

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

Date: 31/01/2025

To,

Department of Corporate Relationship BSE LIMITED P J Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 543958	Department of Corporate Relationship National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East) – 400051 Scrip Symbol: VLEGOV
--	--

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith a copy of Notice of Postal Ballot dated 29.01.2025, seeking approval of the members of the Company on the following resolutions through Postal Ballot.

Sr. No.	Description of Resolutions	Type of Resolution
1	Appointment of Mr. Nishikant Kishanrao Hayatnagarkar (DIN:00062638), as Executive Director of the company.	Special Resolution
2	Appointment of Mr. Hari Mohan (DIN:08671182), as an Independent Director of the Company.	Special Resolution
3	Appointment of Mr. Chandra Kailash Vishwakarma (DIN: 10864745), as an Independent Director of the Company.	Special Resolution
4	Appointment of Mr. Anoop Kumar Agrawal (DIN: 07508525), as an Independent Director of the Company.	Special Resolution
5	Approval of Material Related Party Transactions of the Company.	Ordinary Resolution

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 24, 2025 (“Cut-off date”). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has engaged the services of NSDL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Remote E-voting details:		
1	Date and time of commencement of Remote e-voting	9.00 a.m. (IST) on Saturday, February 1, 2025.
2	Date and time of conclusion of Remote e-voting	5.00 p.m. (IST) on Sunday, March 2, 2025

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses. The copy of the said Postal Ballot Notice is being made available on the website of the Company at www.vlegovernance.in . Kindly take note of the above information

We request you to Kindly take the same on your record.

Yours faithfully,

For VL E-Governance & IT Solutions Limited

Nilesh Champalal Wadode

Company Secretary & Compliance Officer

ACS No.: 73702

Encl: A/a

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India)

Notice is hereby given to the members of VL E-Governance & IT Solutions Limited (the “**Company**”) that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (“**remote e-voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023 and No.9/2024 dated September 19,2024 (the “**MCA Circulars**”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. January 24, 2025.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through National Securities Depository Limited (“**NSDL**”), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. January 24, 2025, will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e-voting period commences on Saturday, February 1, 2025, at 9:00 a.m. and ends on Sunday, March 2, 2025, at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website at www.vlegovernance.in, website of stock exchanges (BSE Limited/ BSE) at www.bseindia.com and (National Stock Exchange of Limited/ NSE) at www.nseindia.com and website of NSDL at www.evoting.nsdl.com

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The Board of Directors on January 29, 2025, appointed Mr. Mehul Raval (CP No. 24170), Practicing Company Secretary, as scrutinizer (the “**Scrutinizer**”) to conduct the postal ballot e-voting process in a fair and transparent manner.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer’s Report will be made available on the website of the Company at www.vlegovernance.in and website of NSDL at www.evoting.nsdl.com and shall also be intimated to the stock exchange(s), where the shares of the Company are listed. The resolutions, if passed with the requisite majority through postalballot only through remote e-voting, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. March 02, 2025. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER

1. Appointment of Mr. Nishikant Kishanrao Hayatnagarkar (DIN:00062638), as Executive Director of the company.

To consider and if thought it fit and proper, shall pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Articles of Association (including any statutory modifications or re-enactment thereof for the time being in force), the appointment of Mr. Nishikant Kishanrao Hayatnagarkar (DIN: 00062638) who was appointed as an Additional Director designated as Executive Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Executive Director of the Company, liable to retire by rotation and to hold office for a term of 5 (five) consecutive years i.e., w.e.f. December 04, 2024 to December 03, 2029, and to continue his term on attaining the age of 70 years on December 9, 2028, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

2. Appointment of Mr. Hari Mohan (DIN:08671182), as an Independent Director of the Company

To consider and if thought it fit and proper, shall pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Hari Mohan (DIN:08671182), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., w.e.f. December 04, 2024 to December 03, 2029, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Appointment of Mr. Chandra Kailash Vishwakarma (DIN: 10864745), as an Independent Director of the Company

