

Report of the Scrutinizer

To

The Chairperson

08th Annual General Meeting ('AGM') of the members of V-Marc India Limited formerly known as Asian Galaxy Pvt. Ltd held on Wednesday, September 29, 2021 at 11:00 AM (IST) through Video Conferencing "VC"/ other Audio Visual Means.

Subject: Consolidated Scrutinizer's Report for the e-voting (including remote e-voting)

Dear Sir,

I, Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretary, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, have been appointed as the Scrutinizer by the Board of Directors of V-Marc India Limited formerly known as Asian Galaxy Pvt. Ltd ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the e-voting (including remote e-voting) process, in a fair and transparent manner, for the 08th Annual General Meeting ("AGM") of the Company and ascertaining the requisite majority on e-voting (including remote e-voting) in respect of the below mentioned resolutions proposed at the AGM of the Company. I submit herewith my consolidated report on the results on e-voting (including remote e-voting) as under:

1. The Notice of the AGM along with the Annual Report for financial year 2020-21 were sent by electronic mode to those Members, whose e-mail addresses were registered with the Company/ Depositories in compliance with the Ministry of Corporate Affairs General Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, and January 13, 2021 and the Securities and Exchange Board of India Circulars dated May 12, 2020 and January 15, 2021.
2. Notice of the AGM has been uploaded on the website of the Company at www.v-marc.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com

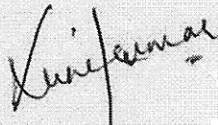


respectively and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

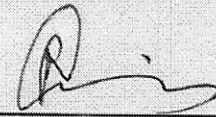
3. The Members holding shares as on the "Cut Off" date i.e. Thursday, 23rd September, 2021, and who were otherwise not barred to cast their vote, were entitled to vote on the proposed resolutions (Item nos. 1 to 7) as set out in the Notice of the AGM.
4. The e-voting platform for remote e-voting and e-voting at the AGM was provided to the Members of the Company by National Securities Depository Limited (NSDL).
5. The remote e-voting period was open from Saturday, 25th September, 2021 at 09:00 A.M. (IST) and ends on Tuesday, 28th September, 2021 at 05:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. Those members who were present at the AGM through Video Conferencing and who did not vote through Remote e-voting were allowed to cast their votes through e-voting system provided by NSDL during the AGM.

Further, on account of continuing COVID-19 pandemic situation and in accordance with the relaxation given vide above-referred MCA Circulars, the members have casted their votes electronically only.

7. After the conclusion of the AGM, the votes cast through e-voting (including remote e-voting) were unblocked and downloaded from the e-voting website of NSDL at around 11.55 A.M. (IST) on September 29th, 2021 in the presence of two witnesses, Mr. Sunil Kumar R/o House no. 6, E- Block, Qutub Vihar, New Delhi- 110071 and Mr. Ram Niwas R/o 16 A, Gali No. 2, B- Block, Qutub Vihar, New Delhi- 110071, who are not in the employment of the Company. The said witnesses have signed below to confirm that e-voting (including remote e-voting) was unblocked in their presence:



Sunil Kumar



Ram Niwas

8. The e-voting (including remote e-voting) data as downloaded from the e-voting system of NSDL was scrutinized. Thereafter, the votes were counted and the results were prepared.



9. My responsibility as scrutinizer for the remote e-voting and e-voting process is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
10. As per the data downloaded from NSDL e-voting system, the total votes cast in Favour or Against all the resolutions proposed in the Notice of the AGM are as under:

Ordinary Business:

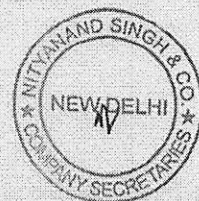
Resolution 1 : To Adopt of the audited financial statement of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

| Particulars | Consolidated Voting Results | | % of Total Votes Cast |
|-----------------------------------------|-----------------------------|--------------------|-----------------------|
| | No. of Members who voted | No. of votes cast | |
| Valid Votes in Favour of the resolution | 31 | 1,70,62,696 | 100 |
| Valid Votes Against the resolution | - | - | - |
| Total | 31 | 1,70,62,696 | 100 |
| Invalid Votes | Nil | Nil | Nil |

