



## V-MARC India Limited

(Formerly known As **Asian Galaxy Pvt. Ltd.**)  
**Mfrs. Of : LT/HT Power , Control & A.B. Cables**  
Regd Office: Plot No. 3,4, 18 & 20A, Sector IIDC,  
SIDCUL, Haridwar, Uttrakhand - 249403  
Ph.: 01334-239638 [www.v-marc.com](http://www.v-marc.com)  
CIN-L31908UR2014PLC001066

The Manager  
Listing Department  
**The National Stock Exchange of India Limited**  
'Exchange Plaza', C-1 Block G,  
Bandra Kurla complex,  
Bandra (E), Mumbai 400051.

**Date: 29.09.2023**

NSE Symbol: **VMARCIND**  
ISIN: **INE0G XK01018**

### **Subject: Disclosure of Scrutinizers' Report**

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Scrutinizers' Report on Remote E-Voting and Electronic Voting during the 10th (Tenth) Annual General Meeting ("AGM") of Members of the V-Marc India Limited ("Company") held on Friday, 29th September, 2023, at 11:00 A.M. (IST) at Plot no. 3, 4, 18, 20A, Sector, IIDC, SIDCUL, Haridwar, Uttarakhand - 249403 through Video-Conferencing ("VC")/Other Audio Visual Means ("OAVM").

You are requested to take the above information on the record.

Thanking You,

Yours Faithfully,  
For **V-Marc India Limited**

**Anuj Ahluwalia**  
**Company Secretary**

**Place: Haridwar**

**ASHISH SEHRAWAT & ASSOCIATES**  
*COMPANY SECRETARIES*

**CONSOLIDATED SCRUTINIZERS' REPORT**

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Chairperson,

10<sup>th</sup> Annual General Meeting of the Members of

**V-Marc India Limited**

**CIN:** L31908UR2014PLC001066

**Registered office:** Plot no. 3, 4, 18, 20A, Sector, I IDC, Sidcul Haridwar, Uttarakhand - 249403

**Consolidated Scrutinizer Report on Remote E-Voting and Electronic Voting during the 10<sup>th</sup> (Tenth) Annual General Meeting ("AGM") of Members of the V-Marc India Limited ("Company") held on Friday, 29<sup>th</sup> September, 2023, at 11:00 a.m. (IST) at Plot no. 3, 4, 18, 20A, Sector, I IDC, Sidcul Haridwar, Uttarakhand - 249403 through Video-Conferencing ("VC")/Other Audio Visual Means ("OAVM").**

Dear Sir,

At the outset, I would like to thank the Board of Directors for appointing me as the Scrutinizer. As we are aware that due to the unprecedented crisis on account of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has provided the facility to the companies to conduct their AGM through VC/OAVM vide General Circular No. 02/2022 dated 5th May 2022 read with General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 (collectively referred to as "MCA Circulars") in terms of the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act").

I, Ashish Sehrawat, (Company Secretary in whole-time practice) Proprietor of M/s Ashish Sehrawat & Associates, Company Secretaries Firm, was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on remote e-voting and also on poll through Ballot papers carried out

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**ASHISH SEHRAWAT & ASSOCIATES**  
*COMPANY SECRETARIES*

for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") issued in this regard on the resolutions as set-out in the notice of the 10<sup>th</sup> (Ninth) Annual General Meeting of Members of the Company held on Friday, 29<sup>th</sup> September, 2023, at 11:00 a.m. (IST) at Plot no. 3, 4, 18, 20A, Sector, I IDC, Sidcul Haridwar, Uttarakhand – 249403 through Video-Conferencing ("VC")/Other Audio Visual Means ("OAVM").

1. The Company has appointed National Securities Depository Limited (NDSL), as the service provider, for providing the facility of remote e-voting to the Members of the Company as well as an electronic voting system during the AGM on all the items of the business (es) (both Ordinary and Special businesses) as set out in the notice dated 18<sup>th</sup> August, 2023.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI Listing Regulations, the MCA Circulars, and SEBI Circulars or any other provision, as applicable for the AGM of the Company. The Management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.
3. The remote e-voting period remained open from **Monday, 25<sup>th</sup> September, 2023 (09:00 A.M. IST)** and ended on **Thursday, 28<sup>th</sup> September, 2023 (05:00 P.M. IST)** on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NDSL).  
Further, the complete instructions on the remote E-Voting facility provided by the Company had been annexed to the Notice of the AGM, explaining the process of casting the votes through the remote e-voting facility with the necessary user id and password.
4. The Members of the Company as on the "cut-off date" i.e. **Friday, 22<sup>nd</sup> September, 2023** were entitled to avail the facility of remote e-voting as well as an electronic voting system during the AGM on the proposed resolutions (Item nos. 1 to 8) as set out in the Notice dated 18<sup>th</sup> August, 2023.



