

November 19, 2019

To,

Corporate Relationship Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

NSE Symbol: VAKRANGEE

Dear Sir/Madam,

Ref:

- (i) Our latter dated November 13, 2019 intimating outcome of Board Meeting; and
- (ii) Your email dated November 18, 2019 seeking clarification on merger of two wholly owned subsidiaries of the Vakrangee Limited i.e. M/s. Vakrangee Finserve Limited ("Transferor Company") and M/s. Vakrangee Logistics Private Limited ("Transferor Company"), with Vakrangee Limited ("Transferee Company").

With reference to your above cited e-mail, we would like to state that the Board at its meeting held on November 13, 2019 inter alia approved in principle on merger of two wholly owned subsidiaries of the Vakrangee Limited i.e. M/s. Vakrangee Finserve Limited ("Transferor Company") and M/s. Vakrangee Logistics Private Limited ("Transferor Company"), with Vakrangee Limited ("Transferee Company").

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2019 disclosure as per regulation 30 should be given on approval of Scheme of Arrangement for amalgamation/ merger/ demerger/restructuring.



Hence, the Company in its outcome dated November 13, 2019, specifically mentioned that "detailed disclosure under Reg. 30 of SEBI LODR 2015 will be submitted on consideration and approval of the Scheme of amalgamation by the Board."

However, in reply to your above mail, kindly find our clarification attached herewith as Annexure "A".

Please take the above on your records.

Thanking you,

Yours faithfully,

For Vakrangee Limited



Anil Khanna
Managing Director & Group CEO
(DIN: 01334483)



Annexure - A

S. No	Particulars	Description												
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	The proposed merger is between Vakrangee Finserve Limited ("Transferor Company"/ "VFL") and Vakrangee Logistics Private Limited ("Transferor Company"/"VLPL") with Vakrangee Limited ("Transferee Company"/"VL"). Both the Transferor Companies are Wholly Owned Subsidiary of the Transferee Company. Transferor Companies and Transferee Company are incorporated under Companies Act, 1956/2013, having its Registered Office at Vakrangee Corporate House, Plot No.93, Road No.16, M.I.D.C. Marol, Andheri – (E) Mumbai – 400093. Below are the brief details of Transferor and Transferee Companies as on 31st March, 2019. <table border="1"> <thead> <tr> <th>Company name</th><th>Net Worth</th><th>Turnover</th></tr> </thead> <tbody> <tr> <td>Vakrangee Limited</td><td>Rs.25,86,54,94,000/-</td><td>Rs.14,49,77,39,000/-</td></tr> <tr> <td>VFL</td><td>Rs.29,52,05,849/-</td><td>Rs.61,93,30,307/-</td></tr> <tr> <td>VLPL</td><td>Rs. 9,01,33,510/-</td><td>Rs.22,09,020.98/-</td></tr> </tbody> </table>	Company name	Net Worth	Turnover	Vakrangee Limited	Rs.25,86,54,94,000/-	Rs.14,49,77,39,000/-	VFL	Rs.29,52,05,849/-	Rs.61,93,30,307/-	VLPL	Rs. 9,01,33,510/-	Rs.22,09,020.98/-
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VLPL	Rs. 9,01,33,510/-	Rs.22,09,020.98/-												
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Both the Transferor Companies are Wholly Owned Subsidiary of the Transferee Company. The proposed merger does not fall within the purview of related party transactions. Further, as per the regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed merger.												
3	Area of business of the entity(ies);	Vakrangee Finserve Limited is engaged in providing financial inclusion services through its business correspondent agents. Vakrangee Logistics Private Limited is engaged in providing last mile delivery services of parcels on behalf of e-commerce entities and courier booking services. Vakrangee Limited is engaged in providing diverse												



		solutions, activities in e-governance, e-commerce, white label ATM, Financial services (including banking) and logistics sector, including bullion and Jewellery, through its Vakrangee Kendra (on B2B and B2C basis) with special competencies in handling massive, multi-state, and e-governance enrollment projects, data digitization, software and license.
4	Rationale for merger	➤ Integration of business operations to provide impetus to the operations of the Transferee Company that would enable to operate under single brand umbrella; ➤ Enable the Transferee Company to use the resources of the Transferor Companies and generate synergy in operations; ➤ Reduce the operational, financial and administrative costs to achieve economy of operations; ➤ Facilitate administrative convenience and ensure optimum utilization of available services and resources; ➤ Efficient and focused management control and system; and ➤ Provide mutual operational benefits to the Transferor and Transferee companies which would be in the best interest of all the stakeholders.
5	In case of cash consideration – amount or otherwise share exchange ratio	There is no cash consideration involved. The Transferor Companies are wholly owned subsidiary of the Transferee Company and the entire share capital of the Transferor Companies are held by the Transferee Company and its nominees. Therefore, upon the Scheme becoming effective, all shares held by the Transferee Company and its nominees in the share capital of the Transferor Companies as on the effective date shall stand cancelled, without any further act or deed.
6	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of the Transferee Company as no shares are being issued by the Transferee Company in connection with the Scheme.

Note: Any change in above information, if any, at the time of approval of Scheme of Merger, shall be separately intimated to the Shareholders pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