Resolution 2 : To re-appoint M/s Rajeev Singal Co., Chartered Accountants (FRN: 008692C) as statutory auditors for a term of four years. (Ordinary Resolution)

| Particulars | Consolidated Voting Results | | % of Total Votes Cast |
|-----------------------------------------|-----------------------------|--------------------|-----------------------|
| | No. of Members who voted | No. of votes cast | |
| Valid Votes in Favour of the resolution | 30 | 1,70,59,696 | 99.9824 |
| Valid Votes Against the resolution | 1 | 3,000 | 0.0176 |
| Total | 31 | 1,70,62,696 | 100 |
| Invalid Votes | Nil | Nil | Nil |

Resolution 3 : To appoint a director in place of Mrs. Meenakshi Garg (DIN 05258233), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)



| Particulars | Consolidated Voting Results | | % of Total Votes Cast |
|-----------------------------------------|-----------------------------|--------------------|-----------------------|
| | No. of Members who voted | No. of votes cast | |
| Valid Votes in Favour of the resolution | 30 | 1,70,59,696 | 99.9824 |
| Valid Votes Against the resolution | 1 | 3,000 | 0.0176 |
| Total | 31 | 1,70,62,696 | 100 |
| Invalid Votes | Nil | Nil | Nil |

Special Business:

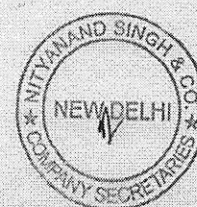
Resolution 4 : Ratification of Remuneration of M/s. Ahuja Sunny & Co, Cost Accountants, (Firm Registration No 101411), Haryana, appointed as the "Cost Auditors" of the Company for the Financial Year ending March 31, 2022. (Ordinary Resolution)

| Particulars | Consolidated Voting Results | | % of Total Votes Cast |
|-----------------------------------------|-----------------------------|--------------------|-----------------------|
| | No. of Members who voted | No. of votes cast | |
| Valid Votes In Favour of the resolution | 31 | 1,70,62,696 | 100 |
| Valid Votes Against the resolution | - | - | - |
| Total | 31 | 1,70,62,696 | 100 |
| Invalid Votes | Nil | Nil | Nil |

Resolution 5 : Appointment of Mr. Mukesh Bansal (DIN 02852531), as an Independent Director of the Company for a period of five consecutive years from 04.02.2021 to 03.02.2026. (Special Resolution).

| Particulars | Consolidated Voting Results | | % of Total Votes Cast |
|-----------------------------------------|-----------------------------|--------------------|-----------------------|
| | No. of Members who voted | No. of votes cast | |
| Valid Votes in Favour of the resolution | 31 | 1,70,62,696 | 100 |
| Valid Votes Against the resolution | - | - | - |
| Total | 31 | 1,70,62,696 | 100 |
| Invalid Votes | Nil | Nil | Nil |

Resolution 6 : Appointment of Mr. Raj Kumar Pandey (DIN 08639710), as an Independent Director of the Company for a period of five consecutive years from 04.02.2021 to 03.02.2026. (Special Resolution).



| Particulars | Consolidated Voting Results | | % of Total Votes Cast |
|-----------------------------------------|-----------------------------|--------------------|-----------------------|
| | No. of Members who voted | No. of votes cast | |
| Valid Votes in Favour of the resolution | 31 | 1,70,62,696 | 100 |
| Valid Votes Against the resolution | - | - | - |
| Total | 31 | 1,70,62,696 | 100 |
| Invalid Votes | Nil | Nil | Nil |

Resolution 7 : Approval for Related Party Transactions. (Special Resolution)

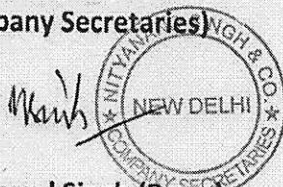
| Particulars | Consolidated Voting Results | | % of Total Votes Cast |
|-----------------------------------------|-----------------------------|--------------------|-----------------------|
| | No. of Members who voted | No. of votes cast | |
| Valid Votes in Favour of the resolution | 31 | 1,70,62,696 | 100 |
| Valid Votes Against the resolution | - | - | - |
| Total | 31 | 1,70,62,696 | 100 |
| Invalid Votes | Nil | Nil | Nil |

On the basis of the above results, all the resolutions have been passed with the requisite majority.

