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: 26.08.2026

ISIN No. **INE0GXK01018**
Scrip Symbol: **VMARCIND**

Dear Sir/ Madam,

SUBJECT: In terms of Regulation 30 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 read with Schedule Ill of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), we wish to inform you that the Board of Directors of V-MARC India Limited has approved the following matters in its meeting held on 26.08.2026.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited consolidated and standalone financial statements of the company for the financial year ended march 31, 2026, 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 Consolidated and Standalone Financial Statements of the Company for the financial year ended 31 March 2026, 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 Mr. Vikas Garg (DIN:05268238) who retires by rotation and being eligible, offers himself 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), Mr. Vikas Garg (DIN:05268238), Director of the Company, who retires by rotation at this meeting and being eligible offers himself 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. **Ratification of remuneration of M/S Pinki & Associates, Cost Accountants, (Firm Registration No 007250), appointed as the "Cost Auditors" of the company for the financial year ending march 31, 2027:**

To consider and if thought 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 Pinki &** Associates, Cost Accountants, (Firm Registration No 007250), 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 2026-27 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.".

4. **Revision in remuneration of Mr. Deepak Prabhakar Tikle (DIN: 09756849), Executive & Non-Independent Director.**

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members be and is hereby accorded to the revision in the remuneration payable to **Mr. Deepak Prabhakar Tikle (DIN: 09756849),** who was re-appointed as the Executive Director of the Company at the **12th Annual General Meeting** for a period of **three (3) years** with effect from **November 02, 2025,** be paid a remuneration with effect from **April 01, 2026** for the remaining period of his tenure, **not exceeding. ₹60,00,000/- (Rupees Sixty 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 Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, subject however to an overall ceiling of **₹70,00,000/- (Rupees Seventy 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. **Revision in remuneration of Mr. Vikas Garg (DIN: 05268238), Chairman & Managing Director.**

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members be and is hereby accorded to the revision in the remuneration payable to **Mr. Vikas Garg (DIN: 05268238), Chairman and Managing Director** of the Company, who was re-appointed as the Chairman and Managing Director of the Company at the 12th Annual General Meeting for a period of five (5) years with effect from February 4, 2026 , be paid a remuneration with effect from **April 01, 2026**, for the remaining period of his tenure, on a remuneration not exceeding **₹2,88,00,000/- (Rupees Two Crores Eighty-Eight 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 Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, subject to an overall ceiling of **₹5,00,00,000/- (Rupees Five Crores Only) per annum**.

RESOLVED FURTHER THAT except for the revision in the remuneration, all other terms and conditions of the 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.

RESOLVED FURTHER 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, allowances, benefits and commission, subject to the provisions of Schedule V to the Companies Act, 2013 and receipt of such approvals, if any, as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof authorised for the purpose) be and is hereby authorised to revise, alter or vary the remuneration and perquisites payable to the appointee from time to time, within the overall limits approved by the Members and in conformity with the applicable provisions of the Companies Act, 2013 and other applicable laws for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this Resolution.

6. **To consider and approve the enhancement in limits under section 180(1)(a) of the companies act, 2013.**

To consider and if thought 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 1000 crores (Rupees One Thousand Crores only) 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 authorized to finalize 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 authorized 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."

7. **To consider and approve the enhancement in limits under section 180(1)(c) of the companies act, 2013.**

To consider and if thought 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 1000 crores (Rupees One Thousand Crores only), 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."

8. **Approval for appointment of Mrs. Neha Rastogi (DIN: 07591711) as an Independent Director of the company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, **the approval of the Members of the Company be and is hereby accorded** for the appointment of **Mrs Neha Rastogi (DIN: 07591711)**, who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director with effect from **08th July, 2026**, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who is eligible for appointment and in respect of whom the Company has received the requisite notice under Section 160 of the Companies Act, 2013, as an **Independent Director** of the Company, not liable to retire by rotation, to hold office for a term of **five (5) consecutive years** commencing from **08th July, 2026** up to **07th July, 2031**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard, as the Board may in its absolute discretion deem necessary or desirable, and its decision shall be final and binding."

