

NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh Annual General Meeting ("AGM") of the shareholders of V-Marc India Limited will be held on Thursday, September 12, 2024 at 11:00 A.M. (IST) at the registered office of the Company through Video-Conferencing ("VC")/ other Audio-Visual Means ("OAVM"), to transact the following BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt of the Audited Standalone financial statement of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Vikas Garg (DIN 05268238), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT in partial modification of the Resolution No. 1 passed by the Members at the Extra-Ordinary General Meeting of the Company held on 05th February, 2021, for the appointment of Mr. Vikas Garg (DIN: 05268238) as the "Chairman" and "Managing Director" with effect from 04th February, 2021 to 03rd February, 2026 (hereinafter referred to as the appointee) on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision of the remuneration of Mr. Vikas Garg (DIN: 05268238) as the Managing Director of the Company, w.e.f. 01.04.2024 for his remaining tenure on a remuneration not exceeding Rs. 1,44,00,000/- (Rupees One Crore Forty-Four Lakhs Only) per annum by way of salary (including bonus), perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof, subject however, to a ceiling of Rs 2,00,00,000/- (Rupees Two Crores Only) per annum.

FURTHER RESOLVED THAT except for the revision in the ceiling limit, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary, perquisites and other allowances, benefits and Performance Pay, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration and perquisites from time to time so as to be in conformity with the Law, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

4. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT in partial modification of the Resolution No. 4 passed by the Members at the Tenth Annual General Meeting of the Company held on 29th September, 2023, for the appointment of Mr. Deepak Prabhakar Tikle (DIN:09756849) as the "Executive & Non-Independent Director" with effect from November 02, 2022 to November 01, 2025 (hereinafter referred to as the appointee) on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision of the remuneration of Mr. Deepak Prabhakar Tikle (DIN: 09756849) as the "Executive & Non-Independent Director" of the Company, w.e.f. 01.04.2024 for his remaining tenure on a remuneration not exceeding Rs. 41,00,000/- (Rupees Forty-One Lakhs Only) per annum by way of salary (including bonus), perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof, subject however, to a ceiling of Rs 50,00,000/- (Rupees Fifty Lakhs Only) per annum.

FURTHER RESOLVED THAT except for the revision in the remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary, perquisites and other allowances, benefits and Performance Pay, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration and perquisites from time to time so as to be in conformity with the Law, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

5. Ratification of Remuneration of M/s. Ahuja Sunny & Co, Cost Accountants, (Firm Registration No 101411), appointed as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2025

To consider and if though fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the remuneration payable to M/s. Ahuja Sunny & Co, Cost Accountants, (Firm Registration No 101411), appointed by the Board of Directors, as the Cost Auditor of the Company to conduct audit of cost accounting records of the Company maintained under Companies (Cost Records and Audit) Rules, 2014 and (Cost Records and Audit) Amendment Rules, 2014, for the Financial Year 2024-25 at a remuneration as per the terms and conditions as may be mutually agreed upon and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, be and is hereby ratified and confirmed.”

6. Issuance of Equity Shares of the Company by way of Preferential Issue, subject to such approvals as may be required under applicable laws

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (herein after referred to as the ‘Companies Act’), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any amendments, modifications and/ or re-enactments thereof for the time being in force) and further in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India (‘SEBI’), or any other statutory or regulatory authority, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed (‘‘Stock Exchanges’’) and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company, which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons’), the consent of the members of the company be and is hereby accorded to raise further capital and to create, offer, issue and allot up to 16,35,000 (Sixteen Lakhs Thirty Five Thousand) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each for cash at an issue price of Rs. 286.44/- (Rupees Two Hundred Eighty-Six and Forty-Four Paise) per equity share, the Calculated Floor Price is Rs. 276.44 (Rupees Two Hundred Seventy-Six and Forty- Four Paise), with a Premium of Rs. 10 (Rupees Ten Only) being charged on each Equity Share, aggregating to Rs. 46,83,29,400/- (Rupees Forty-Six Crore Eighty-Three Lakhs Twenty-Nine Thousand and Four Hundred Only) (‘‘Subscription Shares’’) on a preferential basis on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, to the following persons (the ‘‘Proposed Allottees’’)

S No.	Name of Proposed Allottees	Status/Class of Allottees (Individual/Body Corporate/Trust/HUF /LLP/AIF)	Natural Persons who are Ultimate Beneficial Owner	Category (Promoter / Public)	No. of shares to be issued	Total Consideration (Rs.)	Allottee is QIB/ Non-QIB
1	Ashish Ramesh Chandra Kacholia	Individual	Not applicable, as the allottee is an Individual	Public	Upto 4,97,000	14,23,60,680	Non- QIB
2	Growfast Securities & Credit Private Limited	Body Corporate	Mrs. Viraj Aggarwal	Public	Upto 34,000	97,38,960	Non- QIB
3	Anil Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
4	Dhruvesh Sanghvi HUF	HUF	Mr. Dhruvesh Anil Sanghvi	Public	Upto 17,000	48,69,480	Non- QIB
5	Namrata Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB
6	Minesh Sanghvi HUF	HUF	Mr. Minesh Anil Sanghvi	Public	Upto 8,000	22,91,520	Non- QIB