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5. On the day of the 10th AGM, the Company conducted voting through E-Voting for those Members who could not participate in the remote E-Voting to record their votes.
6. The public advertisement with respect to notice regarding registering the email address was published on 22th August, 2023 requesting shareholders of the Company to register/update their e-mail address.
7. In accordance with the Notice of the 10<sup>th</sup> Annual General Meeting sent to Shareholders and "Advertisement" published pursuant to Rule 20 of the Companies (Management and Administration Rules) 2014, as amended, the Company published the Newspaper advertisements.
8. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 at 10<sup>th</sup> AGM of the Company. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM.
9. After completion of Poll through Ballot papers, the votes casted through remote e-voting and vote casted through e-voting during the AGM were unblocked in the presence of two witnesses, Mr. Mayank Vashist and Mr. Jitender Singh who are not in the employment of the Company and then votes casted there under were counted.
10. After scrutinizing the system generated report of remote e-voting provided by NSDL and I hereby submit the consolidated results of remote e-voting and Poll as under:

**Resolution 01: Ordinary Resolution**

To Adopt of the audited financial statement of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.



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Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	27	1,64,85,696	1	9,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>1,64,85,696</b>	<b>1</b>	<b>9,000</b>

**Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696**

**Votes in Favour (% of Total Valid Votes) = 99.95%**

**Votes in Against (% of Total Valid Votes) = 0.05%**

**Resolution 02: Ordinary Resolution**

To appoint a director in place of Mrs. Meenakshi Garg (DIN 05268233), who retires by rotation and being eligible, offers himself for re-appointment.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	27	1,64,85,696	1	9,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>1,64,85,696</b>	<b>1</b>	<b>9,000</b>

**Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696**

**Votes in Favour (% of Total Valid Votes) = 99.95%**

**Votes in Against (% of Total Valid Votes) = 0.05%**



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**COMPANY SECRETARIES**

Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696  
Votes in Favour (% of Total Valid Votes) = 99.95%

**Resolution 03: Special Resolution** (Total) = 0.05%

To appoint Mr. Deepak Prabhakar ((DIN: 09756849) as Director effective from November 02, 2023.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	27	1,64,85,696	1	9,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>1,64,85,696</b>	<b>1</b>	<b>9,000</b>

**Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696**

**Votes in Favour (% of Total Valid Votes) = 99.95%**

**Votes in Against (% of Total Valid Votes) = 0.05%**

**Resolution 04: Special Resolution**

To appoint Mr. Deepak Prabhakar Tikle (DIN:09756849) designated Executive & Non-Independent Director of the Company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	27	1,64,85,696	1	9,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>1,64,85,696</b>	<b>1</b>	<b>9,000</b>



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**COMPANY SECRETARIES**

**Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696**

**Votes in Favour (% of Total Valid Votes) = 99.95%**

**Votes in Against (% of Total Valid Votes) = 0.05%**

**Resolution 05: Special Resolution**

To appoint Mr. Ranjeet Kumar Tiberwal ((DIN: 05141412) designated as Independent Director of the Company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	27	1,64,85,696	1	9,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>1,64,85,696</b>	<b>1</b>	<b>9,000</b>

**Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696**

**Votes in Favour (% of Total Valid Votes) = 99.95%**

**Votes in Against (% of Total Valid Votes) = 0.05%**

**Resolution 06: Special Resolution**

To Create Pledge, Mortgage, Hypothecation and/or charge Prescribed U/S 180(1) (a)

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	26	1,64,82,696	2	12,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>26</b>	<b>1,64,82,696</b>	<b>2</b>	<b>12,000</b>



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**Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696**

**Votes in Favour (% of Total Valid Votes) = 99.93%**

**Votes in Against (% of Total Valid Votes) = 0.07%**

**Resolution 06: Special Resolution**

To Rectification of Remuneration of M/s Ahuja Sunny & Co. Cost Auditor of the Company for the FY ending March 31, 2024

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	27	1,64,85,696	1	9,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>27</b>	<b>1,64,85,696</b>	<b>1</b>	<b>9,000</b>

**Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696**

**Votes in Favour (% of Total Valid Votes) = 99.95%**

**Votes in Against (% of Total Valid Votes) = 0.05%**

**Resolution 08: Special Resolution**

Approval for Related Party Transactions with V-Marc Electricals Private Limited.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	28	1,64,94,696	-	-	26	1,64,82,696	2	12,000
E-Voting AGM	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>28</b>	<b>1,64,94,696</b>	<b>-</b>	<b>-</b>	<b>26</b>	<b>1,64,82,696</b>	<b>2</b>	<b>12,000</b>



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COMPANY SECRETARIES

Total Valid Votes (Total Votes - Invalid votes) = 1,64,94,696-0= 1,64,94,696  
Votes in Favour (% of Total Valid Votes) = 99.93%  
Votes in Against (% of Total Valid Votes) = 0.07%

11. All the papers relating to voting by remote e voting and e voting at the AGM shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company.
12. Based on the above voting, we confirm that all the resolutions have been carried on with requisite majority, accordingly we request the Chairman of the 10<sup>th</sup> AGM, to announce the result of the meeting.

For Ashish Sehrawat & Associates  
(Company Secretaries)



Membership No - 51861

C.P. No - 22005

Peer Review Code - 2226/2022

UDIN - A051861E001130611

Date: 29<sup>th</sup> September, 2023

Place: Delhi

Counter Signed by Chairman