

VL E-GOVERNANCE & IT SOLUTIONS LIMITED

Transcript of NCLT convened Meeting of Unsecured Creditors of VL E-Governance & IT Solutions Limited held on Friday, March 3, 2023 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Welcome speech by Mr. M. A. Kuvadia – Chairman of the meeting:

I welcome you all on behalf of VL E-Governance & IT Solutions Limited to its NCLT Convening meeting of unsecured creditors convened as per Notice dated 23rd January 2023 through video conferencing in compliance with the order passed by Hon'ble National Company Law Tribunal, Mumbai bench. I would like to inform you that this meeting is being convened under the order dated 20th January, 2023 of the NCLT for the purpose of considering the Scheme of Arrangement of E-Governance & IT/ITES Business (Demerged undertaking) of VAKRANGEE LIMITED into VL E-GOVERNANCE & IT SOLUTIONS LIMITED and their respective shareholders. Facility for joining this meeting through video conference or other audio-visual means is made available for the creditors on a first-come-first-served basis. The joining to this meeting opened 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.

The registered office of the company at Mumbai, Andheri shall be deemed as the venue for this NCLT convened Meeting and proceedings of the Meeting shall be deemed to be made here at.

The quorum being present, I declare the meeting open. I welcome other colleagues on the board, our auditors and members of the management team for joining this meeting.

I would like to remind the creditors that this meeting has been convened under the order of the NCLT only to discuss the Scheme and is not for any other business of the Company.

Let me now briefly apprise you with the Scheme and the rationale for the Scheme:

Vakrangee Limited has currently two business Division viz,

1. Vakrangee Kendra business which includes the Physical Kendra outlet business as well as the Digital Platform business of BharatEasy Mobile super app.
2. E-governance & IT/ITES business.

The Scheme of Demerger shall restructure the business of Vakrangee Limited (Demerged Company) whereby the E-Governance & IT/ITES Business (Demerged Undertaking) of Vakrangee Limited will be demerged into the VL E-Governance & IT Solutions Limited ("Resulting Company") as a going concern basis with effect from the Appointed Date.

The following is the rationale of the Scheme:

- The Demerger will unlock value of both businesses and result in shareholder value maximisation.
- Further, Vakrangee Kendra business (Physical as well as Digital) is an Asset Light, High return on capital business and thereby will get the proper representation post the Demerger.
- The focus is on enhancing strategic flexibility to build a viable platform solely focusing on each of these businesses (Vakrangee Kendra business as well as E-Governance / IT & ITES).
- The Demerger will enable both the Companies to enhance business operations by streamlining operations more

efficient management control and outlining independent growth strategies.

- Each undertaking will be able to target and attract new customers corresponding to their own business.

Upon the scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, the Resulting Company shall, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the record date in respect of every Ten (10) Equity Shares of the face value of Re.1/- each fully paid up held by him / her / it in the Demerged Company, One (1) new Equity share of the Resulting Company of the face value of Rs. 10/- each fully paid up.

The overall economic interest of the equity shareholders of the Demerged Company shall remain the same in both the Companies.

Mr. Narayan Parekh, Practicing Company Secretary shall scrutinize the e-voting process in a fair and transparent manner.

Ladies and Gentlemen, the Notice with annexures convening this NCLT Convening Meeting, have already been circulated to the creditors of the company electronically whose email addresses are registered with the Company.

I shall take them as read.

Copies of various documents, as detailed in the Explanatory Statement annexed to the Notice of the Meeting, are available for inspection electronically.

Now, I would request to the creditors who have not already cast their vote by remote e-voting may cast their vote on the e-voting platform now. As the meeting is convened through VC today, resolution set out in the Notice of the meeting have already been put to vote through remote e-voting and the requirement to propose and second is not applicable. You are given 15 minutes time for e-voting after which the meeting will stand closed.

Once again, I thank the creditors of the company, the invitees and the Directors of the company for sparing their valuable time and attending the Meeting of VL E-Governance & IT Solutions Limited.

The business of the meeting is now complete, and I declare the meeting closed.

OK. Thank you very much. Goodbye.