7	Vipul Ashok Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
8	Everlon Financials Ltd	Body Corporate	Mr. Jitendra K Vakharia Mrs. Varsha J Vakharia	Public	Upto 8,000	22,91,520	Non- QIB
9	Rita Rajendra Shah	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
10	Rushabh Harshil Kothari	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB
11	Kanyalal Hakamchand Shah	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
12	Swapnil Paresh Doshi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
13	Veena Sudhir Shah	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
14	Panna Gunchandra Metha	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB
15	Yaaman Hamidi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 7,000	20,05,080	Non- QIB
16	Kadayam Ramanathan Bharat	Individual	Not applicable, as the allottee is an Individual	Public	Upto 29,000	83,06,760	Non- QIB
17	Anil Raika Family Trust	Trust	Mr. Anil Raika Mrs. Ambika Anil Raika	Public	Upto 52,000	1,48,94,880	Non- QIB
18	Sanjeev Aggarwal	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
19	Bharat Asan Binyani	Individual	Not applicable, as the allottee is an Individual	Public	Upto 3,000	8,59,320	Non- QIB
20	Harsimrit Kaur	Individual	Not applicable, as the allottee is an Individual	Public	Upto 61,000	1,74,72,840	Non- QIB
21	Bhagwan Singh Chodhary HUF	HUF	Bhagwan Singh Chaudhary	Public	Upto 69,000	1,97,64,360	Non- QIB
22	Nexta Enterprises LLP	LLP	Mrs. Geeta Chetan Shah Mr. Hardik Mahendar Shah	Public	Upto 1,74,000	4,98,40,560	Non- QIB
23	RBA & Finance Investments Co	Body Corporate	Mr. Suresh Kumar Agarwal Mrs. Sarita Agarwal	Public	Upto 4,97,000	14,23,60,680	Non- QIB
24	Incipience Dealers LLP	LLP	Mr. Shivam Jhunjunwala Mrs. Pooja Jhunjunwala	Public	Upto 8,000	22,91,520	Non- QIB
25	Vinay Khattar	Individual	Not applicable, as the allottee is an Individual	Public	Upto 6,000	17,18,640	Non- QIB
26	Siddhant Lashit Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 6,000	17,18,640	Non- QIB
27	Rahul Batra	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
28	Manish OmPrakash Kukreja	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB

29	Sunil Satyanarayan Dayma	Individual	Not applicable, as the allottee is an Individual	Public	Upto 19,000	54,42,360	Non- QIB
30	Deepak Kumar	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
	TOTAL				16,35,000	46,83,29,400	

QIB - Qualified Institutional Buyer

AIF - Alternative Investment Fund

LLP–Limited Liability Partnership

HUF – Hindu Undivided Family

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Tuesday, 13th August, 2024, prior to the date of this 11th Annual General Meeting held on Thursday, 12 September, 2024.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of Preferential Issue shall, inter-alia, be subject to the following:

- The Proposed Allottees shall be required to bring in 100% of the consideration for the Subscription Shares on or before the date of allotment hereof;
- The Equity Shares so offered, issued and allotted to the proposed allottee, shall be issued by the Company for cash consideration;
- The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations;
- The Subscription Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend (if applicable) and voting rights from the date of allotment thereof;
- The Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations. Further, the pre preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations;
- The Subscription Shares will be listed on the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/

or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

7. Approval for Related Party Transactions

To pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **V-Marc Electricals Private Limited**, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, for purchase of goods and services up to a maximum aggregate value of Rs. 50 Crores (Rupees. Fifty Crores) for the financial year 2024-25, for Sale of Goods upto a maximum of Rs.20 Crores (Rupees. Twenty Crores) for the financial year 2024-25 and For Jobwork Charges upto a maximum of Rs. 7.50 Crores (Rupees Seven Crores Fifty Lacs) for the Financial Year 2024-25 provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For V-Marc India Limited

Sd/-

(Vikas Garg)

Managing Director
DIN: 05268238

Haridwar
August 16, 2024

Registered Office

Plot No.3,4, 18 & 20A, Sector-IIIDC, SIDCUL, Haridwar-249403, India

Tel: +91-01334-239638;

