

Notice Of Annual General Meeting

Notice is hereby given that the 8th Annual General Meeting ("AGM") of the Members of **VL E-Governance & IT Solutions Limited** will be held on Friday, September 27, 2024, at 02:00 P.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 Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone 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 appoint Mr. Amit Keval Sabarwal (DIN: 06478938), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify change in designation of Mr. Dinesh Nandwana (DIN: 00062532) from Whole Time Director to 'Chairman & Managing Director' of the Company.**

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

"RESOLVED THAT in partial modification of the resolution passed by the members of the Company in the 7th Annual General Meeting of the Company held on June 12, 2023, Mr. Dinesh Nandwana (DIN:00062532) who was then appointed as Whole Time Director of the Company

and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to such other approval(s) or sanction(s) as may be required, consent of the members of the Company be and is hereby accorded for change in designation of Mr. Dinesh Nandwana (DIN:00062532) from "Whole Time Director" to "Chairman & Managing Director of the company", liable to retire by rotation for the remaining period of his tenure i.e. upto June 7, 2028, on payment of remuneration for a period of three years w.e.f August 12, 2024 as per the principal terms and conditions set out in the Explanatory Statement, as may be agreed between the Board of Directors and Mr. Dinesh Nandwana.

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

Nilesh Champalal Wadode
Company Secretary and Compliance Officer

Place : Mumbai
Date : August 30, 2024

Registered Office:
"Vakrangee Corporate House",
Plot No. 93, Road No. 16, MIDC Marol,
Andheri (East), Mumbai – 400093

Notice *Cont'd...*

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting is also annexed hereto.
2. 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 re-appointment at this AGM are provided as an annexure-I to the Notice.
3. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circulars No.10/2022 dated 28th December 2022 and MCA vide General Circular No. 09/2023 dated 25th September 2023 has decided to allow the Companies whose AGMs are due in the year 2024, to conduct their AGMs on or before 30th September 2024, in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/ 2020 dated 5th May 2020. As per the said General Circular dated 5th May 2020, Companies are allowed to conduct their AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM). In terms of the said circulars, the 8th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM.

Further, the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October 2023 has extended the relaxations from dispatching Physical Copies of Annual Reports and to conduct the AGMs through VC/OAVM till 30th September 2024. However, in terms of Regulation 36(1)(c) of LODR Regulations, Company will send hard copy of Annual Report to those shareholders who request for the same.

4. Your Company has appointed National Securities Depository Limited (NSDL), to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
5. 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 https://vlegovernance.in/](https://vlegovernance.in/), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. www.evoting.nsdl.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@vlegovernance.in.

6. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve 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 AGM without restriction on account of first come first serve basis.
8. Members of the Company under the category of Institutional Investors/corporate Shareholders (i.e. other than individual/HUF, NRI etc.) are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/ Corporate members are requested to send a duly certified copy of the Board/Governing body Resolution/ Authorization (scanned copy in PDF/JPG Format) authorizing their representative to attend AGM through VC/OAVM on its behalf and vote through e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to csmechulraval@gmail.com with a copy marked to info@vlegovernance.in.
9. In terms of the MCA Circulars since the physical attendance of Members have been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 ("the Act") will not be available for the 8th AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. The registered office of the Company shall be deemed to be the venue of the AGM.
10. 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.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of

the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to info@vlegovernance.in.

