



# 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](mailto:info@vlegovernance.in) |  
Web:- <https://vlegovernance.in> | CIN – U74110MH2016PLC274618 |

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April 05, 2024

To,

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
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Dear Sir/Madam,

**Sub.: Disclosure of Voting Results of Postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref.: VL E-Governance & IT Solutions Limited – Scrip Code – 543958/VLEGOV**

In terms of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Voting Results on the business transacted through Postal Ballot Notice dated March 04, 2024, along with the Scrutinizer's Report on E-voting and Postal Ballot.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website <https://vlegovernance.in> and on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above information on your records.

Thanking you,

Yours Faithfully,

**For VL E-GOVERNANCE & IT SOLUTIONS LIMITED**

**Dinesh Nandwana**

**Whole Time Director**

DIN:-00062532

Encl:- a/a

## Voting Result

Sr. No.	Descriptions	Particulars
1.	Date of the Postal Ballot Notice	March 04, 2024
2.	Voting Start Date	March 05, 2024
3.	Voting End Date	April 03, 2024
4.	Record/Cut-off date	February 23, 2024
5.	Total number of shareholders on cut-off date	166563
6.	<b>No. of shareholders present in the meeting either in person or through proxy</b>	
	a) Promoters and Promoter group	Not Applicable
	b) Public	
7.	<b>No. of shareholders attended the meeting through video conferencing</b>	
	a) Promoters and Promoter group	Not Applicable
	b) Public	
8.	<b>No. of resolution passed in the meeting</b>	<b>3</b>

<b>RESOLUTION – 1</b>								
<b>Resolution Required: (Ordinary)</b>			Increase in Authorised Share Capital and Consequent Alteration in Capital Clause if the Memorandum of Association of the Company					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of Votes polled on Outstanding shares</b>	<b>No. of Votes – In-Favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes In-Favour on polled Votes</b>	<b>% of Votes Against on polled Votes</b>
Promoter and Promoter Group	E-Voting	35135315	35135315	100	35135315	-	100	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>35135315</b>	<b>35135315</b>	<b>100</b>	<b>35135315</b>	<b>-</b>	<b>100</b>
Public Institutions	E-Voting	8779606	7288784	83.02	6608185	680599	90.66	9.34
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>8779606</b>	<b>7288784</b>	<b>83.02</b>	<b>6608185</b>	<b>680599</b>	<b>90.66</b>
Public non-institutions	E-Voting	62036408	2063661	3.33	2050399	13262	99.36	0.64
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>62036408</b>	<b>2063661</b>	<b>3.33</b>	<b>2050399</b>	<b>13262</b>	<b>99.36</b>
<b>Total</b>		<b>105951329</b>	<b>44487760</b>	<b>41.99</b>	<b>43793899</b>	<b>693861</b>	<b>98.44</b>	<b>1.56</b>

<b>RESOLUTION – 2</b>								
<b>Resolution Required: (Special)</b>			To consider and approve Preferential Allotment of up to 8,40,00,000 Convertible Warrants to the Non-Promoter Category					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of Votes polled on Outstanding shares</b>	<b>No. of Votes – In-Favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes In-Favour on polled Votes</b>	<b>% of Votes Against on polled Votes</b>
Promoter and Promoter Group	E-Voting	35135315	35135315	100	35135315	-	100	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>35135315</b>	<b>35135315</b>	<b>100</b>	<b>35135315</b>	<b>-</b>	<b>100</b>
Public Institutions	E-Voting	8779606	7288784	83.02	6716774	572010	92.15	7.85
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>8779606</b>	<b>7288784</b>	<b>83.02</b>	<b>6716774</b>	<b>572010</b>	<b>92.15</b>
Public non-institutions	E-Voting	62036408	2059214	3.32	2043653	15561	99.25	0.75
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>62036408</b>	<b>2059214</b>	<b>3.32</b>	<b>2043653</b>	<b>15561</b>	<b>99.25</b>
<b>Total</b>		<b>105951329</b>	<b>44483313</b>	<b>41.98</b>	<b>43895742</b>	<b>587571</b>	<b>98.68</b>	<b>1.32</b>