Website: www.v-marc.com, **E- Mail:** agpl@v-marc.com

CIN: L31908UR2014PLC001066

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 11th AGM of the Company is being held through VC/OAVM on Thursday, September 12, 2024, at 11:00 A.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Plot No. 3, 4, 18 & 20A, Sector-IIDC, SIDCUL, Haridwar-249403, India.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/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 the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Or on the website of the Company i.e www.v-marc.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The relevant details pursuant to regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed with the notice.
9. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ashishkumarsehrawat@gmail.com (Scrutinizer), cs@v-marc.com (Company) and with a copy marked to evoting@nsdl.com.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held by them in electronic form.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.v-marc.com. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in electronic form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. Members desirous for any information or queries on accounts/financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.
15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.
16. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain close from **Thursday, 5th September, 2024 to Thursday, 12th September, 2024 (both days inclusive)** in connection with the Annual General Meeting.
17. The Company or its Registrars and Transfer Agents, **BIGSHARE SERVICES PRIVATE LIMITED** cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
19. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
20. Non-Resident Members: Non-Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:
 - a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier
21. The Company has fixed **Wednesday, 04th September, 2024** as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote in the Meeting.
22. Mr. Ashish Sehrawat, Company Secretary in Practice (M. No: 51861, COP No.22005) has been appointed as a Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.
23. The Explanatory Statement, pursuant to section 102 of the companies Act, 2013 setting out facts concerning the business under Item no. 3 to 7 is attached with the notice.
24. All documents referred to in the notice and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11:00 a.m. and 4:00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
26. **The Instructions for members for remote E-Voting are as under: -**
 The remote e-voting period begins on **Monday, 09th September, 2024 at 09:00 A.M. and ends on Wednesday, 11th September, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **04th September, 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Narendra Dev) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@v-marc.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDLv e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@v-marc.in). The same will be replied by the company suitably.

ANNEXURE-I TO NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ELEVENTH ANNUAL GENERAL MEETING

[PURSUANT TO REGULATION 36(3) OF THE SEBI

(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Name of Director	Mr. Vikas Garg
Director Identification Number	05268238
Date of Birth	25/12/1981
Age	46 years
Date of First Appointment	04/03/2014
Profile & Expertise in specific Functional Areas	Having 23 years of experience in managing the overall administration, operations, Finance & Accounts in the wire and cable industry.
Qualifications	MBA (Marketing)
Other Positions	Nil
List of outside Directorship held excluding Alternate Directorship and Private Companies.	1. V-Marc Electricals Private Limited 2. Asian Ambrosia India Private Limited
Membership of Committees in other unlisted Public Companies	Nil
Inter Relationship	Mr. Vikas Garg is the Promoter and Managing Director of the Company.
Shares held in the Company as at 31 st March, 2024	1,25,92,100 (55.26%)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on 5th February, 2021, had approved the appointment of Mr. Vikas Garg (DIN: 05268238) as the Chairman and Managing Director of the Company with effect from 04th February, 2021 to 03rd February, 2026 and the terms and conditions of the remuneration payable to him. The Members at the said meeting had approved minimum remuneration by way of salary and allowances to Mr. Vikas Garg as Chairman and Managing Director up to Rs. 1,44,00,000/- (Rupees One Crore Forty-Four Lakhs only) per annum as may be determined by the Board after making an assessment of Company's performance and individual Managerial Personnel's performance but subject to maximum applicable limits as per Schedule V to the Companies Act 2013; as amended from time to time and also subject to receipt of the requisite approvals, if any.

The Board of directors at their meeting held on 05.07.2024, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Vikas Garg, Chairman and Managing Director of the Company, as above, for the remaining tenure of Mr. Vikas Garg. The same was recommended by the Nomination and Remuneration Committee at its meeting held earlier that day to the board for its approval. While approving the revised remuneration of Mr. Vikas Garg, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of Managing Director for the overall growth of the Company especially in respect of setting up of new manufacturing units, streamlining the production capacities of existing units, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders.

The revision of the remuneration of Mr. Vikas Garg (DIN: 05268238) as the Managing Director of the Company, w.e.f. 01.04.2024 for his remaining tenure on a remuneration not exceeding Rs. 1,44,00,000/- (Rupees One Crore Forty-Four Lakhs Only) per annum by way of salary (including bonus), perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof, subject however, to a ceiling of Rs 2,00,00,000/- (Rupees Two Crores Only) per annum.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item nos. 3 of the notice is recommended to be passed as ordinary resolution.

The details of Managing Director whose remuneration is proposed to be revised, is provided below:

Name of Director	Vikas Garg
Director Identification Number	05268238
Date of Birth	25/12/1981
Date of First Appointment	04/03/2014
Qualification	MBA (Marketing)
Expertise in specified functional area	Having 23 years of experience in managing the overall administration, operations, Finance & Accounts in the wire and cable industry.

Shareholding in V-Marc India Limited	1,25,92,100 (55.26%)
List of outside Directorship held excluding Alternate Directorship and Private Companies.	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	Refer to Director's Report
Last drawn remuneration details along with Remuneration sought to be paid	Last drawn remuneration details are annexed with Directors Report. Remuneration details for proposed appointment are given in explanatory statement to the respective resolution.
Relationship with other Directors and KMP	Except for receiving sitting fees as a Non-Executive Director Mrs. Meenakshi Garg or any of her relative do not have any pecuniary relationship with the company. Mrs. Meenakshi Garg, Non-Executive Director of the Company who is the wife of Mr. Vikas Garg. Managing Director of the Company.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 3 of the accompanying Notice except Mr. Vikas Garg, since his remuneration (ceiling limit) is proposed to be revised.

The Board recommends the Resolution set forth at Item No. 3 of the Notice for approval of the members as an Ordinary Resolution.

