

March 4, 2023

To,

Department of Corporate Relationship BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001	Corporate Relationship Department National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
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Dear Sir/Madam,

Sub: Disclosure of Combined Voting Results of the business transacted at the National Company Law Tribunal Convened Meeting of the Equity Shareholders of Vakrangee Limited held on Friday, March 3, 2023.

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Dear Sir/Madam,

Pursuant to the order dated January 20, 2023 passed by the NCLT, Mumbai Bench ("Order"), a meeting of Equity Shareholders of the Company was held on Friday, March 3, 2023 at 11.00 a.m. IST through Video Conference / Other Audio-Visual Means for approving the Scheme of Arrangement for demerger of E-Governance & IT/ITES Business (Demerged undertaking) of VAKRANGEE LIMITED ('Demerged Company') into VL E-GOVERNANCE & IT SOLUTIONS LIMITED ('Resulting Company') and their respective Shareholders ("Scheme").

Further, pursuant to the Provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the Equity Shareholders for approval of the Scheme.

Accordingly, voting by Equity Shareholders of the Company for approval of scheme was carried out through (i) remote e-voting; and (ii) e-voting at the meeting held on March 3, 2023.

As per Regulation 44(3) of SEBI Listing Regulations, please find enclosed the disclosure in terms of the Companies Act, 2013 and NCLT Order - Voting Results of the business transacted through (i) remote e-voting; and (ii) e-voting at the meeting along with the Scrutinizer's Report as **Annexure-A**.

The proposed Resolution approving the Scheme was passed with requisite majority representing three fourths in value of the Equity Shareholders, of the Applicant Company, remote voting or e-voting.



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

We request you to kindly take note of the same.

Thanking you,

Yours faithfully,

For **Vakrangee Limited**

Sachin Khandekar
Company Secretary
(Mem. No.: A50577)

Encl: As above.

Annexure A

Vakrangee Limited

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Sr. No.	Description	Particulars	
1.	Date of NCLT Meeting	March 3, 2023	
2.	Total number of Shareholders on record date	222707 (As of cut-off date i.e. February 24, 2023)	
3.	No. of Shareholders present in the Meeting either in person or through proxy: Not Applicable		
4.	No. of Shareholders attended the Meeting through Video Conference		
	Category of shareholders	In person (Through Video Conference)	Total
	Promoter and Promoter Group	4	4
	Public	68	68
	Total	72	72

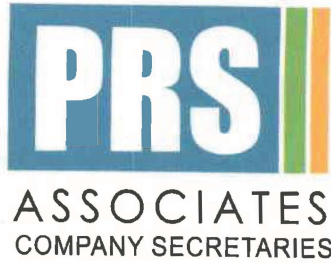


Resolution No. 1

Approval of Scheme of Arrangement for Demerger of E-Governance & IT/ITES Business (Demerged undertaking) of VAKRANGEE LIMITED into VL E-GOVERNANCE & IT SOLUTIONS LIMITED and their respective shareholders.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	451353165	451157165	99.9566	451157165	0	100	0
	Poll		0	0	0	0	0	0
	Total	451353165	451157165	99.9566	451157165	0	100	0
Public-Institutions	E-Voting	150446963	133696827	88.8664	133696827	0	100.0000	0
	Poll		0	0	0	0	0	0
	Total	150446963	133696827	88.8664	133696827	0	100.0000	0
Public- Non Institutions	E-Voting	457699662	23178405	5.0641	23137366	41039	99.8230	0.1770
	Poll		0	0	0	0	0	0
	Total	457699662	23178405	5.0641	23137366	41039	99.8229	0.1771
Total		1059499790	608032397	57.3886	607991358	41039	99.9933	0.0067





**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH, AT MUMBAI
COMPANY SCHEME APPLICATION (C.A.A) NO. 71 (MAH) of 2022**

In the matter of the Companies Act, 2013

AND

In the matter of application under Sections 230 to 232
read with section 66 and other applicable provisions
of the Companies Act, 2013

AND

In the matter of Vakrangee Limited, a Company
incorporated under the provisions of the Companies
Act, 1956

AND

In the matter of VL E Governance & IT Solutions
Limited, a Company incorporated under the
provisions of the Companies Act, 2013

AND

In the matter of Scheme of Arrangement for
Demerger of E-Governance & IT/ITES Business
(Demerged undertaking) of **VAKRANGEE LIMITED**
into **VL E-GOVERNANCE & IT SOLUTIONS
LIMITED** and their respective shareholders.