RESOLUTION – 3								
<b>Resolution Required: (Special)</b>			Alteration in object Clause of the company and consequent Alteration in Object Clause of the Memorandum of Association of the Company					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of Votes polled on Outstanding shares</b>	<b>No. of Votes – In-Favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes In-Favour on polled Votes</b>	<b>% of Votes Against on polled Votes</b>
Promoter and Promoter Group	E-Voting	35135315	35135315	100	35135315	-	100	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>35135315</b>	<b>35135315</b>	<b>100</b>	<b>35135315</b>	<b>-</b>	<b>100</b>
Public Institutions	E-Voting	8779606	7288784	83.02	7288784	-	100	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>8779606</b>	<b>7288784</b>	<b>83.02</b>	<b>7288784</b>	<b>-</b>	<b>100</b>
Public non-institutions	E-Voting	62036408	2059143	3.32	2043699	15444	99.25	0.75
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>62036408</b>	<b>2059143</b>	<b>3.32</b>	<b>2043699</b>	<b>15444</b>	<b>99.25</b>
<b>Total</b>		<b>105951329</b>	<b>44483242</b>	<b>41.98</b>	<b>44467798</b>	<b>15444</b>	<b>99.96</b>	<b>0.04</b>

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

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To,  
The Chairman,  
**VL E-GOVERNANCE & IT SOLUTIONS LIMITED,**  
Vakrangee Corporate House,  
Plot No. 93, MIDC, Road No. 16,  
Andheri East, Mumbai – 400 093.

Dear Sir,

**Sub.: VL E-Governance & IT Solutions Limited - Scrutinizer's Report on Postal Ballot (e-voting) Results.**

The Board of Directors of VL E-Governance & IT Solutions Limited (hereinafter referred to as "**the Company**") on March 4, 2024, has appointed me as the Scrutinizer for scrutinizing the Postal Ballot e-voting process in a fair and transparent manner in the matter of Special and Ordinary Resolution proposed in the Notice of the Postal Ballot dated March 4, 2024.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "**Act**") read with the relevant Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time and the Secretarial Standard on the General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, the Company has provided remote e-voting facility to its Members for voting on the resolutions contained in the Notice of the Postal Ballot.

The Company has made an arrangement with National Securities Depository Ltd ("**NSDL**") for facilitating e-voting for the Members to enable them to cast their votes electronically.

Considering the current threat posed by COVID-19 pandemic situation, and as per Ministry of Corporate Affairs ('MCA') General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 (**collectively referred to as 'MCA Circulars'**) the Company has sent the Notice of the Postal Ballot pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under section 102 of the Act only in electronic form to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants and whose names appeared in the Register of Members and as beneficial owners in the records of Depositories as on the cut-off date i.e. February 23, 2024. Hard copy of the Notice of the Postal Ballot along with Postal Ballot form and pre-paid business reply envelop has not been sent to the Members. The communication of the assent or dissent of the Members were sought through the e-voting system only.

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The Notice of the Postal Ballot was uploaded on the Company's website <https://vlegovernance.in> and on the website of Stock Exchanges [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and Listing Regulations relating to the items being placed for approval of the Members through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice of the Postal Ballot, based on the reports generated from the e-voting system provided by NSDL.

The item for which approval of the Members of the Company was sought as stated in the Notice of the Postal Ballot is mentioned hereunder: -

Sr. No	Description of the Resolutions	Type of Resolution
1	Increase in Authorised Share Capital and Consequent Alteration in Capital Clause if the Memorandum of Association of the Company.	Ordinary Resolution
2	Preferential Allotment of up to 8,40,00,000 Convertible Warrants to the Non- Promoter Category.	Special Resolution
3	Alteration in object Clause of the company and consequent Alteration in Object Clause of the Memorandum of Association of the Company	Special Resolution

**In connection with the above referred matters, I hereby submit my report as under:**

- 1) Due to the situation arising of COVID-19 and relaxations provided by MCA in terms of aforesaid MCA Circulars, the Members of the Company holding shares as on February 23, 2024 ("**cut- off date**") had an option to vote through the e-voting facility only as per MCA Circulars. The Company has also provided option for e-voting to those shareholders, who held shares in Physical form.
- 2) The Company has completed the dispatch of Notice of the Postal Ballot by email on March 4, 2024, to all the members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the close of business hours on cut-off date.