ITEM No. 4

The Members of the Company at the Tenth Annual General Meeting of the Company held on 29th September, 2023, had approved the appointment of Mr. Deepak Prabhakar Tikle (DIN:09756849) as the "Executive & Non-Independent Director" with effect from November 02, 2022 to November 01, 2025 and the terms and conditions of the remuneration payable to him. The Members at the said meeting had approved minimum remuneration by way of salary and allowances to Mr. Deepak Prabhakar Tikle as "Executive & Non-Independent Director" not exceeding Rs. 30,00,000/-per annum by way of salary, perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof (on the terms and conditions including remuneration as set out in the Explanatory statement annexed to the notice of tenth Annual General Meeting, with liberty to the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment and /or remuneration as may deem fit.)".

The Board of directors at their meeting held on 05.07.2024, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Deepak Prabhakar Tikle , "Executive & Non-Independent Director" of the Company, as above, for the remaining tenure of Mr. Deepak Prabhakar Tikle. The same was recommended by the Nomination and Remuneration Committee at its meeting held earlier that day to the board for its approval. While approving the revised remuneration of Mr. Deepak Prabhakar Tikle, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company, overall Growth of the Company especially in respect of Sales (Domestic & Global), Product Development, streamlining the production capacities of existing units, exploring new domestic and global markets, and enhancing brand value through various initiatives to enhance the growth of the Company with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders.

The revision of the remuneration of Mr. Deepak Prabhakar Tikle (DIN: 09756849) as the Executive Director of the Company, w.e.f. 01.04.2024 for his remaining tenure on a remuneration not exceeding Rs. 41,00,000/- (Rupees Forty-One Lakhs Only) per annum by way of salary (including bonus), perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof, subject however, to a ceiling of Rs 50,00,000/- (Rupees Fifty Lakhs Only) per annum.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item nos. 4 of the notice is recommended to be passed as ordinary resolution.

The details of Executive Director whose remuneration is proposed to be revised, is provided below:

Name of Director	Deepak Prabhakar Tikle
Director Identification Number	09756849
Date of Birth	09/12/1965
Date of First Appointment	02/11/2022
Qualification	MBA (Marketing)
Expertise in specified functional area	MBA (Marketing) from University of Pune B.E (Electronic & Telecommunication) from Amravati University.
Shareholding in V-Marc India Limited	9,000 (0.03%)
List of outside Directorship held excluding Alternate Directorship and Private Companies.	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	Refer to Director's Report
Last drawn remuneration details along with Remuneration sought to be paid	Last drawn remuneration details are annexed with Directors Report. Remuneration details for proposed appointment are given in explanatory statement to the respective resolution.
Relationship with other Directors and KMP	NA

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 4 of the accompanying Notice except Mr. Deepak Prabhakar Tikle, since his remuneration is proposed to be revised.

The Board recommends the Resolution set forth at Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO. 5

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors, on the recommendation of Audit Committee at its meeting held on May 07, 2024 appointed M/s. Ahuja Sunny & co, Cost Accountants, (Firm Registration No 101411), as the Cost Auditor for audit of the cost records of the Company for the Financial Year ending March 31, 2025, at a remuneration as per the terms and conditions as may be mutually agreed upon amounting and out of pocket expenses, if any. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Audit shall be ratified by the shareholders of the Company.

Accordingly, the consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 5 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by the shareholders at the ensuing Annual General Meeting of the Company.

Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice.

ITEM NO. 6

The Board of Directors of the Company at their meeting held on Friday, August 16, 2024 have proposed to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as amended from time to time and on terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1) (c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR Regulations are as under:

i. **The Object of Preferential Issue:**

The proceeds of the Preferential Issue will be utilized for any one or in combination with any one or more of the purposes such as:

- I. To meet the long-term fund requirements of the Company, for expansion of business
- II. General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

ii. **The total number of securities, kind of securities and price at which security is being offered:**

Issuance of up to 16,35,000 (Sixteen Lakhs Thirty-Five Thousand) fully paid-up Equity Shares of the Company of face value of ₹ 10/- for cash at a price of Rs. 286.44/- (Rupees Two Hundred Eighty-Six and Forty- Four Paise) per Equity Share, (The calculated floor price is Rs. 276.44 (Rupees Two Hundred Seventy-Six and Forty-Four Paise), with a premium of Rs. 10 (Rupees Ten Only) being charged on each equity share.

iii. **Name of Proposed Allottees and No. of Shares proposed to be allotted to them:**

S No.	Name of Proposed Allottees	Status/Class of Allottees (Individual/ Body Corporate/ Trust/HUF/LLP/ AIF)	Natural Persons who are Ultimate Beneficial Owner	Category (Promoter/ Public)	No. of shares to be issued	Total Consideration (Rs.)	Allottee is QIB/ non-QIB
1	Ashish Ramesh Chandra Kacholia	Individual	Not applicable, as the allottee is an Individual	Public	Upto 4,97,000	14,23,60,680	Non- QIB
2	RBA & Finance Investments Co	Body Corporate	Mr. Suresh Kumar Agarwal Mrs. Sarita Agarwal	Public	Upto 4,97,000	14,23,60,680	Non- QIB