12. 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@vlegovernance.in. These queries will be replied to by the company suitably by email.
13. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 8th AGM, from their registered email address, mentioning their name, DP ID & Client ID number /folio number and mobile number, to reach the Company's email address at info@vlegovernance.in well in advance, i.e. at least 10 days before the Meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
14. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra-400093 (Phone No. [022] 62638261; mobile no. 7045030377 email id: prasadm@bigshareonline.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Nilesh Champalal Wadode at the registered office of the Company (Phone +91 22 67765100, Email: info@vlegovernance.in).
15. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Bigshare services Private Limited or Secretarial Department of the Company immediately. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
16. In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, read together with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated 14th December 2021 and Master circular dated 7th May 2024 (hereinafter, collectively referred as the "SEBI KYC Circulars") mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to Bigshare Services Private Limited (Unit: VL E-Governance & IT Solutions Limited) Office No S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra-400093; or by email to prasadm@bigshareonline.com from their registered email id. The said forms can be downloaded from the website of the Company at <https://vlegovernance.in/PDF/Investor%20relations%20contact/INFO-SHARES-IN-PHYSICAL-FORM.pdf> or from the website of our RTA at <https://www.bigshareonline.com/ForInvestor.aspx>.
17. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25th January 2022, read with Master circular dated 7th May 2024 has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which along with the said SEBI Circular dated 25th January 2022, can be downloaded from the Company's website, i.e. <https://vlegovernance.in/PDF/Investor%20relations%20contact/INFO-SHARES-IN-PHYSICAL-FORM.pdf>. Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.
18. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
19. The Members/ Claimants whose shares has been transferred to IEPF may claim the shares by making an application to IEPF Authority in For IEPF 5 (available on 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.
20. 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 MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 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 e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
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.

Notice *Cont'd...*

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 2 (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 <https://vlegovernance.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. 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 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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.

- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL [website www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.

Notice *Cont'd...*

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

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

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

B) Login Method for 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.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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
 - c) How to retrieve your 'initial password'?
 - (i) 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'
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically 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.

Notice *Cont'd...*

General Guidelines for shareholders

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

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

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@vlegovernance.in. The same will be replied by the company suitably.

Notice Cont'd...

Annexure To The Notice Convening 8th Annual General Meeting

Explanatory Statement setting out all the material facts relating to the Special Businesses as mentioned in the Notice as per the provisions of Section 102 of the Companies Act, 2013 (the 'Act').

Item No.3:

The members of the Company at 7th Annual General Meeting of the Company held on June 12, 2023, has approved appointment of Mr. Dinesh Nandwana (DIN:00062532) as Whole Time Director for a period of five (5) years w.e.f. June 8, 2023.

Pursuant to the recommendations of NRC, the Board of Directors in their meeting held on August 12, 2024, re-designated Mr. Dinesh Nandwana as Chairman & Managing Director of the Company for his remaining tenure, subject to members approval.

Brief Profile :

Mr. Dinesh Nandwana is a visionary entrepreneur with over 30 years of extensive experience in the business world. He holds a Bachelor's degree in Commerce and is a Chartered Accountant from the Institute of Chartered Accountants of India. Mr. Nandwana has consistently demonstrated exceptional leadership and strategic acumen throughout his career.

As the founder, Mr. Nandwana has been the driving force behind the company remarkable journey since its inception. Mr. Nandwana's deep understanding of business intricacies and his unparalleled execution capabilities have been instrumental in the successful implementation of large-scale government projects across the Country. He is known for establishing the highest standards of corporate governance, fostering a culture of integrity and ethics throughout the organization.

Throughout his illustrious career, Mr. Nandwana has been recognized for his remarkable contributions to the industry. In 2017, he was honored with the CA Entrepreneur Path Breaker Award by the Institute of Chartered Accountants of India. Additionally, his leadership was acknowledged by the former President of India, Late Shri Shankar Dayal, with a special memento in 1996. In 1997, Mr. Nandwana earned the 'CA Business Leader - SME (3rd Rank)' award from the Institute of Chartered Accountants of India.

The main terms and conditions for the appointment of Mr. Dinesh Nandwana as 'Chairman and Managing Director' are as follows:

Particulars	Amount (₹ in Lakhs) (Annually)
Basic	2,28.00
Bonus (Paid Annually)	30.00
TOTAL	2,58.00

- Mr. Dinesh Nandwana will be entitled for a Gratuity benefit as per the company policy.
- Mr. Dinesh Nandwana will be entitled to avail the Mediclaim benefits as per the company policy.
- Mr. Dinesh Nandwana shall also be entitled for a Term Policy as per the company policy.
- Mr. Dinesh Nandwana shall be eligible for all other benefits as per the prevailing company policies.