# MEHUL RAVAL

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- 3) The Company has published an advertisement on March 05, 2024, regarding completion of dispatch of Postal Ballot Notice to eligible members in "Navshakti", Marathi Newspaper (Regional Language) and "The Free Press Journal", English Newspaper.
  - 4) The voting period for remote e-voting on Postal Ballot commenced on **Tuesday, March 05, 2024, at 09:00 a.m. (IST) and ended on Wednesday, April 3, 2024, at 05:00 p.m. (IST)** and the NSDL e-voting module was disabled thereafter.
  - 5) The particulars of remote e-voting report generated from electronic registry of NSDL e-voting system have been entered in a separate Register maintained for this purpose.
  - 6) E-votes cast up to the close of working hours i.e., 05:00 P.M. on Wednesday, April 3, 2024, i.e., the last date and time fixed by the Company for Postal Ballot process, has been considered for the purpose of this report.
  - 7) As on the cut-off date, the paid-up capital of the Company was Rs. 105,95,13,290/- (Rupees One Hundred Five Crores Ninety Five Lacs Thirteen Thousand Two Hundred Ninety Only) divided into 10,59,51,329 equity shares of Rs.10/- each.
  - 8) The result of the remote e-voting is as under:

## ITEM NO. 1- ORDINARY RESOLUTION:

### **Increase in Authorised Share Capital and Consequent Alteration in Capital Clause if the Memorandum of Association of the Company.**

- (i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
642	43793899	98.44

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
61	693861	1.56

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JAYANT  
RAVAL

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JAYANT RAVAL  
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# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

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(iii) Invalid votes

Number of members voted	Number of invalid votes cast (Shares)	% of total number of invalid votes cast
NIL	NIL	NIL

## ITEM NO. 2- SPECIAL RESOLUTION:

**To consider and approve Preferential Allotment of upto 8,40,00,000 Convertible Warrants to the Non-Promoter Category.**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
621	43895742	98.68

Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
79	587571	1.32

(iii) Invalid votes

Number of members voted	Number of invalid votes cast (Shares)	% of total number of invalid votes cast
NIL	NIL	NIL

## ITEM NO. 3- SPECIAL RESOLUTION:

**Alteration in Object Clause of the Company and Consequent Alteration in Object Clause of the Memorandum of Association of the Company.**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
648	44467798	99.96

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Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
49	15444	0.04

(iii) Invalid votes

Number of members voted	Number of invalid votes cast (Shares)	% of total number of invalid votes cast
NIL	NIL	NIL

- 9) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.
- 10) Votes cast in favour or against is calculated based on the valid votes casted through e-voting.
- 11) Detailed summary of Result with assent/dissent for the resolutions is attached with this Report as Annexure – A.
- 12) Based on the aforesaid results, I report that the resolutions mentioned in the Notice of the Postal Ballot stands passed with the requisite majority on Wednesday, April 3, 2024. I request the Company, to announce the voting result of Postal Ballot.

Thanking You,

Yours Faithfully,

MEHUL  
JAYANT RAVAL

Digitally signed by MEHUL  
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**CS Mehul Raval**  
**Practicing Company Secretary**

**ACS: 18300**

**COP: 24170**

**UDIN: A018300F000037946**

Place: Mumbai

Date: April 5, 2024

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

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## Annexure A

### RESULT SUMMARY

<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAINST (%)</b>
1.	Increase in Authorised Share Capital and Consequent Alteration in Capital Clause if the Memorandum of Association of the Company.	<b>Ordinary Resolution</b>	<b>98.44</b>	<b>1.56</b>
2	Preferential Allotment of up to 8,40,00,000 Convertible Warrants to the Non- Promoter Category.	<b>Special Resolution</b>	<b>98.68</b>	<b>1.32</b>
3	Alteration in object Clause of the company and consequent Alteration in Object Clause of the Memorandum of Association of the Company	<b>Special Resolution</b>	<b>99.96</b>	<b>0.04</b>

MEHUL  
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