

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

(Formerly Vakrangee Logistics Private Limited)

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

Date: 20/05/2025

To,

Department of Corporate Relationship BSE LIMITED P J Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 543958	Department of Corporate Relationship National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East) – 400051 Scrip Symbol: VLEGOV
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Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith a copy of Notice of Postal Ballot dated May 20, 2025, seeking approval of the members of the Company on the following resolutions through Postal Ballot.

Sr. No.	Description of Resolutions	Type of Resolution
1	Appointment of Mr. Sanjay Nandwana (DIN: 03565954), as Director of the Company.	Ordinary Resolution
2	Appointment of Mr. Sanjay Nandwana (DIN: 03565954), as Managing Director of the Company.	Special Resolution

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 16, 2025 (“Cut-off date”). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

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

Remote E-voting details:		
1	Date and time of commencement of Remote e-voting	9.00 a.m. (IST) on Wednesday, May 21, 2025.
2	Date and time of conclusion of Remote e-voting	5.00 p.m. (IST) on Thursday, June 19, 2025.

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

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

Yours faithfully,

For VL E-Governance & IT Solutions Limited

Nilesh Champalal Wadode
Company Secretary & Compliance Officer
ACS No.: 73702

Encl: A/a

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POSTAL BALLOT NOTICE

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

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

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023 and No.9/2024 dated September 19, 2024 (the “**MCA Circulars**”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. May 16, 2025.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through National Securities Depository Limited (“**NSDL**”), to enable them to cast their votes

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electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. May 16, 2025, will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e-voting period commences on Wednesday, 21/05/2025 at 9.00 a.m. and end on Thursday, 19/06/2025 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website at www.vlegovernance.in, website of stock exchanges (BSE Limited/ BSE) at www.bseindia.com and (National Stock Exchange of Limited/ NSE) at www.nseindia.com and website of NSDL at www.evoting.nsdl.com

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

The Board of Directors on May 19, 2025, appointed Mr. Mehul Raval (CP No. 24170), Practicing Company Secretary, as scrutinizer (the “**Scrutinizer**”) to conduct the postal ballot e-voting process in a fair and transparent manner.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer’s Report will be made available on the website of the Company at www.vlegovernance.in and website of NSDL at www.evoting.nsdl.com and shall also be intimated to the stock exchange(s), where the shares of the Company are listed. The resolutions, if passed with the requisite majority through postal ballot only through remote e-voting, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. June 19, 2025. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

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

1. APPOINTMENT OF MR. SANJAY NANDWANA (DIN: 03565954), AS DIRECTOR OF THE COMPANY.

To consider and if thought fit and proper, shall pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) Mr. Sanjay Nandwana (DIN : 03565954), who was appointed as an Additional Director designated as Managing Director of the Company with effect from March 27, 2025 pursuant to the provision of section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, being eligible, offer himself for appointment, be and is hereby appointed as a Director of the Company.”

2. APPOINTMENT OF MR. SANJAY NANDWANA (DIN: 03565954), AS MANAGING DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 203, 149, 152, 196, 197 and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Articles of Association (including any statutory modifications or re-enactment thereof for the time being in force) read with schedule V to the Act, the consent of the Members be and is hereby accorded for the appointment of Mr. Sanjay Nandwana as Managing Director of the Company, liable to retire by rotation and to hold office for a term of 5 (five) consecutive years i.e., w.e.f. March 27, 2025 to March 26, 2030, and payment of remuneration for a period of three years as per the principal terms and conditions set out in the explanatory statement annexed hereto, is hereby approved 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

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powers, including the powers conferred by this Resolution) to alter or vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed between the Board of Directors and Mr. Sanjay Nandwana."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary 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, 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."