11. The voting result in the prescribed format, as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached with this report as **Annexure I**.

Thanking you,
Yours truly

For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668
UDIN: F002668C001036305

Accepted by

Chairperson of the AGM

Place: New Delhi
Date: 29.09.2021

Annexure I
V-Marc India Limited
Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

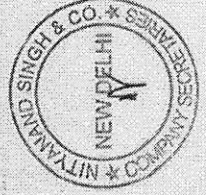
| | |
|---------------------------------------------------------------------------------------------------|----------------|
| Date of AGM | 29th Sept 2021 |
| Total number of shareholders as on the Cut-Off date | 476 |
| No. of shareholders present in the meeting through video conferencing / other Audio Visual Means: | |
| Promoters and Promoter Group: | 2 |
| Public: | 7 |

Resolution 1: To Adopt of the audited financial statement of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon

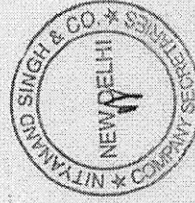
Resolution required :Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes In favour on votes polled | % of Votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group | 1 | | 2 | $3=(2/1)*100$ | 4 | 5 | $6=(4/2)*100$ | $7=(5/2)*100$ |
| | E-voting | | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| | Poll | 15,941,696 | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| Public- Institutional holders | E-voting | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | - | - | - | - | - | - |
| Public- Others | E-voting | | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 | - |
| | Poll | 6,844,000 | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 6,844,000 | 1,121,000 | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 |
| Grand Total | | 22,785,696 | 17,062,696 | 74.8834 | 17,062,696 | - | 100.0000 | - |

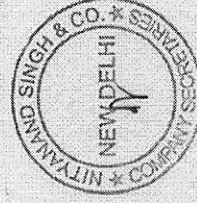


| Resolution 2: To re-appoint M/s Rajeev Singal Co., Chartered Accountants (FRN: 008692C) as statutory auditors for a term of four years Resolution required : Ordinary Resolution Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company. | | | | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|--|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled | |
| | | 1 | 2 | $3=(2/1)*100$ | 4 | 5 | $6=(4/2)*100$ | $7=(5/2)*100$ | |
| Promoter and Promoter Group | E-voting | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - | |
| | Poll | - | - | - | - | - | - | - | |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA | |
| | Total | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - | |
| Public- Institutional holders | E-voting | - | - | - | - | - | - | - | |
| | Poll | - | - | - | - | - | - | - | |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA | |
| | Total | - | - | - | - | - | - | - | |
| Public- Others | E-voting | 6,844,000 | 1,121,000 | 16.3793 | 1,118,000 | 3,000 | 99.7324 | 0.2676 | |
| | Poll | - | - | - | - | - | - | - | |
| | Postal Ballot | 6,844,000 | 1,121,000 | 16.3793 | 1,118,000 | 3,000 | 99.7324 | 0.2676 | |
| | Total | 22,785,696 | 17,062,696 | 74.8834 | 17,059,696 | 3,000 | 99.9824 | 0.0176 | |
| Grand Total | | | | | | | | | |



