

VKL/C&L/2024/035

September 04 ,2024

To,

<b>Department of Corporate Relationship BSE Ltd.</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001  Scrip Code: 511431	<b>Corporate Relationship Department National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051  Symbol: VAKRANGEE
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Dear Sir/Madam,

**Sub: - Notice of 34<sup>th</sup> Annual General Meeting ("AGM") of the Company.**

Please find enclosed herewith the Notice of 34<sup>th</sup> AGM of Vakrangee Limited scheduled to be held on Friday, 27<sup>th</sup> September 2024, at 11.00 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice of the AGM is also available on the website of the Company at:

[https://vakrangee.in/annual\\_general\\_meetings.html](https://vakrangee.in/annual_general_meetings.html)

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Kindly take the information on your record.

Thanking you,

Yours faithfully,

For **Vakrangee Limited**

**Amit Gadgil**  
**Company Secretary**  
**ACS:49442**



# Notice

## 34<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth Annual General Meeting ("AGM") of the Members of Vakrangee Limited will be held on Friday, September 27, 2024 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered office of the Company at "Vakrangee Corporate House", Plot No. 93, Road No. 16, MIDC Marol, Andheri (East), Mumbai – 400093 to transact the 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, 2024, together with the Report of Board of Directors and Auditors thereon.
2. To declare final dividend of ₹0.05/- (5%) per equity shares of ₹1/- each for the financial year ended March 31, 2024.

### SPECIAL BUSINESS:

3. **Appointment of Ms. Divya Nandwana (DIN:08085537) as an Executive Chairperson of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and along with the applicable Regulation 17 of SEBI(Listing and Disclosure requirements),2015, the approval of members of the Company be and is hereby accorded for the appointment of Ms. Divya Nandwana (DIN:08085537) as an Executive Director and designated as an Executive Chairperson of the Company, liable to retire by rotation, for a period of five

years and remuneration for period of 3 years effective from 12<sup>th</sup> August,2024 (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of her appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Ms. Divya Nandwana.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals and/ or file forms -statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. **Appointment of Mr. Vedant Nandwana (DIN:08420950) as Managing Director of the Company.**

To Consider and thought fit, to pass with or without modifications the following resolution as Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and along with the applicable Regulation 17 of SEBI (Listing and Disclosure requirements),2015 the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Vedant Nandwana (DIN:08085537) as Managing



Director of the Company for a period of 5 Years liable to retire by rotation and remuneration for a period of 3 years with effect from 12<sup>th</sup> August ,2024 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Vedant Nandwana.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals and/ or file forms - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**5. Appointment of Mr. Amit Sabarwal (DIN: 06478938) as an Executive Director and Group CEO of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and the rules made there under, as amended from time to time, read with Schedule V to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and along with the applicable Regulation 17 of SEBI (Listing and Disclosure requirements),2015, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Amit Sabarwal (DIN: 06478938) as Executive Director and Group CEO of the Company, for a period of five years liable to retire by rotation, and remuneration for the period of 3 years

with effect from 12<sup>th</sup> August, 2024 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Amit Sabarwal.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals and/or file forms - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and ratify deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

**6. Appointment of Mr. S.N Kaushik (DIN: 08204746) as an Independent Director of the Company.**

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 149, 152 and 161(1) of the Companies Act, 2013 (the Act) and Companies(Appointment and Qualification of Directors) Rules,2014 read with Schedule IV to the act read with regulation 16(1)(b),17 and 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. S.N Kaushik (DIN: 08204746), who on recommendation of Nomination and Remuneration and Compensation Committee, was appointed as an Additional Director and designated as an Independent Director of the Company by the Board of Directors at their Meeting held on 12<sup>th</sup> August, 2024 and who holds office pursuant to the provisions of section 161 of the Companies Act,2013 upto to the date of this Annual

General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five consecutive years commencing from August 12,2024.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for filing forms and/or for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**7. Appointment of Ms. Savita Keni (DIN: 10733044) as an Independent Director of the Company.**

