

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

Date: 18.08.2025

ISIN No. **INE0GXX01018**
Scrip Symbol: **VMARCIND**

Dear Sir/ Madam,

Sub: Notice of the 12th Annual General Meeting for the Financial year 2024-25 and E-Voting Particulars

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached herewith the **Notice of 12th Annual General Meeting (“AGM”)** of the Company scheduled to be held on **Monday, September 15, 2025 at 11:00 A.M. IST** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) for the Financial Year 2024-25, in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further 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 MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by National Securities Depository Limited (“NSDL”).

The Register of Members and Share Transfer Books of the Company shall remain close from **Monday, September 08, 2025 to Monday, September 15, 2025 (both days inclusive)** for the purpose of 12th Annual General Meeting of the company.

The remote e-voting period shall commence on **Friday, September 12, 2025 (9.00 a.m.) (IST) and end on Sunday, September 14, 2025 (5.00 p.m.) (IST)**. During this period, shareholders of the Company holding shares as on the cut-off date (record date) of **Monday, September 08, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The detailed instructions for e-Voting process are given in the Notes forming part of the Notice of the AGM.

We request to kindly take the same on record

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

Anuj Ahluwalia
Company Secretary

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting ("AGM") of the shareholders of V-Marc India Limited will be held on **Monday, September 15, 2025 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 the Audited Standalone financial statement of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and if thought fit, to pass, the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025, along with the reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted.

2. To appoint a director in place of Mrs. Meenakshi Garg (DIN:05268233) who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Meenakshi Garg (DIN:05268233, Director of the Company, who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company who shall be liable to retire by rotation in accordance with Companies Act, 2013.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Deepak Prabhakar Tikle, (DIN:09756849) as Executive Director of the Company for a period of three (3) Years with effect from November 2, 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board").

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental there to and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Raj Kumar Pandey, (DIN: 08639710), who holds office as an independent director up to February 4, 2026, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five (5) years with effect from February 4, 2026 up to February 3, 2031.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and pursuant to Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of members, be and is hereby accorded to re-appoint Mr. Vikas Garg (DIN- 05268238) as the Chairman &

Managing Director of the company for a period of five (5) years with effect from February 4, 2026 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board").

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration and the terms and Condition of appointment of Mr. Vikas Garg, Chairman & Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are severally hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint M/s Komal & Associates, Practising Company Secretary (Firm registration number: S2017HR449000) as Secretarial Auditor of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 24A (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the Board of the Company and pursuant to the recommendation of the Audit Committee for appointment of M/s Komal & Associates, Practising Company Secretaries (Firm registration number: S2017HR449000) as Secretarial Auditor of the Company for an Audit period of 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030 at a remuneration and as per the terms and conditions as may be and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, as may be mutually agreed upon by them and Audit Committee/ Board of Directors.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Company to give effect to the aforesaid resolution and to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to give effect to the aforesaid resolution."

7. 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, 2026

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, on the recommendation of the Audit Committee 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 2025-26 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, as may be mutually agreed upon by them and Audit Committee/ Board of Directors, be and is hereby ratified and confirmed.

8. To consider the re-appointment of Statutory Auditors for a period of two (2) years and to fix their remuneration:

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 Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s Rajeev Singal Co., Chartered Accountants (FRN: 008692C), be and are hereby appointed as the Statutory Auditors of the Company for a term of two (2) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 14th Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon by them and Audit Committee/ Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

9. To approve the increase in authorised Share Capital of the Company and consequent alteration in the Capital Clause of the Memorandum of Association of the Company

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 Section 13,61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the rules framed there under, and as approved by the Board of Directors ("Board") on board meeting held on August, 18 2025 approval of the Members be and is hereby accorded to increase in the authorized share capital of the Company from existing INR 25,00,00,000 (Indian Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of INR 10 (ten) each ("Equity Shares") to INR 30,00,00,000 (Indian Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10 (ten) each.