Vakrangee Limited, a Company incorporated under)
the Companies Act, 1956, having its registered office)
at Vakrangee Corporate House, plot No. 93, Road)
16, MIDC Marol, Andheri East, Mumbai- 400093)
Email-info@vakrangee.in

The Applicant /
Demerged Company

Scrutinizer's Report - Consolidated - E-Voting- Equity Shareholders

[Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies
(Management and Administration) Rules, 2014, as amended]

And

[Pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai Bench
vide its order dated 20th January, 2023]

To,

Mr. M. A. Kuvadia

The Chairman appointed by National Company Law Tribunal Mumbai Bench, (NCLT) for the
meeting of Equity Shareholders of Vakrangee Limited held on Friday the 3rd March, 2023 at
11.00 A.M.

Dear Sir,

**Consolidated Scrutinizer's Report on Remote E-voting process and E-voting process
conducted at the Meeting of Equity Shareholders of Vakrangee Limited ("the
Demerged Company") convened by the Hon'ble National Company Law Tribunal,
Mumbai Bench ("NCLT") held on Friday, 3rd March, 2023 at 11.00 a.m. conducted
through video conferencing or other Audio Visual means (VC/ OAVM) (hereinafter
referred to as "the Meeting"), vide NCLT's Order dated 20th day of January, 2023 in
Company Application No. CA (CAA) No. 71/MB/2022, seeking approval to the proposed
Scheme of Arrangement.**

1. I, Narayan Parekh (M. No.: ACS 8059 & CP No.: 6448), partner of M/s PRS Associates.,
Practicing Company Secretary, was appointed by the Hon'ble National Company Law
Tribunal, Mumbai Bench, Mumbai vide its Order dated 20th day of January, 2023 passed
in Company Application No. CA (CAA) NO. 71/MB/2022, as "the Scrutinizer" for the
meeting of the Equity Shareholders of Vakrangee Limited held on Friday, 3rd March,
2023 at 11.00 a.m. conducted through Video Conferencing ("VC") / Other Audio-Visual
Means ("OAVM"), pursuant to applicable provisions of the Companies Act, 2013 (the



Act), SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and in pursuance of the said Order and as directed therein read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") read with NCLT's order dated 20th day of January, 2023, for the purpose of scrutinizing the process of remote e-voting and by e-voting at the Meeting seeking approval of the Equity Shareholders to the proposed Scheme of Arrangement between Vakrangee Limited ("the Demerged Company") and VL E-Governance & IT Solutions Limited ("the Resulting Company") and their respective shareholders under Section 230 to 232 read with Section 66 of the Companies Act, 2013, in terms of the Notice dated 23rd day of January, 2023.

2. As the Scrutinizer, I have to scrutinize:
 - (i) process of remote e-voting, before the Meeting using an electronic voting system on the dates referred to in the Notice calling the NCLT convened Meeting of Equity Shareholders (remote e-voting); and
 - (ii) process of e-voting at the Meeting through electronic voting system (e-voting).

Management's Responsibility

3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read with MCA Circulars referred above relating to voting through electronic means i.e. by remote e-voting and e-voting at the Meeting of the Shareholders conducted through VC/OAVM in respect of the resolution contained in the Notice dated 23rd January, 2023.

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for the voting process through electronic means i.e. by remote e-voting and e-voting at the meeting of the Equity Shareholders conducted through VC/OAVM, is restricted to scrutinize the e-voting process in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to



provide e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/ or RTA i.e. Bigshare Services Private Limited and/or CDSL for my verification.

5. Dispatch of Notice of NCLT convened meeting of Equity Shareholder:

- a) Pursuant to the point no. 14 of NCLT Order dated 20th January, 2023, the Company had completed the dispatch of Notice of NCLT convened meeting of Equity shareholders on 30th January, 2023 through courier and through E-mail to all 2,21,927 Equity shareholders.
- b) The Company had also published Notice in the Newspaper namely, Business Standard (in English) and Navshakti (in Marathi) both having circulation in Mumbai on 31st January, 2023
- c) The Company had also hosted the Notice of the meeting on their website and on website of Stock Exchanges i.e. BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and also on the website of Central Depository Service Limited (CDSL).

