V-MARC India Limited
Plot No. 3 & 4, 18 & 20A
Sector - IIDC, SIDCUL, Haridwar
Uttarakhand - 249403
CIN-L31908UR2014PLC001066

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,

Sub: Notice of the 13th Annual General Meeting for the Financial year 2025-26 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 13th Annual General Meeting ("AGM")** of the Company scheduled to be held on **Friday, September 25, 2026 at 11:00 A.M.** IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") for the Financial Year 2025-26**,** 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 Bigshare services Private Limited

The Register of Members and Share Transfer Books of the Company shall remain close from **Friday, September 18, 2026 to Friday, September 25, 2026 (both days inclusive)** for the purpose of 13th Annual General Meeting of the company.

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The remote e-voting period shall commence on **Tuesday, September 22, 2026 (9.00 a.m.) (IST) and end on Thursday, September 24, 2026 (5.00 p.m.) (IST)**. During this period, shareholders of the Company holding shares as on the cut-off date (record date) of **Friday, September 18, 2026** 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
Digitally signed by ANUJ AHLUWALIA
Date: 2026.08.26 15:27:13 +05'30'

Anuj Ahluwalia
Company Secretary

NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirteenth Annual General Meeting ("AGM") of the shareholders of V-MARC India Limited will be held on Friday, September 25th, 2026 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 Consolidated and Standalone financial statements of the Company for the financial year ended March 31st, 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 31st 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 02nd, 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 remuneration all other terms and conditions of the appointment and remuneration of Mr. Vikas Garg, as approved earlier by the Members and which are not dealt with 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."

By Order of the Board of Directors
For V-MARC India Limited
Sd/-
(Vikas Garg)
Managing Director
DIN: 05268238

Place : Haridwar
Date : August 26, 2026

Registered Office
Plot No.3,4, 18 & 20A, Sector-IIDC,
SIDCUL, Haridwar-249403, India
Tel: 01334-239638
Website:www.v-marc.com, E- Mail: cs@v-marc.in
CIN: L31908UR2014PLC001066

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business given in the Notice of the AGM and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5,

2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars". The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 13th AGM of the Company shall be conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 13th AGM shall be the Registered Office of the Company.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF/ NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution / Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorisation shall be sent to the Scrutinizer by email through its registered email address to pcskomalahuja@gmail.com with a copy marked to ivote@ bigshareonline.com.

5. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name are advised to make nomination in respect of their shareholding. Members holding shares in dematerialized form can lodge their nomination with their Depository Participant ("DP").

6. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), bank details, NECS, mandates, nominations, power of attorney etc., to their Depository Participant(s).

7. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).

8. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 18, 2026 to Friday, September 25, 2026 (both days inclusive). Members who would like to express their views/have questions may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@v-marc.in. The same will be replied by the Company suitably.

9. Dispatch of Annual Report through electronic mode:

(a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at https://www.v-marc.com/ and on the website of NSE Limited at https://www.nseindia.com/ and on the website of Bigshare Services Private Limited at https://ivote.bigshareonline.com/landing.

(b) For receiving all communication (including Annual Report) from the Company electronically, Members holding shares in dematerialized mode are requested to register / update their email addresses and bank details with the relevant DP or at https://www.bigshareonline.com/

10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (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. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") 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 voting on the day of the AGM will be provided by Bigshare.

11. The remote e-voting period begins on Tuesday 22nd, September, 2026 at 09:00 A.M. and ends on Thursday 24th, September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by Bigshare 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. Friday, September 18, 2026 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.

12. The Members can join the 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 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 AGM without restriction on account of first come first served basis.

13. Scrutinizer's Report:

a) The Company has appointed Ms Komal (M No.: 11636 CP No. 17597), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and issue, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The result declared along with the Scrutinizers Report shall be placed on the Company's website at https://www.v-marc.com/. The Company shall simultaneously forward the results to NSE Limited, where the shares of the Company are listed.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection by writing to the Company at investor@v-marc.in till the date of the AGM.

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

i. The voting period begins on 22nd, September, 2026 at 09:00 A.M. and ends on 24th, September, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9th, 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.

1. **Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Type of Shareholders	Login Method
	4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login Type	Helpdesk details
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 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you registered email id.
- Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
- Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?

- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'. (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for shareholders on i-Vote E-voting portal:

  - After successful login, Bigshare E-voting system page will appear.
  - Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
  - Select event for which you are desire to vote under the dropdown option.
  - Click on "VOTE NOW" option which is appearing on the right-hand side top corner of the page.
  - Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
  - Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
  - Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET. (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
  - o Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
  - o Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".

Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)

o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login Type	Helpdesk details
Shareholder 's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. PROCEDURE FOR JOINING THE AGM/EGM THROUGH VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VOTE NOW" "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under: -

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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 AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

i. Member will be provided with a facility to attend the AGM through VC/OAVM through the Bigshare e-Voting system. Members may access by following the steps mentioned above for Access to Bigshare e-Voting system. After successful login, Bigshare Evoting system page will appear. Click on *VIEW EVENT DETAILS (CURRENT)" under 'EVENTS option on investor portal. Select event for which you are desire to attend the AGM/EGM under the dropdown option for joining virtual meeting, you need to click on "VC/OAVM' link placed beside of "VIDEO CONFERENCE LINK" option. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

ii. Members are encouraged to join the Meeting through Laptops for better experience.

iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv. 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.

v. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investor@v-marc.in at least 10 days prior to meeting. Only those members who are registered will be allowed to express their views or ask questions. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.

By Order of the Board of Directors
Sd/-

(Vikas Garg)
Managing Director
DIN: 05268238

Place : Haridwar
Date : August 26, 2026

Registered Office
Plot No.3,4, 18 & 20A, Sector-IIDC, SIDCUL,
Haridwar-249403, India
Tel: 01334-239638
Website: www.v-marc.com, E- Mail: cs@v-marc.in
CIN: L31908UR2014PLC001066

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	**Vikas Garg**
Director Identification Number	05268238
Date of Birth	02/03/1978 (48 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	12592100 (51.56%)
List of outside Directorship held excluding Alternate Directorship and Private Companies.	V-MARC Electricals Private Limited Asian Ambrosia India Private Limited V-MARC Defence & Aerospace 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. Revision in Remuneration details are given in explanatory statement to the respective resolution.
Relationship with other Directors and KMP	Mr. Vikas Garg is Promoter and Manging Director of the Company

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

ITEM NO. 3

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 11th, 2026 appointed M/s Pinki & Associates, Cost Accountants, (Firm Registration No 007250), as the Cost Auditor for audit of the cost records of the Company for the Financial Year ending March 31st, 2027, at a remuneration as per the terms and conditions as may be mutually agreed upon amounting and out of pocket expenses, if any. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Audit shall be ratified by the shareholders of the Company.

Accordingly, the consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 3 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31st, 2027 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.

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of the members of the Company.

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. 3 of this Notice.

ITEM NO. 4

The Members of the Company at their Twelfth Annual General Meeting held on September 15th, 2025 approved the re-appointment of Mr. Deepak Prabhakar Tikle (DIN: 09756849) as Executive & Non-Independent Director of the Company for a period of three years from November 02nd, 2025 to November 01st, 2028.

Considering his contribution to the growth and operations of the Company, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 08th July 2026, approved the revision of his remuneration with effect from April 01st, 2026, subject to the approval of the Members.

Accordingly, approval of the Members is sought for revision of the remuneration payable to Mr. Deepak Prabhakar Tikle to an amount not exceeding ₹ 60,00,000/- per annum by way of salary (including bonus), perquisites and commission, subject to an overall ceiling of ₹ 70,00,000/- per annum, for the remaining tenure of his appointment. Except for the aforesaid revision, all other terms and conditions of his appointment shall remain unchanged.

The Board is of the opinion that the proposed revision is commensurate with the responsibilities handled by Mr. Deepak Prabhakar Tikle and is in the best interests of the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Except Mr. Deepak Prabhakar Tikle, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company

ITEM NO. 5

The Members are informed that Mr. Vikas Garg (DIN: 05268238) was re-appointed as the Chairman and Managing Director of the Company for a period of five (5) years with effect from February 04th, 2026 to February 03rd, 2031 in its Twelfth Annual General Meeting held on September 15th, 2025. Subsequently, under Item No. 5 of this Notice, the Members are requested to approve the revision in the remuneration of Mr. Vikas Garg for the remaining period of his tenure, on the terms and conditions set out in the Explanatory Statement.