"RESOLVED FURTHER THAT the Memorandum of Association of the Company, be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised share capital of the Company will be Rs 30,00,00,000 (Indian Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10 (Ten) each, with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

"RESOLVED FURTHER THAT the Board hereby authorizes Mr. Vikas Garg (DIN: 05268238) Managing Director of the Company, Mr. Deepak Prabhakar Tikle (DIN:09756849) Executive Director of the Company and Mr. Anuj Ahluwalia, Company Secretary of the Company, severally to undertake all such actions (including filing relevant forms with the authorities) to give effect to the resolution."

10. To consider and approve the enhancement in limits under section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof) read with the applicable provisions of the Memorandum and Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors), to mortgage, pledge, hypothecate and / or create charge in addition to the existing mortgage, pledge, hypothecation, charges created by the Company, on all or any of the immovable / movable properties of the Company, wheresoever situated, present and future, and the whole or substantially the whole of the undertaking/s of the Company, and in such manner as the Board may deem fit, together with power to take over substantial assets or management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and / or any other financial institutions / investment institutions / banks or their Agent/s or Trustee/s, if any from whom financial assistances are / would be availed by the Company to secure amounts lent and advanced / agreed to be lent and advanced to the Company by them either severally or jointly up to a limit of Rs 600 crores (Rupees Six Hundred Crores only) (enhanced from the existing limit of Rs. 500 crore) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions / investment institutions / banks, etc. in respect of financial assistance availed / to be availed from them or to the Trustees.

RESOLVED FURTHER THAT the charge / mortgage in favour of the consortium of banks / financial institutions / investment institutions / banks, etc. as aforesaid shall rank pari-passu or subordinate or subservient to the existing or future charges already created / to be created in favour of the consortium of banks / financial institutions / investments institutions / Debenture Trustees / banks / any other authority as may be decided by the Board in consultation with the said lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders, the debenture-holders if any, their Agents or Trustees if any, the deeds and documents for creating the aforesaid mortgage and/ or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any of the Directors of the company, be and is hereby severally authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

11. To consider and approve the enhancement in limits under section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactments thereof), read with the applicable provisions of the Memorandum

of Association and the Articles of Association of the Company, the approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors) to borrow, from time to time, any sum or sums of money [including non-fund based banking facilities], in any currency, whether Indian or foreign, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed [apart from temporary loans obtained from the Company's Bankers in the ordinary course of business] may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves [reserves not set apart for any specific purpose] provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs 600 crores (Rupees Six Hundred Crores only) (enhanced from the earlier approved limit of Rs. 500 crores), over and above the aggregate of the paid-up capital and its free reserves at any time and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

12 Migration of Company from SME Platform of NSE Limited to the Main Board of NSE Limited and Direct Listing of the Main Board Platform of BSE Limited

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

Note: In accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders, other than promoters, in favour of the proposal amount to at least two times the number of votes cast by shareholders, other than promoter, against the proposal.

"RESOLVED THAT pursuant to the provisions of the Regulation 277 of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA including any amendment, modification, variation or re-enactment thereof and subject to consent / approval of National Stock Exchange of India Limited ("NSE") and BSE Limited and other applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of Migration of **2,44,20,696 Equity Shares** ("the Equity Shares") of the Company's which are currently listed on SME Segment (Emerge Platform) of National Stock Exchange of India Limited ("NSE") to the Main Board of the National Stock Exchange of India Limited ("NSE") and Direct Listing on Main Board Platform of BSE Limited.

Upon Migration the said Equity Shares be listed and traded on the Main Board of National Stock Exchange of India Limited ("NSE") and BSE Limited from the date of approval of Migration / getting listed and admitted to be dealt on Main Board of National Stock Exchange of India Limited and BSE Limited, as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, Stock Exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution."