Cut-off date

6. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, 24th February, 2023 were entitled to vote on the resolution and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

7. Quorum

- i. As per NCLT Order dated 20th January, 2023, the Quorum fixed for the meeting of the Equity Shareholders of the Company shall be as prescribed under the provisions of Section 103 of the companies Act, 2013 i.e. 30 (Thirty) in number of the total Equity Shareholders of the Company.
- ii. The requisite quorum was present for the meeting and the chairman called the meeting to order.

8. Remote e-voting process

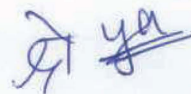
- i. The remote e-voting period remained open from Tuesday, 28th February, 2023 at 09:00 a.m. (IST) to Thursday, 2nd March, 2023 at 5:00 p.m. (IST) (both days inclusive).



- ii. The votes cast were unblocked on Friday, 3rd March, 2023 after the conclusion of the Meeting and was witnessed by two witnesses, Raksha Shetty and Shreya Negandhi, who were not in the employment of the Company and they have signed below in confirmation of the same.



(Raksha Shetty)



(Shreya Negandhi)

- iii. Thereafter the details containing inter alia, list of Equity Share Holders, who have voted "for" or "against" the Resolution that was put to vote, was generated from the e-voting website of CDSL i.e. www.evotingindia.com

9. **E-voting process at the Meeting**

- i. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked.
- ii. The e-votes cast were unblocked on Friday, 3rd March, 2023 after the conclusion of the time fixed for closing of the e-voting by the Chairman.

10. I, submit herewith the Consolidated Scrutinizer's Report, on the results of the remote E-voting and E-voting at the Meeting of the Shareholders conducted through VC/OAVM, based on the reports downloaded from CDSL e-voting Website: www.evotingindia.com

11. Consolidated Report on result of electronic voting i.e. Remote E-voting and Voting at the meeting, with respect to the resolution as set out in the Notice dated 23rd January, 2023 is as under:

(i) Voted in **favour** of the resolution

Number of members voted		Number of votes cast by them		% of total number of valid vote cast - "In Favour"
Remote E-Voting	E-Voting at the meeting	Remote E-Voting	E-Voting at the meeting	
258	8	60,77,97,094	1,94,264	99.99%
Total - 266		Total - 60,79,91,358		



(ii) Voted against the resolution

Number of members voted			Number of votes cast by them			% of total number of valid vote cast - "Against"
Remote Voting	E- Voting	E-Voting at the meeting	Remote Voting	E- Voting	E-Voting at the meeting	
23		1	39,972		1067	0.01%
Total - 24			Total - 41,039			

(iii) Invalid/Abstain votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

12. Based on the foregoing, the Resolution as mentioned hereinbelow forming part of the Notice dated 23rd January, 2023 stands passed with requisite majority under remote e-voting and e-voting at the Meeting.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/49 dated 22nd December, 2020, the observation letters issued by each of the National Stock Exchange of India Limited, dated 11th March, 2022 and BSE Limited dated 11th March, 2022 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Mumbai ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ("Board")), which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement for Demerger of E-Governance & IT/ITES Business (Demerged undertaking) of VAKRANGEE LIMITED ('Demerged Company') into VL E-GOVERNANCE & IT SOLUTIONS LIMITED ('Resulting Company') and their respective Shareholders ("Scheme"), be and is hereby approved.



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

13. A list of equity shareholders who voted "IN FAVOUR" or "AGAINST" and those whose votes were declared invalid for the resolution is enclosed as **Annexure-I**.
14. Based on the foregoing, the Resolution as proposed in the Notice dated 23rd January, 2023 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., on 3rd March, 2023 with a majority of Equity Shareholders representing three-fourths in value of the Equity Shareholders who have voted in favour through remote-e-voting or by way of e-voting at the meeting.
15. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Sachin Khandekar, Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking you,

Yours faithfully,

For **PRS Associates**
Company Secretaries

N. S. Parekh

Narayan Parekh

Partner

M. No. ACS 8059

COP No. 6448

UDIN: **A008059D003237307**



Date: 4th March, 2023

Place: Thane