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 149, 152 and 161(1) of the Companies Act, 2013 (the Act), and Companies(Appointment and Qualification of Directors) Rules,2014 read with Schedule IV to the act read with regulation 16(1)(b),17

and 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Ms. Savita Keni (DIN: 10733044), who on recommendation of Nomination and Remuneration and Compensation Committee, was appointed as an Additional Director and designated as an Independent Director of the Company by the Board of Directors at their Meeting held on 12<sup>th</sup> August, 2024 and who holds office pursuant to the provisions of section 161 of the Companies Act,2013 upto to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five consecutive years commencing from August 12,2024.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for filing forms and/or obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

Mumbai,  
Date: 30<sup>th</sup> August, 2024

**Registered Office: -**

“Vakrangee Corporate House”, Plot No. 93,  
Road No. 16, MIDC Marol,  
Andheri (East), Mumbai – 400093.

By order of the Board of Directors,  
**Amit Gadgil**  
Company Secretary & Compliance officer



## Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.vakrangee.in](http://www.vakrangee.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM are provided as an annexure to the Notice.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. (a)The Company has notified closure of Register of Members and Share Transfer Books from Saturday, September 21, 2024 to Friday, September 27, 2024

- (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 27, 2024 to those members whose names shall appear on the Company's Register of Members on September 20, 2024; and 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.
- (c) Final Dividend, if approved by the Shareholders at the AGM, will be paid electronically through various online transfer modes to those Shareholders who have updated their bank account details with the Company's Registrar and Share Transfer Agent / Depository Participants. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses through postal facility as per the availability. To avoid delay in receiving dividend and to receive the dividend directly into their bank account on the payout date, Shareholders are requested to update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) along with a copy of cancelled cheque with the Shareholder's name, to Bigshare Services Private Limited ("Bigshare"), the Company's Registrar and Share Transfer Agent, at its website (at [www.bigshareonline.com](http://www.bigshareonline.com)), in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.
12. 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 postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  13. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
  14. Members desirous of getting any information in relation to the Company's Annual Report 2023-24 or who would like to express their views / have questions 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 through e-mail on [info@vkrangee.in](mailto:info@vkrangee.in). These queries will be replied to by the company suitably by email.
  15. 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.
  16. 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 Form 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with 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.
  17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://vkrangee.in/pdf/SEBI/INFO-SHARES-IN-PHYSICAL-FORM.pdf> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
  18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only





through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.vakrangee.in](http://www.vakrangee.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com>.

Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Bigshare Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

For any communication, the Members may also send requests to the Company's email ID: [info@vakrangee.in](mailto:info@vakrangee.in)

19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Bigshare Services Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

Resident individual Shareholder with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at the rate of 20% (twenty per cent) as per the provisions of the Income Tax Act and/or Rules framed thereunder.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Shareholders can send Form 15G / 15H and Form 10F, along with the requisite supporting documents to the registrar Bigshare ([tds@bigshareonline.com](mailto:tds@bigshareonline.com)). The Shareholders may also download these forms from Bigshare's website and send physical copies of the duly filled forms/documents to Bigshare's Registered Office at Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Thursday, September 19, 2024 by 11.59 p.m. (IST) to Bigshare. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

In case of any queries / difficulties in submission of these forms, Shareholders may write to Bigshare at [tds@bigshareonline.com](mailto:tds@bigshareonline.com).

It may please be noted that no claim shall lie against the Company/Registrar for such taxes deducted

20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The Company has appointed Mr. Mehul Raval, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.  
  
The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days from 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 authorised by him in writing, who shall countersign the same.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.vakrangee.in](http://www.vakrangee.in) and on the website of NSDL 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.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 24, 2024 at 09:00 A.M. and ends on Thursday, September 26, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 20, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 20, 2024.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p>







Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

#### **B) Login Method for e-Voting and joining virtual meeting 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.
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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 130616 then user ID is 130616001***.