"RESOLVED FURTHER THAT Mr. Vikas Garg, (DIN:05268238) Chairman & Managing Director of the Company and/or Mr. Deepak Prabhakar Tikle, (DIN:09756849) Executive Director of the Company and/or Mr. Anuj Ahluwalia, Company Secretary & Compliance Officer of the Company and/or Mr. D.K. Bansal, Chief Financial Officer of the Company be and are hereby severally authorized to deal with Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, BSE Limited, Securities and Exchange Board of India, Registrar of Companies, and to any other authorities to apply, modify, rectify and submit any applications and / or related documents on behalf of the Company and also to do all such acts, deeds, things and matters as may be necessary and expedient for the purpose of migration of the Company's present listing from SME Platform (Emerge Platform) of National Stock Exchange of India Limited to the Main Board of National Stock Exchange of India Limited and Direct Listing on BSE limited."

13. 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 2025-26, for Sale of Goods upto a maximum of Rs.20 Crores (Rupees. Twenty Crores) for the financial year 2025-26 and For Jobwork Charges upto a maximum of Rs. 7.50 Crores (Rupees Seven Crores Fifty Lacs) for the Financial Year 2025-26 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

Registered Office

Haridwar

August 18, 2025

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

Tel: +91-01334-239638;

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

CIN: L31908UR2014PLC001066

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-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 Exchange 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.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 12th, September, 2025 at 09:00 A.M. and ends on 14th, September, 2025 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. 08th September, 2025 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 08th September, 2025.

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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. - 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	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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 022 - 4886 7000
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 toll free no. 1800-21-09911

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.

- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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 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 ashishkumarsehrawat@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 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 www.v-marc.com.
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 www.v-marc.com. 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 NSDL 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@v-marc.in (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the 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 available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

ANNEXURE-I TO NOTICE

Statement Provided Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 And Para 1.25 Of Secretarial Standard on General Meetings (SS-2) Issued by the Institute of Company Secretaries of India:

Name of Director	Meenakshi Garg
DIN	05268233
Date of Birth & Age	25/12/1981 (44 Years)
Date of First Appointment	04/03/2014
Qualification	B. Com
Expertise in specified functional area	Associated with Wires & Cables industry since last 20 years
Terms and Conditions of Appointment/Re-appointment	In terms of Sec 152(6) of the Companies Act, 2013 she is liable to retire by rotation and being eligible offer herself for re-appointment.
Shareholding in V-Marc India Limited	32,48,596 (13.30%)
List of outside Directorship held excluding Alternate Directorship and Private Companies.	V-Marc Electricals Private Limited Asian Ambrosia India Private Limited
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	Entitled for sitting fees
Relationship with other Directors and KMP	Wife of Mr. Vikas Garg (Managing Director) and She is Promoter of the Company

Name of Director	Deepak Prabhakar Tikle
Director Identification Number	09756849
Date of Birth	09/12/1965 (60 Years)
Date of First Appointment	02/11/2022
Qualification	MBA (Marketing)
Expertise in specified functional area	Experience in Profit Centre Operations, Sales & Marketing, Plant Management, Business Development, and Channel Management & Team Management.
Terms and Conditions of Appointment/Re-appointment	Refer Explanatory Statement
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

Name of Director	Raj Kumar Pandey
Director Identification Number	08639710
Date of Birth	01/07/1973 (52 Years)
Date of First Appointment	04/02/2021
Qualification	Company Secretary (CS)
Expertise in specified functional area	He is associated with Patanjali Food & Herbal Park Private Limited for around 12 years in leadership roles in establishing the Mega Food Park, Scheme of ministry of Food Processing Industries.
Terms and Conditions of Appointment/Re-appointment	Refer Explanatory Statement
Shareholding in V-Marc India Limited	NIL
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	Entitled for sitting fees
Relationship with other Directors and KMP	NA
Name of Director	Vikas Garg
Director Identification Number	05268238
Date of Birth	02/03/1978 (47 Years)
Date of First Appointment	04/03/2014
Qualification	MBA (Marketing)
Expertise in specified functional area	Having experience of more than 2 decades in the field of electric cables & wire industry. Responsible for overlooking the technical operations, strategy and marketing plans of the company.
Terms and Conditions of Appointment/Re-appointment	Refer Explanatory Statement
Shareholding in V-Marc India Limited	1,25,92,100 (51.56%)
List of outside Directorship held excluding Alternate Directorship and Private Companies.	V-Marc Electricals Private Limited Asian Ambrosia India Private Limited
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	Mr. Vikas Garg is Promoter and Managing Director of the Company