To consider and if thought it fit and proper, shall pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Chandra Kailash Vishwakarma (DIN: 10864745), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., w.e.f. December 10, 2024 to December 09, 2029, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

4. Appointment of Mr. Anoop Kumar Agrawal (DIN: 07508525), as an Independent Director of the Company.

To consider and if thought it fit and proper, shall pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Anoop Kumar Agrawal (DIN: 07508525), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., w.e.f. December 10, 2024 to December 09, 2029, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Approval of Material Related Party Transactions of the Company

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Vakrangee Limited as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

Sd/-

Nilesh Champalal Wadode

Company Secretary and Compliance Officer

Mumbai,

January 29, 2025

Notes:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on January 24, 2025 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.vlegovernance.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. (BSE) at www.bseindia.com, National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited (NSDL), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. All documents referred to in this notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting. Members seeking to inspect such documents can send an email to info@vlegovernance.in
6. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e. January 24, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
7. The remote e-voting period commences on Saturday, February 01, 2025 at 9:00 a.m. (IST) and ends on Sunday, March 02, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday 24th January 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Sunday, March 02, 2025, at 5:00 p.m. (IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
8. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, March 02, 2025.
10. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced not later than two working days from the conclusion of the e-voting and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

11. The voting results along with Scrutinizer’s report would be published on the website of the Company i.e. www.vlegovernance.in and will be communicated to the Stock Exchanges where the Company’s shares are listed i.e., BSE and NSE.
12. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company’s Registrar and Share Transfer Agent, M/S BigShare Services Private Limited, **Address:** Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Email: info@bigshareonline.com in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
13. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to csme hulraval@gmail.com with a copy marked to evoting@nsdl.com

PROCEDURE FOR REMOTE E-VOTING

- a. The remote e-voting period commences on Saturday, February 1, 2025, at 9:00 a.m. (IST) and ends on Sunday, March 02, 2025, at 5:00 p.m. (IST). During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, 24th January 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- c. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- d. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:





In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

	<p>with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

	<p>www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132861 then user ID is 132861001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmechulraval@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@vlegovernance.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@vlegovernance.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By the Order of Board of Directors
For VL E-Governance & IT Solutions Limited

Sd/-
Nilesh Champalal Wadode
Company Secretary and Compliance Officer

Place: Mumbai
Date: 29/01/2025

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

ITEM 1:

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee have appointed Mr. Nishikant Kishanrao Hayatnagarkar (DIN:00062638) as Additional Director designated as an Executive Director on the Board of the Company w.e.f. December 04, 2024, subject to approval by the Shareholders of the Company.

Mr. Nishikant Kishanrao Hayatnagarkar has extensive professional experience in microchip design and innovation will strengthen the management team, enabling a focused approach to achieving the Company's strategic goals and his appointment will be in the interests of the company.

Details of Mr. Nishikant Kishanrao Hayatnagarkar pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

At present there will be no remuneration payable to him.

Section 196 of the Companies Act, 2013 (Act) inter-alia provides that no company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of 70 years, unless his appointment is approved by a special resolution. On December 9, 2028, Mr. Nishikant Kishanrao Hayatnagarkar will attained the age of 70 years. So to comply with the relevant provisions of the Act, and with his vast experience in the interest of the company, his appointment as Executive Director is sought by Special Resolution.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Nishikant Kishanrao Hayatnagarkar as an Executive Director requires approval of members of the Company. Accordingly, the approval of members is sought his appointment as Executive Director of the Company.

Draft copy of agreement of appointment entered with Mr. Nishikant Kishanrao Hayatnagarkar setting out the terms and conditions of appointment will be available for inspection by the members electronically. Members seeking to inspect the same can send an email to info@vlegovernance.in.

Mr. Nishikant Kishanrao Hayatnagarkar is interested in the resolution set out at Item No.1 of this Postal Ballot Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

ITEM 2 & 3 & 4.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee have appointed Mr. Hari Mohan (DIN: 08671182) as an Additional Director (Non-Executive Independent Director) for a term of five years with effect from December 04, 2024 and Mr. Anoop Kumar Agrawal (DIN: 07508525), Mr. Chandra Kailash Vishwakarma (DIN: 10864745) as an Additional Directors (Non-Executive Independent Directors) of the Company for a term of five years with effect from December 10, 2024, subject to approval by the Shareholders of the Company.