3	Growfast Securities & Credit Private Limited	Body Corporate	Mrs. Viraj Aggarwal	Public	Upto 34,000	97,38,960	Non- QIB
4	Anil Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
5	Dhruvesh Sanghvi HUF	HUF	Mr. Dhruvesh Anil Sanghvi	Public	Upto 17,000	48,69,480	Non- QIB
6	Namrata Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB
7	Minesh Sanghvi HUF	HUF	Mr. Minesh Anil Sanghvi	Public	Upto 8,000	22,91,520	Non- QIB
8	Vipul Ashok Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
9	Everlon Financials Ltd	Body Corporate	Mr. Jitendra K Vakharia Mrs. Varsha J Vakharia	Public	Upto 8,000	22,91,520	Non- QIB
10	Rita Rajendra Shah	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
11	Rushabh Harshil Kothari	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB
12	Kanyalal Hakamchand Shah	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
13	Swapnil Paresh Doshi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
14	Veena Sudhir Shah	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
15	Panna Gunchandra Metha	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB
16	Yaaman Hamidi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 7,000	20,05,080	Non- QIB
17	Kadayam Ramanathan Bharat	Individual	Not applicable, as the allottee is an Individual	Public	Upto 29,000	83,06,760	Non- QIB
18	Anil Raika Family Trust	Trust	Mr. Anil Raika Mrs. Ambika Anil Raika	Public	Upto 52,000	1,48,94,880	Non- QIB
19	Sanjeev Aggarwal	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
20	Bharat Asan Binyani	Individual	Not applicable, as the allottee is an Individual	Public	Upto 3,000	8,59,320	Non- QIB
21	Harsimrit Kaur	Individual	Not applicable, as the allottee is an Individual	Public	Upto 61,000	1,74,72,840	Non- QIB
22	Bhagwan Singh Chodhary HUF	HUF	Bhagwan Singh Chaudhary	Public	Upto 69,000	1,97,64,360	Non- QIB
23	Nexta Enterprises LLP	LLP	Mrs. Geeta Chetan Shah Mr. Hardik Mahendar Shah	Public	Upto 1,74,000	4,98,40,560	Non- QIB
24	Incipience Dealers LLP	LLP	Mr. Shivam Jhunjunwala Mrs. Pooja Jhunjunwala	Public	Upto 8,000	22,91,520	Non- QIB

25	Vinay Khattar	Individual	Not applicable, as the allottee is an Individual	Public	Upto 6,000	17,18,640	Non- QIB
26	Siddhant Lashit Sanghvi	Individual	Not applicable, as the allottee is an Individual	Public	Upto 6,000	17,18,640	Non- QIB
27	Rahul Batra	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
28	Manish Om Prakash Kukreja	Individual	Not applicable, as the allottee is an Individual	Public	Upto 17,000	48,69,480	Non- QIB
29	Sunil Satyanarayan Dayma	Individual	Not applicable, as the allottee is an Individual	Public	Upto 19,000	54,42,360	Non- QIB
30	Deepak Kumar	Individual	Not applicable, as the allottee is an Individual	Public	Upto 8,000	22,91,520	Non- QIB
	TOTAL				16,35,000	46,83,29,400	

d) Particulars of offer including the date of Board Meeting, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on Friday, August 16, 2024, had, subject to approval of the members of the Company ("members") and such other approvals as may be required, approved preferential issue of

- i. Up to 16,35,000 (Sixteen Lakhs Thirty-Five Thousand) fully paid-up Equity Shares of the Company of face value of ₹ 10/- for cash at a price of Rs. 286.44/- (Rupees Two Hundred Eighty-Six and Forty-Four Paise only) (The calculated floor price is Rs. 276.44 (Rupees Two Hundred Seventy-Six and Forty-Four Paise), with a premium of Rs. 10 (Rupees Ten Only) being charged on each equity share per share aggregating to not more than to Rs. 46,83,29,400/- (Rupees Forty- Six Crore Eighty- Three Lakhs Twenty- Nine Thousand Four Hundred Only); and

The price of each Equity Shares is fixed at Rs. 286.44/- (Rupees Two Hundred Eighty-Six and Forty-Four Paise only) (The calculated floor price is Rs. 276.44 (Rupees Two Hundred Seventy-Six and Forty-Four Paise), with a premium of Rs. 10 (Rupees Ten Only) being charged on each equity share per share as determined in terms of SEBI ICDR Regulations on the basis of the Relevant Date.

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. 286.44 (Rupees Two Hundred Eighty-Six and Forty-Four Paise) per Equity Share being higher of the above two prices (The calculated floor price is Rs. 276.44 (Rupees Two Hundred Seventy-Six and Forty-Four Paise), with a premium of Rs. 10 (Rupees Ten Only) being charged on each equity share per share.