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 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'.
  - 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:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

### 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](mailto:csmechulraval@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto: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@vakrangee.in](mailto:info@vakrangee.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@vakrangee.in](mailto:info@vakrangee.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### Explanatory Statement in pursuance of Section 102(1) of the Companies Act, 2013.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

#### Item No. 3: Appointment of Ms. Divya Nandwana (DIN:08085537) as an Executive Chairperson of the Company.

In view of the resignation of Mr. Ramesh Joshi – Chairman of the Company and Mr. Dinesh Nandwana – Managing Director of the Company and his subsequent appointment as Chairman Emeritus, it is being proposed that Ms. Divya Nandwana to take over the position of Chairperson of the Company.

Further, in the continued efforts in succession planning of the Business and passing the legacy to the next generation having capability to take forward the business and also having the relevant industry experience it is proposed to appoint Ms. Divya Nandwana as an Executive Chairperson of the Company.

Subsequent to the recommendation by Nomination & Remuneration & Compensation Committee (NRC) and in this connection Section 102(2) of the Companies Act, 2013 provides inter alia that the remuneration payable to the Directors of the Company including any Executive Director, Managing Director or Whole Time Director shall be determined in accordance with and subject to the provisions of Section 197 either by the Articles of the company or by a resolution or if the Articles so require by a Special Resolution passed by the company in General Meeting. Accordingly, this resolution has been proposed in terms of Section 197 read with Schedule V of the Act.

The Brief Profile of Ms. Divya Nandwana and other details in compliance with schedule V of the Companies Act, 2013 are provided below:

Ms. Divya Nandwana is B.Tech from IIT Guwahati of 2014 batch. She has experience of over a decade in the Fintech Industry. She has also played vital role in strategic management, operations and management consulting. Ms. Divya Nandwana is functioning in a professional capacity possessing expertise and specialized knowledge in running the Company. She has been driving the overall business at Vakrangee. She is fully committed and will continue to play an active role in the Business strategy and operations.

The Detailed Structure of the remuneration paid to chairperson i.e Ms Divya Nandwana is as under:

#### Salary / Remuneration :

Components	CTC	
	Monthly	Annually
Basic	4,20,000	50,40,000
Dearness Allowance (DA)	5,000	60,000
HRA	1,70,000	20,40,000
Conveyance	1,600	19,200
Special Allowance	1,51,061	18,12,732
MEDICAL	1,250	15,000
Other Allow	1,250	15,000
Education Allow.	200	2,400
<b>Gross Salary</b>	<b>7,50,361</b>	<b>90,04,332</b>
Bonus – (Paid Annually)	62,530	7,50,360
PF @ 13%	0	0
Gratuity @ 4.81%	20443	2,45,316
<b>Total CTC</b>	<b>8,33,334</b>	<b>1,00,00,008</b>

In addition to the above Ms. Divya Nandwana shall be entitled to the following:

- Ms. Divya Nandwana shall be entitled with one chauffer driven car for official and personal use provided by the company.
- Ms. Divya Nandwana shall be entitled for a club membership for self and family.
- Further as per the Band and Level, Ms. Divya Nandwana shall be entitled for a Group Mediciclaim Policy of ₹5,00,000 per annum for self, spouse and 2 children.
- Ms. Divya Nandwana shall also be entitled for a Term Policy with a coverage of ₹1,00,00,000.

- e. Ms. Divya Nandwana shall be eligible for all other benefits as per the prevailing company policies.
- f. Ms. Divya Nandwana may be provided with company accommodation in lieu of House Rent Allowance.

Considering her capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 12<sup>th</sup> August, 2024, decided to recommend appointment of Ms. Divya Nandwana as Executive Chairperson of the Board, designated as "Chairman & Executive Director" for term of 5 years w. e. f. 12<sup>th</sup> August, 2024, on the terms and condition stated in the resolution appearing under special business.

The draft agreement between the Company and Ms. Divya Nandwana providing the terms and conditions of his appointment is available for inspection by the members at the Registered Office of the Company Business working hours.

