- 13. 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. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 has decided that Securities of listed Companies can be transferred only in dematerialised form which shall come into force on the One hundred and eightieth day from 08th June, 2018. i.e. on or before 5th December, 2018.
- 16. 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 their PAN details to the Depository Participants with whom they are maintaining Demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059
- 17. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 18. All documents referred to in the Notice shall be open for inspection at the Registered Office of the Company during office hours on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
- 19. The route map showing directions to reach the venue of the 28th Annual General Meeting is annexed herewith the Notice.
- 20. Electronic Copy of the Annual Report 2017-18 is being sent to those Members whose e-mail addresses are registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent in the permitted mode. Members may note that this Annual Report will also be available on the Company's website at www. vakrangee.in

21. E-Voting:

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Obligations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting through Central Depository Services (India) Limited (CDSL) to all members for all the businesses to be transacted at the ensuing General Meeting. The e-voting instructions explaining the process of e-voting have been mentioned in the Notice herewith. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 28, 2018. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting. The voting at the meeting shall be made by Poll.

The Company has appointed Dr. S. K. Jain, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. E-voting is optional.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.vakrangee. in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Instructions to Members for e-voting are as under:

- (i) The voting period begins on Tuesday, September 25, 2018 (9.00 am) and ends on Thursday September 27, 2018 (5.00 pm). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com

- (iii) Click on Shareholders/Members
- (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)	
	• 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.	
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account	
Details OR	or in the company records in order to login.	
Date of Birth (DOB)	• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).	

- (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 of "VAKRANGEE LIMITED".
- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 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 linked in the login 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.
- (xx) In case of members receiving the physical copy:
 - (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
 - (B) The voting period begins on September 25, 2018 at 09.00 AM and ends on September 27, 2018 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) 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.
- (xxi) 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.
- (xxii) All Grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, 25th floor, N.M. Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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

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

Item No.4

The members of the Company had, vide postal ballot resolution dated June 13, 2018, appointed M/s. A. P. Sanzgiri & Co., Chartered Accountants (Firm Registration No. 116293W) as Statutory Auditors of the Company for the financial year 2017 – 18, to fill up casual vacancy caused due to the resignation of M/s. Price Waterhouse & Co Chartered Accountants LLP.

The members may note that pursuant to section 139(8) of the Companies Act, 2013 the term of the Statutory Auditors appointed to fill up casual vacancy caused due to the resignation shall hold office till the conclusion of the next Annual General Meeting.

In view of the above, the Audit Committee and Board of Directors have recommended appointment of M/s. A. P. Sanzgiri & Co., Chartered Accountants (Firm Registration No. 116293W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the fourth consecutive Annual General Meeting.

M/s. A. P. Sanzgiri & Co. Chartered Accountants, being eligible under section 139(1) and other applicable provisions, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The members are requested to consider and approve resolution set out in Item No.4 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No.5

The Securities and Exchange Board of India vide its notification dated May 09, 2018, issued Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as the 'Regulations'). The Regulation 3 (d) (ii) of the Regulations specifies that no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. The said Regulation shall come into force with effect from April 01, 2019.

Mr. Ramesh Joshi (DIN: 00002683), who was reappointed as an Independent Director of the Company at the 24th Annual General Meeting of the Company held on September 30, 2014 for a period of five years, has already attained the age of 75 years. Accordingly, it is proposed to pass special resolution as set out at Item Nos. 5 to enable him to continue his directorship for the respective term of his appointment.

Mr. Ramesh Joshi is a graduate in Economics & Law from the university of Nagpur. In his long and illustrious career he held several leadership positions in the Reserve Bank of India. He was Nominee Director on behalf of RBI on the Boards of Various Banks, and retired as an Executive Director of SEBI. Currently is serving as a senior corporate consultant to various Companies. He is on the Panel of Arbitrators for NSE, BSE, and MCX.

The Board considering benefits of the expertise of Mr. Ramesh Joshi, recommends the resolution for approval of shareholders by way of special resolution.

Mr. Ramesh Joshi is deemed to be interested in the resolution as set out at Item No. 5 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of his shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

It is proposed to amend the Main objects of the Company partially and add certain objects to align the same with the additional business activities. The business activities mentioned in the draft resolution can be conveniently and advantageously combined with the existing business of the Company. It will also facilitate the Company's entry into new business areas as defined therein.

It may be noted that the alterations are in the nature of additions, clarifications, restatements and consolidation of the current clauses and that the scope of the existing clauses remain substantively as before.

Hence, to enable the Company to capitalize on these business opportunities and to make the main object clause of the Memorandum of Association comprehensive, the Board of Directors of the Company in its meeting held on August 10, 2018 has approved, subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 6 of this Notice.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Head Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to the date of declaration of the result of the Annual General Meeting of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 6 for approval of the members as a Special Resolution.

Annexure to Notice

Details of the Director seeking re-appointment in forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Dr. Nishikant Hayatnagarkar
Age	59
Date of Appointment	27/08/1999
Expertise in specific functional areas	Dr. Nishikant Hayatnagarkar is a Doctorate in Computer Science from IIT Powai, Mumbai and is associated with the Company since 1994. He is a well-known personality in the field of microchip designing. He has also developed a voice recognition system, which was widely used in various applications like Tele Banking, Tele Gas Booking, etc. and has also designed and developed a multi-lingual Keyboard and was a consultant to Media Labs Asia - Kamal Rekhi School for Information Technology (IIT Mumbai) for development of Multi-lingual data input device - Marathi language Key Board (Key - Lekh) and E-Lekh (Tablet based Marathi language Input).
Qualifications	Doctorate in Computer Science from IIT Powai, Mumbai
List of Companies in which outside	1. Vakrangee Technologies Limited
Directorship held as on March 31,	2. Vakrangee Finserve Limited
2018(excluding Private and Section 8 Companies)	
Disclosure on inter-se relation with directors	NIL
Chairmanship/ Membership of the	Nil
Committees of Audit Committee and	
Stakeholders Relationship Committee of	
other Indian Public Companies	00000
Equity holding in the Company	99288 shares

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.

ROUTE MAP TO THE AGM VENUE

AGM Venue: The Lalit Plaza, Sahar Airport Road, Andheri (East), Mumbai 400059...