Mr. Vikas Garg has been instrumental in driving the Company's sustained growth and strategic expansion. Under his leadership, the Company has significantly strengthened its manufacturing capabilities, expanded its distribution network across domestic and international markets, enhanced its product portfolio, improved operational efficiencies and reinforced its brand presence. The Company has also witnessed substantial growth in its scale of operations, financial performance and market capitalization under his stewardship.

Considering the increased size and scale of the Company's operations, its continued business expansion, enhanced responsibilities entrusted to Mr. Vikas Garg, the complexity of managing the Company's operations as a listed entity and keeping in view the remuneration prevailing in comparable companies in the industry, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on July 07th, 2026 and July 08th, 2026, approved, subject to the approval of the Members, the revision in the remuneration payable to Mr. Vikas Garg with effect from April 01st, 2026 for the remaining period of his tenure.

Accordingly, it is proposed to revise the remuneration payable to Mr. Vikas Garg to an amount not exceeding ₹2,88,00,000 (Rupees Two Crores Eighty-Eight Lakhs Only) per annum by way of salary (including bonus), perquisites and commission, subject to an overall ceiling of ₹5,00,00,000 (Rupees Five Crores Only) per annum, within the limits prescribed under the Companies Act, 2013, including Section I of Part II of Schedule V thereto, and other applicable provisions.

Except for the revision in remuneration, all other terms and conditions governing the appointment of Mr. Vikas Garg as approved by the Members shall remain unchanged.

In the event of absence or inadequacy of profits in any financial year during the currency of his tenure, the remuneration proposed to be paid to Mr. Vikas Garg shall be treated as the minimum remuneration payable, subject to the provisions of Schedule V to the Companies Act, 2013 and such other approvals, if any, as may be required.

The Board is of the opinion that the proposed revision in remuneration is commensurate with the duties, responsibilities, experience and leadership of Mr. Vikas Garg and is in the best interests of the Company and its shareholders.

The Nomination and Remuneration Committee and the Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Except Mr. Vikas Garg and his relatives, and to the extent of their shareholding interest, if any, Mrs. Meenakshi Garg, Non-Executive Director, being related to Mr. Vikas Garg, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 6

The Members of the Company in its 12th Annual General Meeting held on September 15th, 2025, 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. 600 Crores (Rupees Six 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. 600 Crores (Rupees Six Hundred Crores only) to Rs. 1000 Crores (Rupees One Thousand 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. 6 of this Notice for the approval of Members.

ITEM NO. 7

The Members of the Company in the 12th Annual General Meeting held on September 15th, 2025, 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. 600 Crores (Rupees Six 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. 600 Crores (Rupees Six Hundred Crores only) to 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 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. 7 of this Notice for the approval of Members.

ITEM NO. 8

In order to comply with the applicable provisions of SEBI LODR Regulations, 2015 & Companies Act, 2013, with respect to the composition of the Board of Directors and Committees thereof, the Board of Directors, at the recommendation of Nomination & Remuneration Committee appointed Mrs Neha Rastogi (DIN: 07591711) as an Additional Director in the category of Independent Director by the Board of Directors at its meeting held on 08th July 2026 pursuant to Section 161 of the Companies Act, 2013.

In terms of Section 161 of the Act, an Additional Director holds office up to the date of approval of shareholders. Accordingly, the approval of shareholders is required for regularization of her appointment as an Independent Director of the Company for a term of five consecutive years commencing from 08th July 2026.

Further, in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and in view of the same, the approval of members for the above matter is being sought through voting in Annual General Meeting.

- The Company has received from Mrs. Neha Rastogi Consent to act as Director in Form DIR-2;
- Declaration of Independence under Section 149(7) of the Act; and
- Confirmation that she is not disqualified under Section 164 of the Act.

Additional Information in respect of Mrs. Neha Rastogi, including brief profile, Pursuant to listing Regulations and Secretarial Standard on General Meetings, is provided below:

Mrs. Neha Rastogi is a qualified Company Secretary and legal professional with 14 years of blended experience in academia (former educator at UPES and Uttaranchal University) and corporate consulting. Brings specialized expertise in corporate law, auditing, governance, ESG (sustainability), and GST (taxation). Empaneled in the IICA Independent Director's Databank and actively trained in board governance, insolvency, capital markets, and data protection law.