By Order of the Board of Directors

Nilesh
Champalal
Wadode

Digitally signed by
Nilesh Champalal
Wadode
Date: 2025.05.20
11:39:24 +05'30'

Nilesh Champalal Wadode

Company Secretary and Compliance Officer

Mumbai

Date: May 20, 2025

Notes:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on May 16, 2025 (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent,

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(“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.vlegovernance.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. (BSE) at www.bseindia.com, National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited (NSDL), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. All documents referred to in this notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting. Members seeking to inspect such documents can send an email to info@vlegovernance.in
6. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e. May 16, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
7. The remote e-voting period commences on Wednesday, 21/05/2025 at 9.00 a.m. and end on Thursday, 19/06/2025 at 5.00 p.m. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., May 16 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Thursday, June 19, 2025, at 5:00 p.m. (IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

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8. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, June 19, 2025.
10. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced not later than two working days from the conclusion of the e-voting and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
11. The voting results along with Scrutinizer's report would be published on the website of the Company i.e. www.vlegovernance.in and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., BSE and NSE.
12. Members are requested to intimate about change in their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/S BigShare Services Private Limited, **Address:** Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Email: info@bigshareonline.com in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
13. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to csmehulraval@gmail.com with a copy marked to evoting@nsdl.com

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PROCEDURE FOR REMOTE E-VOTING

- a. The remote e-voting period commences on Wednesday, 21/05/2025 at 9.00 a.m. and end on Thursday, 19/06/2025 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, 16th May 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- c. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- d. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in

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order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.2. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. 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.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal





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	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-</p>

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	<p>Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 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

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helpdesk.evoting@cdslindia.com or contact at
toll free no. 1800 22 55 33 or 1800-21-09911.

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

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

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

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

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M.I.D.C. Marol | Andheri (East) | Mumbai-400093 | Maharashtra | India |

Phone No. 022 67765100 | E-mail:- info@vlegovernance.in |

Web:- <https://vlegovernance.in/> | CIN:- L74110MH2016PLC274618

	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 133762 then user ID is 133762001***

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**

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

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

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

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

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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 and 022 - 2499 7000 or send a request to Prajakta Pawale (Executive Manager at NSDL) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@vlegovernance.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@vlegovernance.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By the Order of Board of Directors

For VL E-Governance & IT Solutions Limited

Nilesh
Champalal
Wadode

Digitally signed by Nilesh
Champalal Wadode
Date: 2025.05.20 11:42:15
+05'30'

Place: Mumbai

Date: 20/05/2025

Nilesh Champalal Wadode

Company Secretary and Compliance Officer

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

ITEM 1&2:

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee have appointed Mr. Sanjay Nandwana (DIN: 03565954) as Additional Director designated as Managing Director on the Board of the Company w.e.f. March 27, 2025, subject to approval by the Shareholders of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

Brief Profile:

Mr. Sanjay Nandwana is a distinguished technology leader with 34+ years of expertise in business management, IT, and digital transformation. A Science graduate with a Master's in Economics, he has a proven track record of driving innovation, digital strategy, and large-scale technology implementations across e-Governance, BFSI, Fintech, Digital Payments, Defence, and Enterprise IT Solutions. As Head of Technology & Innovation, he specializes in developing and executing cutting-edge IT solutions, leading multi-million-dollar global projects across the UK, Philippines, and other international markets, managing cross-border operations and offshore delivery models. Previously, as Group CTO at Vakrangee Limited, he shaped the company's technology roadmap, spearheaded enterprise-wide digital transformation, and led the digitization of land records in the Philippines using GIS and data science. A seasoned entrepreneur and intrapreneur, he has successfully founded and scaled ventures in ITES, e-Governance, Fintech, IT Consulting, and QSR chains. His contributions to technology and innovation have earned him prestigious accolade's including being recognized among India's 100 Most Innovative CIOs/CTOs (2016) and receiving the India CISO Award (2017). A visionary in technology-driven business transformation, Mr. Nandwana continues to drive innovation, strategic growth, and next-gen digital solutions that redefine industries

His appointment as Managing Director will be in the interests of the company.