- b) The 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. 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.

f) Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares of the face value ₹ 10 each to be issued, is Tuesday, August 13, 2024, prior to the date of the Annual General Meeting (AGM) i.e. Thursday, September 12, 2024.

g) Amount which the Company intends to raise by way of issue of Equity Shares:

The Company proposes to raise up to Rs. 46,83,29,400/- (Rupees Forty- Six Crore Eighty- Three Lakhs Twenty- Nine Thousand Four Hundred Only) from the issue of Equity Shares.

h) Intention of Promoters, Directors, Key Managerial Personnel, Senior management personnel to subscribe to the preferential offer:

Not Applicable

i) The proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

j) Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitive, if any:

The Company hereby confirms that neither the Company nor its promoters nor its Directors have been declared as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been declared as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

k) Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(2), 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

However, the hereby Company undertakes as follows: -

1. The Company shall re-compute the price of the Equity Shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI ICDR Regulations where it is required to do so.
2. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

l) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

m) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

n) The current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

S No.	Name of Proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1	Ashish RameshChandra Kacholia	Non- Promoter	Non- Promoter
2	RBA & Finance Investments Co	Non- Promoter	Non- Promoter
3	Growfast Securities & Credit Private Limited	Non- Promoter	Non- Promoter
4	Anil Sanghvi	Non- Promoter	Non- Promoter
5	Dhruvesh Sanghvi HUF	Non- Promoter	Non- Promoter
6	Namrata Sanghvi	Non- Promoter	Non- Promoter
7	Minesh Sanghvi HUF	Non- Promoter	Non- Promoter
8	Vipul Ashok Sanghvi	Non- Promoter	Non- Promoter
9	Everlon Financials Ltd	Non- Promoter	Non- Promoter
10	Rita Rajendra Shah	Non- Promoter	Non- Promoter
11	Rushabh Harshil Kothari	Non- Promoter	Non- Promoter

12	Kanyalal Hakamchand Shah	Non- Promoter	Non- Promoter
13	Swapnil Paresh Doshi	Non- Promoter	Non- Promoter
14	Veena Sudhir Shah	Non- Promoter	Non- Promoter
15	Panna Gunchandra Metha	Non- Promoter	Non- Promoter
16	Yaaman Hamidi	Non- Promoter	Non- Promoter
17	Kadayam Ramanathan Bharat	Non- Promoter	Non- Promoter
18	Anil Raika Family Trust	Non- Promoter	Non- Promoter
19	Sanjeev Aggarwal	Non- Promoter	Non- Promoter
20	Bharat Asan Binyani	Non- Promoter	Non- Promoter
21	Harsimrit Kaur	Non- Promoter	Non- Promoter
22	Bhagwan Singh Chodhary HUF	Non- Promoter	Non- Promoter
23	Nexta Enterprises LLP	Non- Promoter	Non- Promoter
24	Incipience Dealers LLP	Non- Promoter	Non- Promoter
25	Vinay Khattar	Non- Promoter	Non- Promoter
26	Siddhant Lashit Sanghvi	Non- Promoter	Non- Promoter
27	Rahul Batra	Non- Promoter	Non- Promoter
28	Manish OmPrakash Kukreja	Non- Promoter	Non- Promoter
29	Sunil Satyanarayan Dayma	Non- Promoter	Non- Promoter
30	Deepak Kumar	Non- Promoter	Non- Promoter

o) Lock-in Period:

The Equity Shares shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI ICDR Regulations.

The entire Pre-Preferential Allotment shareholding of the allottees shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

p) Listing:

The Company will make an application to the Stock Exchange at which the existing Equity Shares are listed for listing of Equity Shares allotted by way of preferential issue. The above shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company in all respects including dividend.

q) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):

Sr No.	Name of the Proposed	Category	The Identity of the natural persons who are the ultimate beneficial of owner of the Shares proposed to be allotted and / or who ultimately control the proposed allottees
1	Ashish RameshChandra Kacholia	Non- Promoter	Not Applicable, as the allottee is an Individual
2	RBA & Finance Investments Co	Non- Promoter	Mr. Suresh Kumar Agarwal Mrs. Sarita Agarwal
3	Growfast Securities & Credit Private Limited	Non- Promoter	Mrs. Viraj Aggarwal
4	Anil Sanghvi	Non- Promoter	Not Applicable, as the allottee is an Individual
5	Dhruvesh Sanghvi HUF	Non- Promoter	Dhurvish Anil Sanghvi
6	Namrata Sanghvi	Non- Promoter	Not Applicable, as the allottee is an Individual
7	Minesh Sanghvi HUF	Non- Promoter	Minesh Anil Sanghvi
8	Vipul Ashok Sanghvi	Non- Promoter	Not Applicable, as the allottee is an Individual
9	Everlon Financials Ltd	Non- Promoter	Mr. Jitendra K Vakharia Mrs. Varsha J Vakharia
10	Rita Rajendra Shah	Non- Promoter	Not Applicable, as the allottee is an Individual
11	Rushabh Harshil Kothari	Non- Promoter	Not Applicable, as the allottee is an Individual
12	Kanyalal Hakamchand Shah	Non- Promoter	Not Applicable, as the allottee is an Individual
13	Swapnil Paresh Doshi	Non- Promoter	Not Applicable, as the allottee is an Individual
14	Veena Sudhir Shah	Non- Promoter	Not Applicable, as the allottee is an Individual
15	Panna Gunchandra Metha	Non- Promoter	Not Applicable, as the allottee is an Individual
16	Yaaman Hamidi	Non- Promoter	Not Applicable, as the allottee is an Individual
17	Kadayam Ramanathan Bharat	Non- Promoter	Not Applicable, as the allottee is an Individual
18	Anil Raika Family Trust	Non- Promoter	Mr. Anil Raika Mrs. Ambika Anil Raika
19	Sanjeev Aggarwal	Non- Promoter	Not Applicable, as the allottee is an Individual
20	Bharat Asan Binyani	Non- Promoter	Not Applicable, as the allottee is an Individual