A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Ms. Divya Nandwana appointment for the office of Executive Chairperson of the Company.

Ms. Divya Nandwana is deemed to be interested in the resolution as set out in Item No. 3 of the Notice. Her relatives may also be deemed to be interested in the said respective 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 and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolutions set out at Item No.3 of the Notice for approval by the shareholder.

#### **ITEM NO. 4: - Appointment of Mr. Vedant Nandwana (DIN: 08420950) as Managing Director of the Company.**

In view of the resignation of Mr. Joshi – Chairman of the Company and Mr. Dinesh Nandwana – Managing generation having capability to take forward the business and also having the relevant industry Director of the Company and his subsequent appointment as Chairman Emeritus, it is being proposed that Ms. Vedant Nandwana to take over the position of Managing Director of the Company.

Further, in the continued efforts in succession planning of the Business and passing the legacy to the next experience it is proposed to appoint Mr. Vedant Nandwana as an Additional Director designated as Managing Director of the Company.

Subsequent to the recommendation by Nomination & Remuneration & Compensation Committee (NRC) and in this connection Section 102(2) of the Companies Act, 2013 provides inter alia that the remuneration payable to the Directors of the Company including any Executive Director, Managing Director or Whole Time Director shall be determined in accordance with and subject to the provisions of Section 197 either by the Articles of the company or by a resolution or if the Articles so require by a Special Resolution passed by the company in General Meeting. Accordingly, this resolution has been proposed in terms of Section 197 read with Schedule V of the Act.

The Brief Profile of Mr. Vedant Nandwana and other details in compliance with schedule V of the Companies Act, 2013 are provided below:

Mr. Vedant Nandwana is Chartered Accountant by qualification. Further to his education he has also done CFA. He has vast experience in Fintech Industry and also have the skillset of strategic management and operations. Mr. Vedant Nandwana is functioning in a professional capacity possessing expertise and specialized knowledge in running the Company. He has been driving the overall business at Vakrangee. He is fully committed and will continue to play an active role in the Business strategy and operations.



The Detailed Structure of the remuneration paid to Mr. Vedant Nandwana is as under:

Components	CTC	
	Monthly	Annually
Basic	2,50,000	30,00,000
Dearness Allowance (DA)	5,000	60,000
HRA	1,02,000	12,24,000
Conveyance	1,600	19,200
Special Allowance	88,916	10,66,992
MEDICAL	1,250	15,000
Other Allow	1,250	15,000
Education Allow.	200	2,400
<b>Gross Salary</b>	<b>4,50,216</b>	<b>54,02,592</b>
Bonus – (Paid Annually)	37,518	4,50,216
PF @ 13%	0	0
Gratuity @ 4.81%	12266	1,47,192
<b>Total CTC</b>	<b>5,00,000</b>	<b>60,00,000</b>

In addition to the above Mr. Vedant shall be entitled to the following:

- Mr. Vedant Nandwana shall be entitled with one chauffeur driven car for official and personal use provided by the company.
- Mr. Vedant Nandwana shall be entitled for a club membership for self and family.
- Further as per the Band and Level, Mr. Vedant Nandwana shall be entitled for a Group Medclaim Policy of ₹5,00,000 per annum for self, spouse and 2 children.
- Mr. Vedant Nandwana shall also be entitled for a Term Policy with a coverage of ₹1,00,00,000.
- Mr. Vedant Nandwana shall be eligible for all other benefits as per the prevailing company policies.
- Mr. Vedant Nandwana may be provided with company accommodation in lieu of House Rent Allowance.

Considering his capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 12<sup>th</sup> August, 2024, decided to recommend appointment of Mr. Vedant Nandwana as Managing Director on the Board, designated as "Managing Director" for term of 5 years w. e. f. 12<sup>th</sup> August, 2024, on the terms and condition stated in the resolution appearing under special business.