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

ITEM NO. 3

In view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Deepak Prabhakar Tikle, (DIN:09756849) as Executive Director for a period of three (3) years with effect from November 02, 2025, subject to the approval of members of the Company.

Mr. Deepak Prabhakar Tikle be paid the remuneration as stated below for the period of three (3) years i.e., from November 2, 2025 to November 2, 2028 with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment from time to time within the scope of Section 197 and Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof subject to review by the Nomination & Remuneration Committee and as may be mutually agreed subject to the approval of the members of the Company in the General Meeting.

Sr. No.	Particulars	Remuneration
1	Salary	Rs. 45,00,000 Per Annum

Further the Company in its 11th Annual General Meeting held on September 12, 2024 had passed a special resolution for 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.

The period of office of Mr. Deepak Prabhakar Tikle shall be liable to determination by retirement of directors by rotation. If Mr. Deepak Prabhakar Tikle is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Executive Director and such re-appointment as director shall not be deemed to constitute break in his appointment as an Executive Director.

Accordingly, in order to compliant with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the appointment of Mr. Deepak Prabhakar Tikle as Executive Director, for a period of three (3) years commencing from November 2, 2025 as set out in the Resolution at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members. The reappointment of Mr. Deepak Prabhakar Tikle is appropriate and in the best interest of the Company.

Except Mr. Deepak Prabhakar Tikle being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 except to the extent of their shareholding in the Company, if any.

ITEM NO. 4

Mr. Raj Kumar Pandey (DIN:08639710) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective February 04, 2021, to hold office up to February 03, 2026. The members at the AGM held on September 29, 2021 had approved the same. He is due for retirement from the first term as an independent director on February 04, 2026. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Raj Kumar Pandey during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of five (5) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Raj Kumar Pandey possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Raj Kumar Pandey as an Independent Director, not liable to retire by rotation, for a second term of five (5) years effective February 04, 2026, to February 03, 2031 (both days inclusive).

Mr. Raj Kumar Pandey (DIN : 08639710) is entitled for the sitting fees as remuneration.

As per Section 149 of the Act, an independent director may hold office for two terms up to five (5) consecutive years each.

Mr. Raj Kumar Pandey fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received all statutory disclosures / declarations from Mr. Raj Kumar Pandey, including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules, (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. In the opinion of the Board and based on its evaluation, Mr. Raj Kumar Pandey fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his re-appointment as an independent director of the Company and he is independent of the Management of the Company. A copy of the draft letter for the reappointment of Mr. Raj Kumar Pandey as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days. The Board considers that the continued association of Mr. Raj Kumar Pandey would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mr. Raj Kumar Pandey as an independent director of the Company, for a second term of five (5) years effective February 04, 2026, to February 03, 2031, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

No director, KMP or their relatives except Mr. Raj Kumar Pandey, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 4.

The Board recommends the Special Resolution as set out in Item No. 4 of this notice for the approval of members.

ITEM NO. 5

In view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Vikas Garg, (DIN:05268238) as Chairman & Managing Director for a period of five (5) years with effect from February 4, 2026, subject to the approval of members of the Company.

Mr. Vikas Garg be paid the remuneration as stated below for the period of five (5) years i.e., from February 4, 2026 to February 3, 2031 with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment from time to time within the scope of Section 197 and Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof subject to review by the Nomination & Remuneration Committee and as may be mutually agreed subject to the approval of the members of the Company in the General Meeting.