9. 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 in supersession of all the earlier resolutions passed in this regard, 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 14,65,24,176 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. Divya Kiran 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."

10. Approval for related party transactions.

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

"RESOLVED THAT pursuant to the provisions of Section 2(76), 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 2(1)(zc), Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws, if any, (including any statutory modification thereof, for the time being in force), as amended from time to time, and any other applicable provisions including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by Central Government or any governmental or statutory authorities, including such conditions and modification as may be prescribed or imposed while granting such approvals, consents, permissions, the Company's policy on related party transactions and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted / to be constituted by the Board), the approval of the members be and is hereby accorded to the Company to enter / continue to enter into material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) including material modifications thereof, with entities falling within the definition of 'Related Parties' under section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations from the Financial Year 2026-2027 and onwards for each Financial Year upto the maximum amount per annum as per details provided hereunder, on such terms and conditions as may be mutually agreed upon between the Company and the related party(ies):

Maximum value per each transaction of contract/transaction/arrangement:

Transactions as defined under the Companies Act, 2013 / the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Related Parties	Nature of Transactions	Amount (₹ in crores)
V-MARC Electricals Private Limited	Sales, Purchase, Job Work Charges, making loans/business advances / inter-corporate deposits/corporate guarantee, rent paid and Rent Received;	350
V-MARC Defence and Aerospace Limited	Sales, Purchase, Job Work Charges, making loans/business advances / inter-corporate deposits/corporate guarantee, rent paid and Rent Received;	350
Asian Ambrosia India Private Limited	Sales, Purchase, Job Work Charges, making loans/business advances / inter-corporate deposits/corporate guarantee, rent paid and Rent Received;	50

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."

11. Approval for related party transactions.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for approval and ratification of the enhancement in the existing limit of the Related Party Transaction with V-Marc Electricals Private Limited for purchase of goods, thereby increasing the aggregate value from ₹50,00,00,000 (Rupees Fifty Crores only), as approved by the Board of Directors at its earlier meeting, to an aggregate value not exceeding ₹75,00,00,000 (Rupees Seventy-Five Crores only) during the Financial Year 2025–26."

Maximum value per each transaction of contract/transaction/arrangement:

Transactions as defined under the Companies Act, 2013 / the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Related Parties	Nature of Transactions	Amount (₹ in crores)
V-MARC Electricals Private Limited	Purchase of goods	75

RESOLVED FURTHER THAT the Members hereby note that the aforesaid Related Party Transaction shall continue to be undertaken in the ordinary course of business and on an arm's length basis and was in the best interest 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."

This is for your information and records please.

Thanking You,
Yours Faithfully,

For **V-Marc India Limited**

ANUJ AHLUWALIA Digitally signed by ANUJ AHLUWALIA Date: 2026.08.26 14:22:11 +05'30'

Anuj Ahluwalia
Company Secretary

Annexure -I

Brief details, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015 and SEBI Master circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 with respect to the appointment of an Additional Director:

Name of Director	Mrs. Neha Rastogi
Reason for ~~change viz~~. appointment, ~~reappointment, resignation, removal, death~~ or otherwise	Mrs. Neha Rastogi is appointed Non- Executive, Independent Director of the Company.
Date of appointment/~~reappointment/ Cessation~~ (as applicable) & term of appointment/reappointment;	Date of appointment: 08 July, 2026 Term of appointment: For the period of five years from the date of appointment subject to approval of shareholders.
Brief profile (in case of appointment);	CS Neha Rastogi is a qualified Company Secretary and legal professional with over 14 years of combined experience in academia and industry, specializing in corporate law, corporate governance, auditing, ESG, regulatory compliance and GST. She holds a degree in Law (LL.B.). She has served as Assistant Professor at the University of Petroleum and Energy Studies (UPES) and Uttaranchal University and has also advised various corporate entities on company law and governance matters.
Disclosure of relationships between directors (in case of appointment of a director).	Mrs. Neha Rastogi is not related to any of the Directors of the Company.