Mr. Hari Mohan has extensive experience in the field of Defense Technologies and Corporate Governance will provide valuable insights, strengthen the Board, and align with the Company's business strategy and future growth roadmap.

Mr. Chandra Kailash Vishwakarma is seasoned aerospace professional and has extensive experience in manufacturing high-precision components for aircraft and helicopter accessories. His experience is expected to provide valuable insights, contributing to the Company's strategic direction and growth trajectory.

Mr. Anoop Kumar Agrawal is an experienced civil engineer and project manager whose experience in project execution, financial modeling, and strategic growth initiatives aligns seamlessly with the company's future strategic plans and vision.

In the opinion of the Board of Directors, Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma, Mr. Anoop Kumar Agrawal fulfils the conditions for appointment as an Independent Directors as specified in the Act and the Listing Regulations. Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma and Mr. Anoop Kumar Agrawal are independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. They have assured the Board of Directors that he will devote as much time as is required for discharging his responsibilities as an Independent Director. In view of the above, the appointment of Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma, Mr. Anoop Kumar Agrawal as an Independent Directors is in the interest of the Company.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

Details of Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma and Mr. Anoop Kumar Agrawal pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma and Mr. Anoop Kumar Agrawal as Independent Directors requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of them as Independent Directors requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for the appointment of Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma and Mr. Anoop Kumar Agrawal as Independent Directors of the Company.

Copy of the letter of appointment issued to Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma and Mr. Anoop Kumar Agrawal setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to info@vlegovernance.in.

Mr. Hari Mohan, Mr. Chandra Kailash Vishwakarma and Mr. Anoop Kumar Agrawal are interested in the resolution set out at Item No. 2, 3 & 4 of this Postal Ballot Notice with regard to their appointment. Relatives of them may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 2, 3 & 4 of this Postal Ballot Notice for approval by the members.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

ITEM No. 5

The Company is engaged in E-Governance and IT/ITES business activities. The annual consolidated turnover of the Company as on March 31, 2024, is Rs. 22.01 Crore. In furtherance of its business activities, the Company have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

All related party transactions of the Company are at arm’s length and in the ordinary course of business.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. All related party transactions as set out in this Postal Ballot Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm’s length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The material related party transactions for which the approval of the members is sought are as follows:

1. Transaction Between the company and Vakrangee Limited for providing B2B business.

The approval of the members pursuant to Item No. 5 is being sought for the related party transactions / contracts/ arrangements set out in table given below:

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”) are set forth below:

Transactions with Vakrangee Limited:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Party Vakrangee Limited Relationship Promoters of VL E-Governance & IT Solutions Limited and Vakrangee Limited are the same and Dinesh Nandwana, director of the company holds more than 2% of the shareholding of Vakrangee Limited.
1.	Name of Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Dinesh Nandwana (Promotor)
2.	Nature or Type of Transaction	a) purchase/sale of Goods and Availing and rendering of services; b) transfer/lease of business asset(s) and/or equipment to meet its business objectives/requirements; c) transfer/render/avail any resources, services or obligations to meet its business objectives/requirements
3.	Tenure, material terms and particulars of proposed transaction	Tenure: from April 1, 2025 to March 31, 2026. The related party transactions are at arm’s length and in the ordinary course of business
4.	Value of the transaction	Upto Rs. 50 Crores.
5.	The indicative base price / current contracted price and the formula for variation in the price if any;	The pricing of these transactions are benchmarked against prevailing market conditions, ensuring they are competitive and reflect standard industry practices.
6.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a	Approximately 227% of the annual turnover of the FY 2023-24.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

	standalone basis shall be additionally provided)	
7.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	All transactions between VL E-Governance & IT Solutions Limited and Vakrangee Limited will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. The pricing and terms of these transactions are benchmarked against prevailing market conditions, ensuring they are competitive and reflect standard industry practices. This arrangement promotes operational synergy, enabling seamless collaboration and enhancing the ease of doing business. Moreover, these transactions are subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee, ensuring compliance with regulatory requirements and safeguarding the interests of the entities.
9.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Approximately 27% of the annual turnover of FY 2023-24.
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Mr. Dinesh Nandwana is deemed to be related in this resolution. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