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The main terms and conditions for the appointment of Mr. Sanjay Nandwana as ‘Managing Director’ were as follows:

Particulars	Annual Remuneration (Amount in Rs.)
Remuneration (Basic+ DA+ HRA)	45,67,199/-
Bonus	-
Total	45,67,199/-

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

Other terms of appointment:

1. Mr. Sanjay Nandwana shall, as the ‘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 ‘Managing Director’, Mr. Sanjay 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 Managing 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 ‘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 3 months written notice to the other party, without assigning any reasons thereof or on payment of 3 months’ full salary (CTC) in lieu thereof.

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5. Upon termination of this agreement for any reason whatsoever, ‘Managing Director’ shall return to the Company all the property of the Company then in his possession, including all confidential information.

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

In accordance with the provisions of Sections 149, 150, 152, 197 read with Schedule V of the Act and other applicable provisions of the Act, appointment of Mr. Sanjay Nandwana as Managing Director requires the approval of members of the Company. Accordingly, the approval of members is sought for his appointment as Managing Director of the Company.

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

Mr. Sanjay Nandwana is interested in the resolution set out at Item No.1&2 of this Postal Ballot Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

The Board of Directors commends the Resolution set out at Item No. 1& 2 of this Postal Ballot Notice for approval by the members.

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

1. General Information:

a. Nature of Industry:

IT, ITES & E-Governance

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

Particulars	For the Financial Year	
	2023-24 (Amount in Lakhs)	2022-23 (Amount in Lakhs)
Total income	2245.25	73231.61
EBITDA	(763.00)	813.03
Profit before tax	(16993.15)	813.03
Provision for Income Tax	-	224.41
Provision for Deferred Tax	0.06	0.08
Tax for earlier Year	-	-
MAT Credit Entitlement	-	-
Profit after tax	(16993.21)	588.62
EPS (Rs.)		
Basic	(16.04)	0.56
Diluted	(16.04)	0.56

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.

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2. Information about the appointee:

PARTICULARS	MR. SANJAY NANDWANA
Background details	Mr. Sanjay Nandwana has joined VL E-Governance & IT Solutions Limited as an Additional Director designated as Managing Director of the Company w.e.f. 27 th March, 2025. He is a Science graduate with a Master's in Economics.
Past Remuneration	His last drawn remuneration in VL E-Governance & IT Solutions Limited was 24 lakhs (During FY 2024-25)
Recognition or Awards	Recognized among India's 100 Most Innovative CIOs/CTOs (2016) and receiving the India CISO Award (2017).
Job Profile & Suitability	Mr. Sanjay Nandwana has 34 years of expertise in business management, IT, and digital transformation. A Science graduate with a Master's in Economics, he has a proven track record of driving innovation, digital strategy, and large-scale technology implementations across diverse industries and his appointment will be in the interests of the company.
Remuneration proposed	As per the resolution at Item No. 2 of the Notice read with explanatory statement thereto
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any director if any.	Apart from receiving remuneration he doesn't have any other pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any director.

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.

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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, the 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.

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. 2 of the Notice read with an explanatory statement thereto.

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

As per the resolution at Item No. 2 of the Notice read with an explanatory statement thereto.

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iii. service contracts, notice periods, severance fees; and

The service contract for Mr. Sanjay Nandwana is for a period of five years effective from March 27, 2025. The notice period is three months. 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.

Not Applicable

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Annexures to Postal Ballot

Sanjay Nandwana	
Age	58
Qualifications	Science graduate with a Master's in Economics
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1&2 of this Postal Ballot Notice read with an explanatory statement pursuant to Section 102 of the Act.
Experience	Distinguished technology leader with 34+ years of expertise in business management, IT, and digital transformation.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	45,67,199/- Per Annum
Date of first appointment on the Board	27/03/2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	12 shares.
Relationship with other Directors/ Manager / Key Managerial Personnel	Sanjay Nandwana is not related to any Director or KMP of the company.
Number of meetings of the Board attended	NIL
Directorships of other Boards as on date of Postal Ballot Notice	Evlovance Technology Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL
Listed entities from which the Director has resigned in the past three years	NA