21	Harsimrit Kaur	Non- Promoter	Not Applicable, as the allottee is an Individual
22	Bhagwan Singh Chodhary HUF	Non- Promoter	Mr. Bhagwan Singh Chaudhary
23	Nexta Enterprises LLP	Non- Promoter	Mrs. Geeta Chetan Shah Mr. Hardik Mahendar Shah
24	Incipience Dealers LLP	Non- Promoter	Mr. Shivam Jhunjunwala Mrs. Pooja Jhunjunwala
25	Vinay Khattar	Non- Promoter	Not Applicable, as the allottee is an Individual
26	Siddhant Lashit Sanghvi	Non- Promoter	Not Applicable, as the allottee is an Individual
27	Rahul Batra	Non- Promoter	Not Applicable, as the allottee is an Individual
28	Manish OmPrakash Kukreja	Non- Promoter	Not Applicable, as the allottee is an Individual
29	Sunil Satyanarayan Dayma	Non- Promoter	Not Applicable, as the allottee is an Individual
30	Deepak Kumar	Non- Promoter	Not Applicable, as the allottee is an Individual

r) The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue

Sr No.	Name of proposed Share allottee(s)	Category	Holding Pre-preferential Issue		No. of Equity Shares to be allotted	Post Preferential Allotment	
			No. of Shares	%		No. of Shares	%
1	Ashish RameshChandra Kacholia	Non- Promoter	-	-	4,97,000	4,97,000	2.03%
2	RBA & Finance Investments Co	Non- Promoter	-	-	4,97,000	4,97,000	2.03%
3	Growfast Securities & Credit Private Limited	Non- Promoter	-	-	34,000	34,000	0.14%
4	Anil Sanghvi	Non- Promoter	-	-	8,000	8,000	0.03%
5	Dhruvesh Sanghvi HUF	Non- Promoter	-	-	17,000	17,000	0.07%
6	Namrata Sanghvi	Non- Promoter	-	-	17,000	17,000	0.07%
7	Minesh Sanghvi HUF	Non- Promoter	-	-	8,000	8,000	0.03%
8	Vipul Ashok Sanghvi	Non- Promoter	-	-	8,000	8,000	0.03%
9	Everlon Financials Ltd	Non- Promoter	-	-	8,000	8,000	0.03%
10	Rita Rajendra Shah	Non- Promoter	-	-	8,000	8,000	0.03%
11	Rushabh Harshil Kothari	Non- Promoter	-	-	17,000	17,000	0.07%
12	Kanyalal Hakamchand Shah	Non- Promoter	-	-	8,000	8,000	0.03%
13	Swapnil Pares Doshi	Non- Promoter	-	-	8,000	8,000	0.03%
14	Veena Sudhir Shah	Non- Promoter	-	-	8,000	8,000	0.03%
15	Panna Gunchandra Metha	Non- Promoter	-	-	17,000	17,000	0.07%
16	Yaaman Hamidi	Non- Promoter	-	-	7,000	7,000	0.03%
17	Kadayam Ramanathan Bharat	Non- Promoter	-	-	29,000	29,000	0.12%
18	Anil Raika Family Trust	Non- Promoter	-	-	52,000	52,000	0.21%
19	Sanjeev Aggarwal	Non- Promoter	-	-	8,000	8,000	0.03%
20	Bharat Asan Binyani	Non- Promoter	-	-	3,000	3,000	0.01%
21	Harsimrit Kaur	Non- Promoter	-	-	61,000	61,000	0.25%
22	Bhagwan Singh Chodhary HUF	Non- Promoter	-	-	69,000	69,000	0.28%
23	Nexta Enterprises LLP	Non- Promoter	-	-	1,74,000	1,74,000	0.71%
24	Incipience Dealers LLP	Non- Promoter	-	-	8,000	8,000	0.03%
25	Vinay Khattar	Non- Promoter	-	-	6,000	6,000	0.02%
26	Siddhant Lashit Sanghvi	Non- Promoter	3,000	0.01%	6,000	9,000	0.03%
27	Rahul Batra	Non- Promoter	-	-	8,000	8,000	0.03%
28	Manish OmPrakash Kukreja	Non- Promoter	-	-	17,000	17,000	0.07%
29	Sunil Satyanarayan Dayma	Non- Promoter	-	-	19,000	19,000	0.08%
30	Deepak Kumar	Non- Promoter	-	-	8,000	8,000	0.03%

Note:

- There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.
- The Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e 2,27,85,696 Equity Shares of Rs. 10/- each for the calculation of Pre-Preferential shareholding of allottees.
- The post-issue capital is derived on the assumption that the 16,35,000 Equity Shares proposed to be allotted in the present issue will be so allotted and accordingly the post issue capital after this preferential issue will be 2,44,20,696 Equity Shares of face value of Rs. 10/- each.