Annexures to Postal Ballot

Nishikant Kishanrao Hayatnagarkar	
Age	66
Qualifications	Doctorate in Computer Science
Experience (including expertise in specific functional area) / Brief Resume	Mr. Hayatnagarkar is a Doctorate in Computer Science from IIT-Powai, Mumbai and has extensive professional experience in microchip design and innovation. Renowned in the field of microchip designing, Dr. Nishikant has developed a voice recognition system, which is widely used in various applications like Tele Banking Tele Gas Booking, amongst others. He has also designed and developed a Multilingual Keyboard. He is a consultant to Media Labs Asia – Kamal Rekhi School for Information Technology (IIT Mumbai) for the development of a Multilingual data input device – Marathi language Keyboard (Key – Lekh) and E-Lekh (Tablet based Marathi language Input).
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with an explanatory statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	Not Applicable
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	04/12/2024
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	17428 shares.
Relationship with other Directors / Key Managerial Personnel	Nishikant Kishanrao Hayatnagarkar is not related to any Director or KMP of the company.
Number of meetings of the Board attended	1
Directorships of other Boards as on date of Postal Ballot Notice	Vakrangee Finserve Limited Vortex Engineering Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL
Listed entities from which the Director has resigned in the past three years	Vakrangee Limited

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

Hari Mohan	
Age	64
Qualifications	Post Graduate Degree in Mechanical Engineering
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Hari Mohan is a 1982-batch Indian Ordnance Factories Service (IOFS) officer with a post graduate degree in mechanical engineering. In 2019, he has taken over as chairman, Ordinance Factory Board. He was CEO for the Ammunition making Unit at Pune and Main Battle Tanks Manufacturing Unit at Chennai. He has also contributed significantly in various positions at Bharat Heavy Electricals Limited (BHEL) at Haridwar, Vehicle Factory at Jabalpur, Engine Factory and Heavy Vehicles Factory at Avadi, Ammunition Factory at Khadki, and Ordnance Factories at Bolangir, Chanda, and Dehu Road, apart from OFB New Delhi Office and Ministry of Steel and Ministry of Mines and significantly contributed to the modernisation of steel plants of the Steel Authority of India limited (SAIL) during his tenure in ministries of Steel and Mines.</p> <p>As a technocrat, he had been part of the many Government Delegations deputed to various countries for international cooperation in the field of Defense Technologies. Throughout his 39- year career with the OFB, he has worked extensively in the manufacturing of armored infantry vehicles, artillery, battle tanks, small arms, and ammunition. He has demonstrated a strong aptitude for project management and corporate governance, among other areas, and was honored with the 'Ayudh Ratna' award for his exemplary service at the Heavy Vehicles Factory (HVF).</p>
Terms and Conditions of Appointment	As per the resolution set out at Item No. 2 of this Postal Ballot Notice read with an explanatory statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	Not applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	04/12/2024
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL
Relationship with other Directors / Key Managerial Personnel	Mr. Hari Mohan is not related to any Director or KMP of the company.
Number of meetings of the Board attended	1
Directorships of other Boards as on date of Postal Ballot Notice	NIL

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL
Listed entities from which the Director has resigned in the past three years	NIL