Key Highlights:

- Prof. (CS) Neha Rastogi is a qualified Company Secretary (Associate Member of ICSI) and legal professional (L.L.B.) with 14 years of robust, blended experience across corporate secretarial practice, legal consulting, and academia.
- She brings a highly diverse and valuable skill set to the Board, spanning Corporate Law, Company Secretarial Practice, Auditing, Internal Controls, Goods & Services Tax (GST), and Corporate Governance.
- She possesses deep expertise in modern governance domains, serving as a Senior Member of the ESG Committee at the Delhi Management Association (DMA), alongside training in Data Privacy (DDPA,2023) and Workplace Governance (POSH).
- She is fully empanelled in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs (IICA), she has cleared the Online Proficiency Self-Assessment Test and proactively completed advanced certifications in capital markets (SEBI/NISM) and insolvency case analysis (IBC).
- She Holds a strong analytical foundation with an active research profile, including multiple IEEE-published papers and patents exploring the application of emerging technologies like Artificial Intelligence (AI), Machine Learning (ML), and Blockchain in industry practices.
- Her current directorship profile is uncluttered and fully compliant with the limits specified under Section 165 of the Companies Act, 2013, ensuring she can dedicate optimal time, strategic focus, and objective judgment to V-MARC India Limited

The Nomination and Remuneration Committee has reviewed her profile and recommended her appointment. The Board is of the opinion that Mrs. Neha Rastogi fulfils the conditions specified for appointment as an Independent Director under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

It is proposed to seek the approval of shareholders at the ensuing Annual General Meeting in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Details of Director seeking Appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings:

Name of Director	**Mrs. Neha Rastogi**
Director Identification Number (DIN)	07591711
Date of Birth & Age	Date of Birth: September 09, 1989 Age:37 Years
Nationality	Indian
Date of First/Original Appointment	July 08th, 2026
Qualification(s)	• Qualified Company Secretary (Associate Member of ICSI) • Legal professional (LLB)
Number of Shares held in the Company	NIL

Brief Profile/Resume	Refer to Item No. 8 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Nature of expertise in specific functional areas including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Neha Rastogi brings a comprehensive blend of academic rigor and practical governance sensibility to the Board, backed by 14 years of experience across corporate secretarial practice, legal consulting, and academia. Her core expertise spans corporate law, secretarial standards, auditing, internal controls, and corporate taxation (GST). Furthermore, she possesses advanced capabilities in modern boardroom domains, including ESG and sustainability reporting, digital data privacy (DPDA), and workplace governance (POSH). Her strong regulatory and financial insights are supported by focused training in capital markets (SEBI/NISM) and insolvency case analysis (IBC), while her research and patents in emerging technologies (AI, Machine Learning and Blockchain) provide a unique, forward-looking analytical edge for strategic board oversight.
Listed entities (other than V-MARC India Limited) in which he holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	DAPS Advertising Limited
Directorship held in other companies	DAPS Advertising Limited ZIRA AND ZAHARA PRIVATE LIMITED
Committee Positions in other Public Companies	NIL
Number of Board meetings attended	One Meeting of Board of Directors since her appointment as Additional Non-Executive Independent Director
Terms and Conditions of Appointment/ Reappointment	Non-executive & Independent Director of the Company, not liable to retire by rotation for a period of Five consecutive years with effect from July 08, 2026. Also, please refer Agenda Item No. 3 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act,2013
Details of proposed remuneration from the Company	She shall be paid remuneration by way of sitting fee for attending the meeting of the Board and Committees thereof, re-imbursement of expenses for participating in the Board and other Committee meetings and profit related commission within the limits under Section 197 of the Companies Act, 2013, as payable to other Non-Executive Directors in terms of the "Policy on Appointment and Remuneration of Director(s), KMP(s) And SMP(s)", as approved by the Nomination & Remuneration Committee or the Board or Shareholders, from time to time.
Last Remuneration drawn from the Company (including Sitting fee and Commission)	She shall be paid remuneration by way of sitting fee for attending the meeting of the Board and Committees thereof, re-imbursement of expenses for participating in the Board and other Committee meetings and profit related commission within the limits under Section 197 of the Companies Act, 2013, as payable to other Non-Executive Directors in terms of the "Policy on Appointment and Remuneration of Director(s), KMP(s) And SMP(s)", as approved by the Nomination & Remuneration Committee or the Board or Shareholders, from time to time.
Relationships between Directors inter-se and other Key Managerial Personnel	Not Related

ITEM NO. 9

The Equity Shares of the Company are presently listed on the SME Platform (Emerge Platform) of the National Stock Exchange of India Limited ("NSE"). In view of the Company's growth, improved financial performance and expanded business operations, the Board of Directors believes that migration of the Company's listing to the Main Board of NSE and direct listing on the Main Board of BSE Limited would be beneficial to the Company and its shareholders.