s) **Shareholding pattern of the issuer before and after the preferential issue:**

Sr. No.	Category of Shareholding	Pre-Preferential Shareholding Pattern		Post Preferential Shareholding Pattern	
		Total No. of Shares	% of Total No. of Shares	Total No. of Shares	% of Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	1,59,41,696	69.96%	1,59,41,696	65.28%
	Bodies Corporate	-	-	-	-
	Sub Total (A) (1)	1,59,41,696	69.96%	1,59,41,696	65.28%
2	Foreign				
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
	Sub Total (A) (2)				
(B)	Public Shareholdings				
1	Institution (Foreign and Domestic)	45,000	0.20%	45,000	0.20%
	Sub Total (B) (1)	45,000	0.20%	45,000	0.20%
2	Non- Institutions				
	a) Individual	58,76,000	25.79%	68,61,000	28.09%
	b) HUF	2,11,000	0.93%	3,05,000	1.24%
	c) Bodies Corporate	5,47,000	2.40%	10,86,000	4.44%
	d) NRIs	1,36,000	0.60%	1,53,000	0.63%
	e) Clearing Members	29,000	0.12%	29,000	0.12%
	f) Unclaimed Suspense Account	-	-	-	-
	Sub Total (B) (2)	67,99,000	29.84%	84,34,000	34.54%
	Total Public Shareholding (B)=(B)(1) +(B)(2)	68,44,000	30.04%	84,79,000	34.72%
(C)	Shares held by Custodians and against which depository Receipts have been issued	-	-	-	-
	Sub Total (C)	-	-	-	-
	Grand Total (A+B+C)	2,27,85,696	100%	2,44,20,696	100%

- Pre-preferential Shareholding pattern has been considered on the basis of Benpos dated Friday, August 09,2024.
- In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

u) **Practicing Company Secretary's Certificate:**

A certificate from CS Ashish Sehrawat (Membership No. FCS 51861 and COP No. 22005) of M/s. Ashish Sehrawat and Associates, Practicing Company Secretaries certifying that the Preferential Issue of Equity Shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the 11th Annual Ordinary General Meeting of the shareholders. The certificate shall be made available online for inspection to the Members at the Meeting and which can be accessed at www.vmarc.com

v) **Principal terms of assets charged as securities:**

Not Applicable

w) **Other Disclosures:**

- The Company is in compliance with the conditions of continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- Since the present issue size of the company does not exceed Rs. 100.00 Crores (Rupees One Hundred Crores Only), the company is not required to appoint a monitoring agency

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Subscription Shares as specifically described in the resolutions set out at Item No(s). 6 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

None of the Directors and their immediate relatives in individual capacity, may be deemed to be interested in the resolution to the extent of the Equity shares proposed to be allotted to the companies in which they or their relatives directly or indirectly interested. Except them None of the Director, Key Managerial Personnel and / or their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

ITEM NO. 7

V-Marc Electricals Private Limited is involved in the business of Wire Drawing and making Conductor which is a key raw-material in your Company's Business operations. We have quality control, timely delivery and better price on the product so your Company is able to take the advantage of the large volumes.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with V-Marc Electricals Private Limited is likely to exceed the said threshold limit, as specified for the F.Y 2024-25.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with V-Marc Electricals Private Limited in the financial year 2024-25.

The Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with V-Marc Electricals Private Limited are as follows:

S.No.	Particulars	Remarks
1.	Name of the Related Party	V-Marc Electricals Private Limited
2.	Name of the Director or KMP who is related	Vikas Garg & Meenakshi Garg
3.	Nature of Relationship	Common Promoter & Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of raw material(goods) shall be on a continuous basis. Monetary value of proposed aggregate transactions during financial year 2024-25 is expected to be Rs.50 (Fifty) Crores Contract for Sale of Goods shall be on continuous basis. Monetary value of proposed aggregate transactions during financial year 2024-25 is expected to be Rs.20 (Twenty) Crores. Contract for Job-work shall be on continuous basis. Monetary value of proposed aggregate transactions during financial year 2024-25 is expected to be Rs.7.50 Crores (Seven Crore Fifty Lacs)
5.	Date of approval by the Board of Directors	07/05/2024
6.	Date of approval by the Audit Committee	07/05/2024

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vikas Garg & Mrs. Meenakshi Garg are concerned or interested in the proposed resolution as set out in Item No. 7 of this Notice.

The Board of Directors recommends passing of the resolution as set out at Item No.7 of this Notice as Special Resolution.

By Order of the Board of Directors

For V-Marc India Limited

Sd/-

(Vikas Garg)

Managing Director

DIN: 05268238

Haridwar

August 16, 2024

Registered Office

Plot No.3,4, 18 & 20A, Sector-IIIDC, SIDCUL, Haridwar-249403, India

Tel: +91-01334-239638;

Website: www.v-marc.com, E- Mail: agpl@v-marc.com

CIN: L31908UR2014PLC001066