Resolution 3: To appoint a director in place of Mrs. Meenakshi Garg (DIN 05258233), who retires by rotation and being eligible, offers herself for re-appointment
Resolution required : Ordinary Resolution
Whether Promoter/ Promoter Group interested in the agenda/ resolution : Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 6=(4/2)*100 | 7=(5/2)*100 |
| Promoter and Promoter Group | E-voting | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| Public- Institutional holders | E-voting | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | - | - | - | - | - | - |
| Public- Others | E-voting | | 1,121,000 | 16.3793 | 1,118,000 | 3,000 | 99.7324 | 0.2676 |
| | Poll | 6,844,000 | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 6,844,000 | 1,121,000 | 16.3793 | 1,118,000 | 3,000 | 99.7324 | 0.2676 |
| Grand Total | | 22,785,696 | 17,062,696 | 74.8834 | 17,059,696 | 3,000 | 99.9824 | 0.0176 |

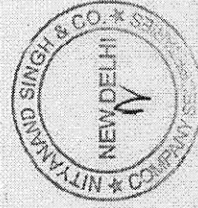


Resolution 4: Ratification of Remuneration of M/s. Ahuja Sunny & Co, Cost Accountants, (Firm Registration No 101411), Haryana, appointed as the "Cost Auditors" of the Company for the Financial Year ending March 31, 2022.

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution : Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | $3=(2/1)*100$ | 4 | 5 | $6=(4/2)*100$ | $7=(5/2)*100$ |
| Promoter and Promoter Group | E-voting | | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| | Poll | 15,941,696 | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| Public- Institutional holders | E-voting | | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | - | - | - | - | - | - | - |
| Public- Others | E-voting | | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 | - |
| | Poll | 6,844,000 | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 6,844,000 | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 | - |
| Grand Total | | 22,785,696 | 17,062,696 | 74.8834 | 17,062,696 | - | 100.0000 | - |

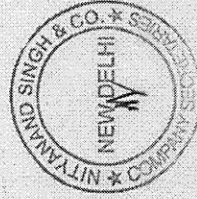


Resolution 5: Appointment of Mr. Mukesh Bansal (DIN 02852531), as an Independent Director of the Company for a period of five consecutive years from 04.07.2021 to 03.02.2026.

Resolution required :Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution : Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | $3=(2/1)*100$ | 4 | 5 | $6=(4/2)*100$ | $7=(5/2)*100$ |
| Promoter and Promoter Group | E-voting | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| Public- Institutional holders | E-voting | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | - | - | - | - | - | - | - |
| Public- Others | E-voting | 6,844,000 | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | 6,844,000 | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 | - |
| Grand Total | | 22,785,696 | 17,062,696 | 74.8834 | 17,062,696 | - | 100.0000 | - |



Resolution 6: Appointment of Mr. Raj Kumar Pandey (DIN 08639710), as an Independent Director of the Company for a period of five consecutive years from 04.02.2021 to 03.02.2026.
Resolution required : Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group | E-voting | 1 | 2 | $3=(2/1)*100$ | 4 | 5 | $6=(4/2)*100$ | $7=(5/2)*100$ |
| | Poll | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | NA | 100.0000 | NA |
| Public- Institutional holders | E-voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public- Others | E-voting | 6,844,000 | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 6,844,000 | 1,121,000 | 16.3793 | 1,121,000 | NA | 100.0000 | NA |
| Grand Total | | 22,785,696 | 17,062,696 | 74.8834 | 17,062,696 | - | 100.0000 | - |



| Resolution 7: Approval for Related Party Transactions. Resolution required : Special Resolution Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company. | | | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 7=(5/2)*100 | | |
| | E-voting | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 6=(4/2)*100 | 100.0000 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA |
| | Total | 15,941,696 | 15,941,696 | 100.0000 | 15,941,696 | - | 100.0000 | - |
| Public- Institutional holders | E-voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA |
| | Total | - | - | - | - | - | - | - |
| Public- Others | E-voting | 6,844,000 | 1,121,000 | 16.3793 | 1,121,000 | - | 100.0000 | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 6,844,000 | NA | NA | NA | NA | NA | NA |
| | Total | 22,785,696 | 17,062,696 | 74.8834 | 17,062,696 | - | 100.0000 | - |
| Grand Total | | | | | | | | |