Sr No.	Particulars	Remuneration
1	Salary	Rs. 1,44,00,000 Per Annum

Further the Company in its 11th Annual General Meeting held on September 12, 2024 had passed a special resolution for the revision of the remuneration of Mr. Vikas Garg (DIN: 05268238) as the Chairman & 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.

The period of office of Mr. Vikas Garg shall be liable to determination by retirement of directors by rotation. If Mr. Vikas Garg is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Managing Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a Managing Director.

Accordingly, in order to comply with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the appointment of Mr. Vikas Garg as Managing Director, for a period of five (5) years commencing from February 4, 2026 as set out in the Resolution at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members. The reappointment of Mr. Vikas Garg is appropriate and in the best interest of the Company.

Except Mr. Vikas Garg being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) ('LODR') Regulations, 2015, the Secretarial Auditor shall be appointed on the recommendation of the Board with the approval of shareholders of the Company.

Accordingly, the Board has recommended the appointment of M/s Komal & Associates, Practising Company Secretaries, a peer reviewed firm as Secretarial Auditor of the Company for Audit period of 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030 at a fee as mutually agreed between the parties, for the approval of shareholders.

M/s Komal & Associates is a firm of Practising Company Secretaries, a Delhi based Indian professionally managed and innovative corporate law service provider. Peer reviewed firm, with a multi-disciplinary focus providing top quality professional Consultancy Services keeping in mind the client service mentality and the rapidly changing Indian business environment with strictest and highest quality of independence and ethical standards to our various clients. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed by the Institute of Company Secretaries of India. M/s Komal & Associates confirmed that the firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24 (1A) of SEBI (LODR) Regulations, 2015. The services to be rendered by M/s Komal & Associates as Secretarial Auditor are within the purview of Regulation 24 (1B) of SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item No. 6 for the approval of members as an Ordinary Resolution.

ITEM NO. 7

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 12, 2025 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, 2026, at a remuneration as per the terms and conditions as may be mutually agreed upon amounting to 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 Auditor 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. 7 for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025 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. 7 of this Notice.

ITEM NO. 8

Members of the Company had approved the appointment of Rajeev Singhal Co., Chartered Accountants (FRN: 008692C) as the Statutory Auditors of the Company at the 8th Annual General Meeting held on September 24, 2021, till the Conclusion of the 12th Annual General Meeting to be held in the year 2025.

In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee and in the best interest of the Company, the Board of Directors have considered and recommended the proposed appointment of Rajeev Singhal Co., for a term of two (2) years i.e., from the conclusion of this Annual General Meeting till the conclusion of 14th Annual General Meeting to be held for the FY 2027-28 subject to review by the board every year. Rajeev Singhal Co., have provided their consent and confirmed that their re-appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The details of the proposed remuneration to be paid to Rajeev Singhal Co., for the FY 2025-26 till 2027-2028 shall be fixed by the board as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

None of the Directors and Key managerial Personnel of the company and their relative is concerned or interested in the Ordinary resolution set out in Item No. 8 of this Notice.

ITEM NO. 9

The Members may note that the existing authorized share capital of the Company is INR 25,00,00,000 (Indian Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of INR 10 (ten) each ("Equity Shares").

In this regard, and as approval by board of directors at the board meeting held on August 18, 2025 approval of the Members be and is hereby sought for the increase in the authorized share capital to INR 30,00,00,000 (Indian Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10 (ten) each and amend the existing Clause V of the Memorandum of Association.

Existing and new altered MOA and AOA will be available for inspection by the members of the company during the working hours up to the date of passing the resolution.

ITEM NO. 10

The Members of the Company in its 10th Annual General Meeting held on September 29, 2023, in accordance with the provisions of the Companies Act, 2013, had authorized the Board of Directors (the "Board") to create security on the Company's immovable/ movable assets for borrowings up to a maximum limit of Rs. 500 Crores (Rupees Five Hundred Crores only).

