Annexure 6

A P SANZGIRI & CO
CHARTERED ACCOUNTANTS

Plot No. 22, House No. 174, Anand Nagar Lane,
Behind Vakola Police Station, Santacruz (East),
Mumbai – 400 055, India
Tel : +91-22-2669 1232 / 2669 1233
Email : contact@ca-aps.in

Ref: APS/Certificate/Vakrangee

To,
The Board of Directors
Vakrangee Limited,
Vakrangee Corporate House,
Plot No. 93, Road No 16,
MIDC Marol, Mumbai-400093

Independent Auditor's Certificate on the accounting treatment contained in the proposed Composite Scheme of Arrangement

1. We, A.P. Sanzgiri & Co., Chartered Accountants, the Statutory Auditors of Vakrangee Limited ("**the Company**"), having its registered office at the above mentioned address have been requested by the Company, to certify the proposed accounting treatment contained in the Draft Composite Scheme of Arrangement amongst Vakrangee Limited ("**VL**"), the Company and VL E-Governance & IT Solutions Limited (VL E-GOV) and their respective Shareholders and Creditors pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("**Draft Scheme**"), with effect from Appointed Date of April 01, 2021, as required under proviso to Section 232(3) of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, for the purpose of onward submission to National Company Law Tribunal, as applicable. Accordingly, this certificate is issued in accordance with the terms of our engagement letter dated November 10, 2021.

2. We have examined the proposed accounting treatment, specified in clause 10 of the Draft Scheme with respect to the demerger of business undertakings of Vakrangee Limited into the VL E-Governance & IT Solutions Limited in terms of the provisions of section 230-232 of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rules made there under and other recognized accounting practices as prevalent in India for the purpose of issue of this certificate. The extracts of clause 10 of the Draft Scheme duly authenticated on behalf of the Company are enclosed as "Annexure - A" to this certificate and initialed by us only for the purposes of identification.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the companies involved. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the proposed Draft Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

4. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the Statutory Auditors of any financial statements of the Company.

A. P. SANZGIRI & CO. MUMBAI F. R. NO. 116293W CHARTERED ACCOUNTANTS

5. We conducted our examination of the Draft Scheme in accordance with the Guidance Note on Audit Reports or Certificates for Special Purposes issued by the ICAI (Revised 2016). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Certificate.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

7. Based on our examination, as above, and the information and explanations given to us, we are of the opinion that the accounting treatment contained in clause 10 of the Draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rules made there under and other recognised accounting practices as prevalent in India.

Restriction on Use

8. The certificate is issued, at the request of the Vakrangee Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and proviso to Section 232(3) of the Companies Act, 2013 for demerger process and onward submission to the National Company Law Tribunal, the Registrar of Companies, Stock Exchanges or other statutory authorities as may be required. This certificate should not be used by any other person or for any other purpose. A.P. Sanzgiri & Co., Chartered Accountants shall not be liable to the Company and the National Company Law Tribunal, the Registrar of Companies, Stock Exchanges, other statutory authorities or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment.

For **A.P. Sanzgiri & Co.**
Chartered Accountants
ICAI Firm Registration No.116293W

A.P. SANZGIRI & CO. MUMBAI F. R. NO. 116293W CHARTERED ACCOUNTANTS

Anil Agarwal
Partner
Membership No.041396
UDIN: 21041396AAAACG2480

Place: Mumbai
Date: November 12, 2021

Encl: Scheme of Arrangement

ANNEXURE - A

Accounting Treatment for Demerger of demerged undertaking of Vakrangee Limited into VL E-Governance & IT Solutions Limited

10. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY (Vakrangee Limited)

On the Scheme becoming effective and with effect from the Appointed Date, the Demerged Company shall account for demerger in its books as under:

All the assets, liabilities and reserves of the Demerged Company pertaining to the Demerged Undertaking, being transferred to the Resulting Company, shall be reduced from the books of accounts of the Demerged Company at their respective book values / carrying values at the close of business on the day immediately preceding the Appointed Date.

The excess/deficit, if any, of the book value of the assets over the book value of the liabilities and reserves of the Demerged Company pertaining to the Demerged Undertaking, which have been transferred pursuant to this Scheme, shall be adjusted against the reserves in the financial statements of the Demerged Company as drawn up in compliance with the Scheme and applicable accounting standards/IND AS of the Demerged Company. Notwithstanding anything above, the Board of Directors of the Demerged Company is authorized to account for any of the above-mentioned transactions or any matter not dealt with under this clause in accordance with the applicable accounting standards /IND AS and generally accepted accounting principles.

A. P. SANZGIRI & CO. MUMBAI F. R. NO. 116293W CHARTERED ACCOUNTANTS

November 12, 2021

To,
The Board of Directors,
VL E-Governance & IT Solutions Limited
(Formerly known as Vakrangee Logistics Private Limited)
Vakrangee Corporate House,
Plot No. 93, Road No. 16,
MIDC, Marol,
Andheri (East) Mumbai – 400 093

We, the statutory auditors of **VL E-Governance & IT Solutions Limited (CIN : U74110MH2016PLC274618)**, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of Part II of the draft Scheme of Arrangement for Demerger, between Vakrangee Limited ("demerged company") and VL E-Governance & IT Solutions Limited ("resulting company") in terms of the provisions of section(s) 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles.

The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the draft Scheme complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Indian Accounting Standards notified by the Central Government under the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles.

This Certificate is issued at the request of the VL E-Governance & IT Solutions Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for demerger

S.K. PATODIA & ASSOCIATES
FRN 112723W
MUMBAI
Chartered Accountants

process and onward submission to the National Company Law Tribunal, the Registrar of Companies, Stock Exchanges or other statutory authorities as may be required. This Certificate should not be used for any other purpose without our prior written consent.

For S K Patodia & Associates
Chartered Accountants
Firm Registration No.: 112723W

S.K. PATODIA & ASSOCIATES
FRN 112723W
MUMBAI
Chartered Accountants

Dhiraj Lalpuria
Partner
Membership Number: 146268
UDIN : 21146268AAABEP1756

Place : Mumbai
Date : November12, 2021