

REPORT OF THE MEETING OF COMMITTEE OF THE INDEPENDENT DIRECTORS OF VAKRANGEE LIMITED HELD ON 12TH NOVEMBER, 2021 RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT FOR DEMERGER OF E-GOVERNANCE & IT/ITES DIVISION (DEMERGED UNDERTAKING) OF VAKRANGEE LIMITED INTO VL E-GOVERNANCE & IT SOLUTIONS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

A meeting of the Committee of Independent Directors of Vakrangee Limited ("VL/ The Demerged Company") was held on 12.11.2021, to consider and recommend the proposed Scheme of Arrangement for Demerger of E-governance & IT/ITES Division (Demerged undertaking) of VAKRANGEE LIMITED into VL E-GOVERNANCE & IT SOLUTIONS LIMITED and their respective shareholders under Section 230 to 232 read with Section 66 of the Companies Act, 2013 ("the Act").

Wherein the Demerged Undertaking (as defined under the Scheme) of the Demerged Company would stand transferred to and vested in the Resulting Company with effect from the appointed date 01st April, 2021 in accordance with the terms of the scheme of Arrangement and pursuant to section 230 to 232 read with section 66 and other applicable provisions of the Act and Rules made thereunder and as amended from time to time and Regulations 11, 37 and 94 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by the Securities and Exchange Board of India (SEBI).

This report of the Committee of Independent Directors is made in order to comply with the requirements of the circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 03, 2020 issued by the Securities and Exchange Board of India (SEBI).

The following documents were placed before the Committee:

- Draft Scheme of Arrangement between the Demerged Company and Resulting Company for transfer and vesting of Demerged undertaking into the Resulting Company;
- Valuation Report dated 11th November, 2021 issued by Mr. Lait Kumar Dangi, Registered Valuer Mumbai, describing inter alia the methodology adopted by them in arriving at the share valuation including the share entitlement ratio and setting out the details of computation of fair entitlement ratios for the proposed arrangement ("Valuation Report");
- Fairness Opinion dated 12th November, 2021 issued by M/s. Ashika Capital Limited, a SEBI Registered Merchant Banker, providing its opinion on the fairness of the Valuation Report and the Share Entitlement Ratio.



iv) Certificate dated 12th November, 2021 from M/s. A.P. Sanzgiri & Co., Chartered Accountants, the Statutory Auditors of the Company confirming that the accounting treatment in the draft Scheme is in accordance with the applicable accounting standards under the Companies Act, 2013 and other accounting principles generally in India.


v) Undertaking certified by M/s. A.P. Sanzgiri & Co., Statutory Auditors of the company to the effect that Part 1 (A) (10)(c) of SEBI Circular dated 22nd December, 2020 confirming the non applicability of Part 1 (A) 10 (a) and Part 1 (A) 10 (b) to the proposed Scheme of Arrangement.

RECOMMENDATION OF THE COMMITTEE OF INDEPENDENT DIRECTORS

After detailed deliberations and considering the abovesaid documents, in the opinion of the Committee of independent directors the Scheme is not detrimental to the shareholders of the Company and unanimously agreed to recommend the Scheme of Arrangement for Demerger of E-Governance & IT/ITES division (Demerged undertaking) of VAKRANGEE LIMITED into VL E-GOVERNANCE & IT SOLUTIONS LIMITED and their respective shareholders, to the Board of Directors of the Company for further consideration, inter alia, in pursuant to the requirements of Stock Exchanges, SEBI and other Regulatory Authorities including National Company Law Tribunal.

The Committee authorized the Chairman of the Committee to forward this report and recommendation to the Board of Directors of the Company.

For and On Behalf of the committee of Independent Directors
of Vakrangee Limited



Avinash Vyas
Independent Director
DIN: 06869633

Date: November 12, 2021
Place: Jaipur