Chandra Kailash Vishwakarma	
Age	68
Qualifications	Bachler of Engineering in Mechanical, Post Graduate Diploma in Marketing.
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Vishwakarma is a topper in Mechanical Engineering from M.M.M. Engineering College (1976) and holder of a PGDM in Marketing (1999), he has received specialized training from Hindustan Aeronautics Limited (HAL) as well as international institutions in France and Russia. With over four decades of distinguished experience in aerospace and defense, Mr. Vishwakarma is a seasoned expert in the manufacturing, repair, and management of aircraft and helicopter accessories. His significant contributions to key defense projects, including the development of SU-30 fighter aircraft accessories, have reinforced India's defense capabilities.</p> <p>He was Retired as Executive Director (Coordination) at Hindustan Aeronautics Limited (HAL), New Delhi, he played a pivotal role in liaising with the Ministry of Defense for critical procurement and negotiation processes, ensuring seamless collaboration between HAL and the government to strengthen India's defense infrastructure.</p> <p>His illustrious career at HAL is marked by a progression through highly responsible roles. As General Manager of the Accessories Division at HAL, Lucknow, he spearheaded operations for the production and management of over 1,000 types of sophisticated aircraft accessories, showcasing his technical acumen and operational leadership. Earlier, as Head of Management Services at HAL, Kanpur, he demonstrated exceptional strategic and organizational skills, contributing significantly to the division's efficiency and effectiveness.</p> <p>Widely recognized for his technical expertise, strategic foresight, and leadership, Mr. Vishwakarma has significantly contributed to defense projects, including the development of SU-30 fighter aircraft accessories. He is an active member of professional organizations like the Aeronautical Society of India and the Council of Science and Technology, UP.</p>
Terms and Conditions of Appointment	As per the resolution set out at Item No. 3 of this Postal Ballot Notice read with an explanatory statement pursuant to Section 102 of the Act.

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

Remuneration last drawn (including sitting fees, if any) (FY2023-24)	1
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	10/12/2024
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL
Relationship with other Directors / Key Managerial Personnel	Mr. Chandra Kailash Vishwakarma is not related to any Director or KMP of the company.
Number of meetings of the Board attended	1
Directorships of other Boards as on date of Postal Ballot Notice	NIL
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL
Listed entities from which the Director has resigned in the past three years	NIL

Anoop Kumar Agrawal	
Age	63
Qualifications	B.Tech, Civil Engineering
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Anoop Kumar Agrawal is a graduate of IIT Delhi (B.Tech, Civil Engineering, 1985) and an accomplished civil engineer and former Indian Railway Service of Engineers (IRSE) officer, has over 34 years of expertise in rail infrastructure, metro systems, and ropeway projects.</p> <p>He has held key leadership roles, including Executive Director at National High-Speed Rail Corporation Limited (NHSRCL), where he advanced India’s high-speed rail projects, and Managing Director of the Indian Port Rail and Ropeway Corporation (IPRCL), successfully executing mega projects. Renowned for his proficiency in project management, PPP financing, and technical innovation, he has contributed significantly to metro rail, bullet train, and ropeway developments. He has also served as group general manager at RVNL, Mumbai.</p> <p>Mr. Agrawal has been involved in several planning and execution related railways and port projects such as development projects at Dahej and</p>

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

“Vakrangee Corporate House” | Plot No. 93 | Road No.16 |
M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |
Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |
Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

	<p>Dighi ports, connectivity projects at Rewas and Nandgaon ports, Mumbai-Chennai railway network line doubling project funded by ADB, Borivali-Virar line quadrupling on the Mumbai suburban rail network funded by World Bank.</p> <p>A recipient of multiple awards, including a Gold Medal from the Railway Staff College, he has undergone global management training and is a member of prestigious engineering and logistics institutions. Currently, he advises on critical infrastructure projects, integrating international best practices.</p>
Terms and Conditions of Appointment	As per the resolution set out at Item No. 3 of this Postal Ballot Notice read with an explanatory statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	Not Applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	10/12/2024
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	800 shares
Relationship with other Directors / Key Managerial Personnel	Mr. Anoop Kumar Agrawal is not related to any Director or KMP of the company.
Number of meetings of the Board attended	1
Directorships of other Boards as on date of Postal Ballot Notice	NIL
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL
Listed entities from which the Director has resigned in the past three years	NIL