The draft agreement between the Company and Mr. Vedant Nandwana providing the terms and conditions of his appointment is available for inspection by the members at the Registered Office of the Company Business working hours.

A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Vedant Nandwana appointment for the office of Managing Director of the Company.

Mr. Vedant Nandwana is deemed to be interested in the resolution as set out in Item No. 4 of the Notice. His relatives may also be deemed to be interested in the said respective 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 and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolutions set out at Item No.4 of the Notice for approval by the shareholder.



### ITEM NO. 5: Appointment of Mr. Amit Sabarwal (DIN: 06478938) as an Executive Director and Group CEO of the Company.

In view of the resignation of Mr. Joshi – Chairman of the Company and Mr. Dinesh Nandwana – Managing Director of the Company and his subsequent appointment as Chairman Emeritus, it is being proposed that Mr. Amit Sabarwal to take over the position of Executive Director and Group CEO of the Company.

In view of the long term relation and vital contribution made by Mr. Sabarwal to the Company's growth and also having the relevant industry experience it is proposed to appoint Mr. Amit Sabarwal (DIN: 06478938) as an Additional Director designated as Executive Director of the Company.

Subsequent to the recommendation by Nomination & Remuneration & Compensation Committee (NRC) and in this connection Section 102(2) of the Companies Act, 2013 provides inter alia that the remuneration payable to the Directors of the Company including any Executive Director, Managing Director or Whole Time Director shall be determined in accordance with and subject to the provisions of Section 197 either by the Articles of the company or by a resolution or if the Articles so require by a Special Resolution passed by the company in General Meeting. Accordingly, this resolution has been proposed in terms of Section 197 read with Schedule V of the Act.

The Brief Profile of Mr. Amit Sabarwal and other details in compliance with schedule V of the companies act, 2013 are provided below:

Mr. Amit Sabarwal is a finance professional with over more than 15 years & holds a BE degree in IT and an MBA degree in Finance. He has been associated with Vakrangee since 2015 & was earlier heading company's core strategy. Prior to Vakrangee, he was the CEO and Director at Dickenson Seagull IR.

The Detailed Structure of the remuneration paid to Mr. Amit Sabarwal is as under:

#### Salary / Remuneration :

Components	CTC	
	Monthly	Annually
Basic	12,09,530	1,45,14,360
Dearness Allowance (DA)	5,000	60,000
HRA	4,85,812	58,29,744
Conveyance	1,600	19,200
Special Allowance	3,93,480	47,21,760
MEDICAL	1,250	15,000
Other Allow	1,250	15,000
Education Allow.	200	2,400
<b>Gross Salary</b>	<b>20,98,122</b>	<b>2,51,77,464</b>
Bonus – (Paid Annually)	1,74,844	20,98,128
PF @ 13%	1,950	23,400
Gratuity @ 4.81%	58,419	7,01,028
<b>Total CTC</b>	<b>23,33,335</b>	<b>2,80,00,020</b>

In addition to the above Mr. Amit Sabarwal shall be entitled to the following:

- Mr. Amit Sabarwal shall be entitled with one chauffer driven car for official and personal use provided by the company.
- Mr. Amit Sabarwal shall be entitled for a club membership for self and family.
- Further as per the Band and Level, Mr. Amit Sabarwal shall be entitled for a Group Medclaim Policy of ₹5,00,000 per annum for self, spouse and 2 children.
- Mr. Amit Sabarwal shall also be entitled for a Term Policy with a coverage of ₹1,00,00,000.
- Mr. Amit Sabarwal shall be eligible for all other benefits as per the prevailing company policies.
- Mr. Amit Sabarwal may be provided with company accommodation in lieu of House Rent Allowance.



Considering his capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 12<sup>th</sup> August, 2024, decided to recommend appointment of Mr. Amit Sabarwal as Executive Director and Group CEO of the Board, designated as “Executive Director and Group CEO” for term of 5 years w. e. f. 12<sup>th</sup> August, 2024, on the terms and condition stated in the resolution appearing under special business.

