

CORRIGENDUM TO THE NOTICE OF THE ANNUAL GENERAL MEETING

This Corrigendum is being issued in continuation of Annual General Meeting (AGM) notice dated August 16, 2024 scheduled to be held on Thursday, September 12, 2024 at 11.00 AM. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The notice of AGM was dispatched to the shareholders of the Company on August 17, 2024 electronically, in due compliance with the provisions of the Companies Act, 2013, as amended, and the rules made thereunder (the “Companies Act”), read with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (“SEBI”), to transact the business stated therein.

This Corrigendum to the AGM Notice (“Corrigendum”) is issued in respect of the following paragraph (e) point (a) and (b), under Explanatory Statement under “Item No. 6” of the Explanatory Statement to the AGM Notice, to provide certain clarifications pursuant to the suggestions / comments received from National Stock Exchange of India Limited:

1 Under explanatory statement of “Item No. 6”, point (e) should be read as follows:

e) Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue;

The Equity Shares of Company are listed on National Stock Exchange of India Limited (“NSE”) only. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. Trading data of NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations.

1. In compliance with Regulation 166A of the SEBI ICDR Regulations as the preferential issue is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price shall be the higher of the price determined through following methods:
 - a. In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:
 - i. The 90 trading days volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e., ₹ 190.74/- per Equity Share; or
 - ii. the 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e., ₹ 276.44/- per Equity Share;

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case preferential issue.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is Rs. 276.44 (Rupees Two Hundred Seventy-Six and Forty-Four Paise) per Equity Share being higher of the 90/10 trading days volume weighted average price. Rs. 10/- (Rupees Ten Only) is charged as premium on minimum issue price totalling to Rs. 286.44 (Rupees Two hundred Eighty-Six and Forty-Four Paise Only) per equity share.

- b. The rationale for price determined through Valuation report of Mr. Hitesh Jhamb, Registered Valuer SFA - Registration Number: (IBBI Registration No.: IBBI/RV/11/2019/12355) i.e., Rs. 286.44/- per Equity Share is taken as an additional compliance for the Preferential Issue of Equity Shares. The said report has been hosted on the website of the company which can be accessed at www.v-marc.com.

Accordingly, the floor price in terms of SEBI ICDR Regulations is Rs. 276.44 per Equity Share. The issue price is ₹ 286.44/- (The calculated floor price is Rs. 276.44 with a premium of Rs. 10 being charged on each equity share per share) which is not less than the minimum price determined in accordance with the applicable provisions of ICDR Regulations.

Members are requested to kindly take note of the aforesaid amendments in the notice and the corresponding corrections before casting their votes.

The Corrigendum to the AGM Notice shall form an integral part of the AGM Notice which has already been circulated to the Members of Company and on and from the date hereof, the AGM Notice shall always be read in conjunction with this Corrigendum. This Corrigendum will also be made available on website of the stock exchange i.e., NSE i.e., www.nseindia.com respectively and on the website of the Company on www.v-marc.com. All other contents of the AGM Notice, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

Date: 11.09.2024

Place: Haridwar

By the Order of Board of V-Marc India Limited

Anuj Ahluwalia
Company Secretary
M No. A35628