Other terms of appointment:

1. Mr. Dinesh Nandwana shall, as the 'Chairman and Managing Director' of the Company, devote his full time and attention to the business of the Company and shall use his best endeavor to promote its interest and welfare. During his tenure as the 'Chairman and Managing Director', Mr. Dinesh Nandwana shall not take up any other employment, with or without remuneration, except with the prior approval from the Board of Directors of the Company.
2. The Director shall make full and true disclosure in writing to the Company of any direct or indirect interest or benefit that he has derived or is likely to derive through or in connection with any contractual arrangements, dealings, transactions or affairs of the Company.
3. The employment of the 'Chairman and Managing Director' under this Agreement shall forthwith be determined by the Board of Directors if he shall become insolvent or makes any compromise or arrangements with his creditors or for grave misconduct or willful negligence or persistent breach of the provisions of this Agreement or for any other reasons as determined by the Board.
4. Either party to the agreement shall have the right to terminate the agreement by giving 6 months' written notice to the other party, without assigning any reasons thereof or on payment of 6 months' full salary (CTC) in lieu thereof.
5. Upon termination of this agreement for any reason whatsoever, 'Chairman and Managing Director' shall return to the Company all the property of the Company then in his possession, including all confidential information.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule

V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Dinesh Nandwana require approval of members by passing Special Resolution.

Brief details of Mr. Dinesh Nandwana as per Regulation 36(3) of the LODR Regulations are provided as Annexure-I to this Notice.

Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company, were authorised to alter/vary the terms and conditions and/or revise the remuneration package of Mr. Dinesh Nandwana, Managing Director of the Company, from time to time as and when necessary, within the overall limits approved by the Members as per the details mentioned in the resolution above.

Hence, the members are requested to pass the Special Resolution accordingly.

Mr. Dinesh Nandwana is deemed to be interested in the resolution as set out in Item No. 3 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.

None of the Directors, Key Managerial Personnel and their relatives, other than stated above, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

Nilesh Champalal Wadode
Company Secretary and Compliance Officer

Place : Mumbai
Date : August 30, 2024

Registered Office:
"Vakrangee Corporate House",
Plot No. 93, Road No. 16, MIDC Marol,
Andheri (East), Mumbai – 400093

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

1. General Information:

a) Nature of Industry:

E-Governance & IT/ITES Business

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:

The fiscal year 2024 has been marked by strategic realignment, reinforcing our financial stability, and setting a solid foundation for future business development and growth as during the year the company was undergoing re-structuring and re-vamping through building the management bandwidth in order to align its business strategy and internal processes along with its

future growth roadmap. During the year, due to reason of re-strategizing the future of growth roadmap for the company, this has material impact on the financials of the company. The revenues from operations for the FY 2023-24 stands at ₹ 2,245.25 Lakhs as compared to ₹ 73,231.61 Lakhs in previous year. Profit before interest, depreciation, taxation and amortization stood at loss of ₹ 762.91/- Lakhs as compared to profit of ₹ 813.09 Lakhs in previous year. The Profit after Tax for the year under review stood at a loss of ₹ 16,993.20/- lakhs as compared to profit of ₹ 588.62 Lakhs in the previous year.

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.

Notice *Cont'd...*

2. Information about the appointee:

Particulars	Mr. Dinesh Nandwana
Background details	Mr. Dinesh Nandwana is a promoter of the Company. He holds Chartered Accountant degree. He was the key person in driving the business of the Company since its inception.
Past Remuneration	NIL
Recognition or Awards	In 2017, he was honored with the CA Entrepreneur Path Breaker Award by the Institute of Chartered Accountants of India. Additionally, his leadership was acknowledged by the former President of India, Late Shri Shankar Dayal, with a special memento in 1996. In 1997, Mr. Nandwana earned the 'CA Business Leader - SME (3 rd Rank)' award from the Institute of Chartered Accountants of India.
Job Profile and suitability	As per the resolution at Item No. 3 of the Notice read with explanatory statement thereto.
Remuneration proposed	As per the resolution at Item No. 3 of the Notice read with explanatory statement thereto.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Dinesh Nandwana is a promoter of the Company. He himself along with other promoter companies holds 33.16% equity shares of the Company. Further, apart from receiving remuneration he doesn't have any other pecuniary relationship with the Company or relationship with any other managerial personnel.