The draft agreement between the Company and Mr. Amit Sabarwal providing the terms and conditions of his appointment is available for inspection by the members at the Registered Office of the Company Business working hours.

A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Amit Sabarwal appointment for the office of Executive Director of the Company.

Mr. Amit Sabarwal is deemed to be interested in the resolution as set out in 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, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholder.

#### **ITEM NO. 6 & 7: Appointment of Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) as an Independent Director of the Company.**

The Board at the meeting held on 12<sup>th</sup> August, 2024 have appointed Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) as Independent Directors on the Board of the Company, for five consecutive term of 5(five) years w.e.f. 12<sup>th</sup> August, 2024. As per section 149(10) of the Companies Act 2013 these independent directors can hold the office of Independent Directors for maximum 2 terms of five consecutive years on the Board of a company.

As part of the succession planning for the Company’s Non-Executive Independent Directors, the Nomination & Remuneration Committee (“NRC”) has identified suitable candidates for these positions.

The NRC, reviewed candidatures of Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044). The committee reviewed the disclosures and declarations received from them and concluded that they were fit and proper to be appointed as Independent Directors of the Company.

The NRC noted that Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) have the requisite qualification, skills, experience and expertise in specific functional areas, prescribed under the provisions of the Companies Act 2013, the SEBI(LODR) Regulation 2015 and other applicable provisions, as amended, which are beneficial to the business interest of the Company, and accordingly recommended to the Board the appointment of Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044), as the Additional Directors designated as Non-Executive Independent Directors on the Board of the Company.

The Board of Directors on the recommendation made by NRC, appointed Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044), as an additional directors designated as an Non-Executive Independent Director of the Company, not be liable to retire by rotation, who shall hold office up to the date of this Annual General Meeting.

It is proposed to appoint Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044), as an additional directors designated as an Non-Executive Independent Directors of the Company under Section 149 of the Companies Act, 2013 read with Regulation 16 (1) (b) of the Listing Regulations to hold office for 5 (five) consecutive years.

Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) are not disqualified from being appointed as Director, in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director of the Company.

The Company has also received declarations from Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and read with Regulation 16 (1)(b) of the Listing Regulation. In the opinion of the Board, Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) fulfills the conditions for appointment as Independent Non-Executive Directors as specified in the Companies Act, 2013 and the Listing Regulations.

Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) are registered as an Independent Director, in terms of the relevant provisions of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

Copy of the letter for appointment of Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during the Business Working hours.

The Non-Executive Independent Directors shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of Directors. The Non-Executive Independent Directors shall adhere to the Vakrangee Limited's Code of Conduct for Directors and Management Personnel.

Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) are interested in the resolution set out at Item No. 6 & 7, respectively of the Notice with regard to their appointment. The relatives of Mr. S.N Kaushik (DIN: 08204746) and Ms. Savita Keni (DIN: 10733044) may be deemed to be interested in the special resolution set out at Item No.6 & 7, respectively of the Notice, 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 this resolutions.

The Board recommends the Special Resolutions set out at Item No.6 & 7 of the Notice for approval by the shareholders.



Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

**1) General Information:**

- a) Nature of Industry:  
Technology, consumer retail, Banking & ATM
- b) Date or expected date of commencement of commercial production:  
Not applicable (Company is an existing company).
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:  
Not Applicable
- d) Financial performance:

(₹ in Lakhs except EPS and per share data)

Particulars	Standalone		Consolidated	
	2023 - 2024	2022-2023	2023 - 2024	2022-2023
Sales and other income	18551.31	16553.98	21492.10	19870.48
EBITDA	2860.05	1930.44	2926.52	1970.91
Profit before tax	519.80	227.55	586.27	268.02
Provision for Income Tax	94.51	58.78	112.38	58.78
Provision for Deferred Tax	38.63	108.76	38.63	108.76
Tax for earlier Year	0	0	0	0
MAT Credit Entitlement	0	0	0	0
Profit after tax	386.66	60.01	435.26	100.48
EPS (Rs.)				
Basic	0.04	0.01	0.04	0.01
Diluted	0.04	0.01	0.04	0.01

**e) Foreign investments or collaborations, if any:**

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FIIs)/ Foreign Portfolio

Investors (FPIs) acquired through secondary market. There is no foreign collaboration in the Company.