However, in view of the Company's ongoing growth and expansion plans, it is imperative to enhance the abovementioned limit to secure additional funding from Bank/Financial institutions for the continued development of the business. Therefore, it is considered desirable to increase the existing limits from Rs. 500 Crores (Rupees Five Hundred Crores only) to Rs. 600 Crores (Rupees Six Hundred Crores only) under the provisions of Section 180(1) (a) of the Companies Act, 2013 (the "Act"), and the rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the special resolution set out in Item No. 10 of this Notice for the approval of Members.

ITEM NO. 11

The Members of the Company in the Annual General Meeting held at December 15, 2020, in accordance with the provisions of the Companies Act, 2013, had authorized the Board of Directors (the "Board") to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only), over and above the aggregate of the paid-up capital and its free reserves at any time.

However, due to the Company's ongoing expansion plans and the need for additional financial resources to support future growth, including capital expenditure, and strategic business initiatives, it is considered desirable to increase the existing Borrowing limits from Rs. 500 Crores (Rupees Five Hundred Crores only) to Rs. 600 Crores (Rupees Six Hundred Crores only), over and above the aggregate of the paid-up capital and its free reserves at any time under the provisions of Section 180(1) (c) of the Companies Act, 2013 (the "Act") and the rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the special resolution set out in Item No. 11 of this Notice for the approval of Members.

Item No. 12: Migration of Company from SME Segment (Emerge Platform) of NSE Limited to the Main Board of NSE Limited and Direct Listing of the Main Board Platform of BSE Limited

The Company's shares have been listed on SME Segment (Emerge Platform) of National Stock Exchange of India Limited ("NSE") since 09th April, 2021.

As per the provisions of SEBI ((Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company whose shares are listed on SME Exchange and whose post issue face-value capital is more than ₹ 10 Crore up to ₹ 25 Crore may migrate from SME Exchange to Main Board.

At Present the Paid-up Equity Share Capital of the Company is ₹ 24,42,06,960 divided into 2,44,20,696 Equity Shares of ₹ 10/- (Ten) each. Accordingly, the Company will meet the criteria for migrating from the SME Exchange to the Main Board, subject to other requirements set by the National Stock Exchange of India Limited ("NSE").

Given the Company's expanding business activities, the need for robust brand building, and the benefits of increased liquidity and investment opportunities for smaller investors, the Board of Directors believes that migrating to the NSE Main Board and Direct Listing on Main Board of BSE Limited will enhance the Company's recognition. This move is expected to attract greater retail investor participation and improve the Company's image and goodwill.

Listing on the Main Board will provide shareholders with benefits such as increased market capitalization, enhanced liquidity, greater participation, and increased visibility. The Company anticipates that this migration will bolster its goodwill and facilitate business expansion.

Migration from the SME Platform to the Main Board and Direct Listing requires approval from members through a Special Resolution. Please note that the proposed Special Resolution will only be acted upon if the votes cast by Public Shareholders (Non-Promoter shareholders) in favour of the resolution amount to at least twice the number of votes cast against it.

It is in the best interest of all shareholders, including public shareholders, to support the migration of the Company's shares to the NSE National Stock Exchange of India Limited ("**NSE**") Main Board and Direct Listing on BSE Main Board. Therefore, the management recommends passing the Special Resolution at Item No 12 and seeks shareholders' approval by way of **Special Resolution**.

None of the Directors or Key Managerial Personnel (or their relatives) have any direct or indirect financial interest in this proposed resolution, other than their shareholding in the Company, if any.

ITEM NO. 13

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 2025-26.

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 2025-26.

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 2025-26 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 2025-26 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 2025-26 is expected to be Rs.7.50 Crores (Seven Crore Fifty Lacs)
5.	Date of approval by the Board of Directors	12/05/2025
6.	Date of approval by the Audit Committee	12/05/2025

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. 13 of this Notice.

The Board of Directors recommends passing of the resolution as set out at Item No.13 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

Registered Office

Haridwar

August 18, 2025

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CIN: L31908UR2014PLC001066