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

Considering 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:

The fiscal year 2024 has been marked by strategic realignment, reinforcing our financial stability, and setting a solid foundation for future business development and growth as during the year the company was undergoing re-structuring and re-vamping through building the management bandwidth in order to align its business strategy and internal processes along with its future growth roadmap. During the year, due to reason of re-strategizing the future of growth roadmap for the company, financials of the company has materially impacted resulting to book loss in the financials.

However, our financial position remains robust and our strong network position ensures that we are well-prepared

to seize upcoming opportunities and navigate future challenges with confidence. In the budget for 2024-25, the Finance Minister announced land-related reforms and actions for both rural and urban areas. These reforms will encompass land administration, planning and management, urban planning, and building bylaws. We are among the few companies with the resources, experience, and capacity to undertake nationwide e-Governance projects, land record digitization, and modernization programs in India. we have ambitious plans to bid for upcoming large-scale government projects. Our proven record of accomplishment and strong project delivery capabilities make us well-positioned to undertake such transformative projects

The results of some of the initiatives by the Company were yield 100% positive results and the same were already reflected in the quarterly result of the company and we expect the same for the subsequent quarters during the FY 2024-25.

5. Disclosures:

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance Report, to the extent applicable.

Annexure-I

Details of Directors seeking reappointment /appointment in forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

NAME OF DIRECTOR	MR. AMIT KEVAL SABARWAL	MR. DINESH NANDWANA
DIN	06478938	00062532
Age	40 Years	61 Years
Nationality	Indian	Indian
Date of First appointment on the Board	May 22, 2018	March 18, 2016
Qualifications	Bachelor of Engineering (BE), Master of Business Administration (MBA)	Chartered Accountant, Commerce Graduate
Expertise in Specific functional areas	Mr. Amit Keval Sabarwal is a finance professional with considerable experience in the field of investor relations, strategy, corporate communications, Investment research and investment banking.	Mr. Dinesh Nandwana is a visionary entrepreneur with over 30 years of extensive experience in the business world. Mr. Nandwana, as the visionary entrepreneur and his deep understanding of business intricacies and his unparalleled execution capabilities have been instrumental in the successful implementation of large-scale government projects across the Country. He is known for establishing the highest standards of corporate governance, fostering a culture of integrity and ethics throughout the organization. His exceptional leadership and vision align the company's business strategy future growth roadmap.
Name of the entities in which the persons also holds directorship	<ol style="list-style-type: none"> VL E-Governance & IT Solutions Limited Vakrangee Digital Ventures Limited Eightyeight Pictures Media and Entertainment Pvt. Ltd. Dickenson Seagull IR Solutions Pvt. Ltd. Dickenson Investor Relations Events Pvt. Ltd. Vakrangee Limited 	<ol style="list-style-type: none"> Vakrangee Finserve Limited Vortex Engineering Private Limited VL E-Governance & IT Solutions Ltd. Vakrangee Holdings Pvt. Ltd. Vakrangee Multi Commodities Pvt. Ltd. NJD Lacteus And Hortus Limited Vakrangee Technologies Limited NJD Capital Private Limited Vakrangee Shares & Stock Brokers Pvt. Ltd
Names of the listed entities from which the person has resigned in the past three years	NIL	Vakrangee Limited

Notice *Cont'd...*

NAME OF DIRECTOR	MR. AMIT KEVAL SABARWAL	MR. DINESH NANDWANA
Memberships of the committees of the board of other Companies	Memberships of the committees in Vakrangee Limited: 1) Stakeholders Relationship Committee 2) Corporate Social Responsibility Committee 3) Anti-Fraud Committee	NIL
Number of Meetings of the Board attended during the financial year (2023-24)	9	9
Number of Shares held in the Company	200	3910709
Relationship with other directors, manager and other Key Managerial Personnel of the Company	NIL	NIL
Remuneration last drawn	NIL	NIL
Remuneration proposed to be paid	As may be decided by the board.	As per the resolution at Item No. 3 of the Notice read with explanatory statement thereto.
Terms & Conditions of Appointment/Re-appointment	Seeking re-appointment after retiring by rotation;	As per the resolution at Item No. 3 of the Notice read with explanatory statement thereto.
In case of Independent Director, the skill and Capabilities required for the role and manner in which the proposed person meets such requirements.	N.A.	N.A.