## 2) Information about the appointee:

Particulars	Ms. Divya Nandwana	Mr. Vedant Nandwana	Mr. Amit Sabarwal
Background details	Mr. Divya Nandwana has joined Vakrangee as an Executive Director and Chairperson of the Company w.e.f 12 <sup>th</sup> August, 2024. She holds B.tech Degree from IIT Guwahati. She is the key person and has knowledge in driving the business of the Company.	Mr. Vedant Nandwana has joined Vakrangee as Managing Director of the company w.e.f 12 <sup>th</sup> August, 2024. He holds Chartered accountant Degree and also done CFA. He has good Skills and can contribute to the progress of the company in future.	Mr. Amit Sabarwal has joined Vakrangee as Executive Director and Group CEO of the company w.e.f 12 <sup>th</sup> August, 2024. Mr. Amit Sabarwal is a finance professional with over more than 15 years & holds a BE degree in IT and an MBA degree in Finance. He has been associated with Vakrangee since 2015 & was earlier heading company's core strategy. Prior to Vakrangee, he was the CEO and Director at Dickenson Seagull IR.
Past Remuneration	NA	NA	NA
Recognition or Awards	NA	NA	NA
Job Profitability and suitability	Ms. Divya Nandwana is B.Tech from IIT Guwahati of 2014 batch. She has experience of over a decade in the Fintech Industry. She has also played vital role in strategic management, operations and management consulting.	Mr. Vedant Nandwana is Chartered Accountant by qualification. Further to his education he has also done CFA. He has vast experience in Fintech Industry and also have the skillset of strategic management and operations.	Mr. Amit Sabarwal is a finance professional with over more than 15 years & holds a BE degree in IT and an MBA degree in Finance. He has been associated with Vakrangee since 2015 & was earlier heading company's core strategy. Prior to Vakrangee, he was the CEO and Director at Dickenson Seagull IR.
Remuneration proposed	As per the resolution at Item No. 3 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 5 of the Notice read with explanatory statement thereto.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving remuneration She doesn't have any other pecuniary relationship with the Company and is sister of Mr. Vedant Nandwana	Apart from receiving remuneration he doesn't have any other pecuniary relationship with the Company and he is brother of Ms. Divya Nandwana	Apart from receiving remuneration he doesn't have any other pecuniary relationship with the Company

## 3) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, the proposed remuneration is in line with the current remuneration structure of the industry.

## 4) Other information:

### Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms:

During FY 2023-24 the focus of the Company was on upgradation of all existing Vakrangee Kendras to Nextgen Vakrangee Kendras with standardized look and feel. The conversion is supposed to happen in gradual manner. Furthermore, your Company have proposed the appointment of Executive Directors on Board which resulted the overall increase in the payment of remuneration.



## 5) Disclosures

- (i) **all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;**

As per the resolution at Item No. 3,4 & 5 of the Notice read with explanatory statement thereto.

- (ii) **details of fixed components and performance linked incentives along with the performance criteria;**

As per the resolution at Item No. 3, 4 & 5 of the Notice read with explanatory statement thereto.

- (iii) **service contracts, notice periods, severance fees; and**

The service contracts for Ms. Divya Nandwana, Mr.Vedant Nandwana and Mr. Amit Sabarwal is for a period of five years effective from August 12,2024. The notice period is six months for Ms. Divya Nandwana, Mr.Vedant Nandwana and Mr. Amit Sabarwal. There are no severance fees.

- (iv) **stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.**

Ms. Divya Nandwana and Mr. Vedant Nandwana are not eligible for any Stock Options of the Company and Mr. Amit Sabarwal shall be eligible for Stock Option as per the Company's Policy