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, a company listed on the SME Exchange may migrate to the Main Board subject to fulfilment of the prescribed eligibility criteria and approval of the shareholders by way of a Special Resolution.

Accordingly, the Board of Directors, at its meeting held on 26th August, 2026, approved the proposal for migration of the Company's existing listing from the SME Platform of NSE to the Main Board of NSE and direct listing on BSE Limited, subject to the approval of the Members and other regulatory approvals as may be required.

The proposed migration is expected to enhance the Company's visibility, improve liquidity of its Equity Shares, widen the investor base and provide greater access to capital markets. The migration will not involve any fresh issue of shares and will not affect the existing shareholding pattern of the Company.

As required under Regulation 277 of the SEBI ICDR Regulations, the Special Resolution shall be acted upon only if the votes cast by shareholders other than promoters in favour of the proposal are at least two times the votes cast by shareholders other than promoters against the proposal.

The Board recommends the Special Resolution set out at Item No. 09 of the Notice for approval of the Members.

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. 09 of this Notice.

ITEM NO. 10

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm’s length basis.

The provision to Section 188 (1) of the Companies Act, 2013 also states that nothing in Section 188 (1) of the Companies Act, 2013 will apply to any transaction entered into with a related party by the Company in its ordinary course of business and on arm’s length basis.

Accordingly, the related party transactions based on the provisions of Section 188 of the Act and rules made thereunder and Regulation 23 of the Listing Regulations, the Audit Committee and the Board of Directors of the Company have approved the proposed transactions detailed in the resolution at Item No. 10 of the accompanying notice. The said related party transactions are placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and on an arm’s length basis.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024, read with are set out below;

Name of the related Parties	**Nature of Transactions**	**Amount (₹ in crores)**
V-MARC Electricals Private Limited	Sales, Purchase, Making loans/business advances / inter-corporate deposits;	350
V-MARC Defence and Aerospace Limited	Sales, Purchase, Making loans/business advances / inter-corporate deposits;	350
Asian Ambrosia India Private Limited	Sales, Purchase, Making loans/business advances / inter-corporate deposits;	50

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vikas Garg, Mrs. Meenakshi Garg and Mr. Deepak Prabhakar Tikle are concerned or interested in the proposed resolution as set out in Item No. 10 of this Notice.

The Board of Directors recommends passing of the resolution as set out at Item No. 10 of this Notice as Special Resolution.

ITEM NO. 11

The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, require the approval of the Audit Committee, the Board of Directors and, where applicable, the Members of a listed entity for material related party transactions.

In the ordinary course of its business, the Company has entered into and continued to undertake transactions with related parties for the procurement of goods and other business requirements. These transactions have been carried out in the ordinary course of business, on an arm's length basis and in the best interests of the Company.

The Company has entered into and/or continued transactions 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 SEBI Listing Regulations. The transactions pertained to the purchase of goods, with an aggregate value of up to ₹ 75 crore during the financial year 2025-26. Owing to the value of these transactions, they constituted material related party transactions under Regulation 23 of the SEBI Listing Regulations and accordingly required the approval of the Members by way of an Ordinary Resolution.

The Audit Committee and the Board of Directors have reviewed the aforesaid transactions and noted that the same were undertaken in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its stakeholders. Accordingly, the approval of the Members is being sought in respect of the aforesaid material related party transactions.

The particulars of the related party transactions, as required under the Companies Act, 2013 and the SEBI Listing Regulations, are set out below:

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

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. 11 of this Notice.

The Board of Directors recommends passing of the resolution as set out at Item No. 11 of this Notice as Special Resolution.

By Order of the Board of Directors
Sd/-
(Vikas Garg)
Managing Director
DIN: 05268238

Place : Haridwar
Date : August 26, 2026

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