

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: 12.09.2024

NSE Symbol: **VMARCIND**
ISIN: **INE0GXXK01018**

Subject: Disclosure of Scrutinizers' Report

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Scrutinizers' Report on Remote E-Voting and Electronic Voting during the 11th (Eleventh) Annual General Meeting ("AGM") of Members of the V-Marc India Limited ("Company") held on Thursday, 12th September, 2024, at 11:00 A.M. (IST) at Plot no. 3, 4, 18, 20A, Sector, IIDC, SIDCUL, Haridwar, Uttarakhand - 249403 through Video-Conferencing ("VC")/Other Audio Visual Means ("OAVM").

You are requested to take the above information on the record.

Thanking You,

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

Anuj Ahluwalia
Company Secretary

Place: Haridwar

ASHISH SEHRAWAT & ASSOCIATES
COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Chairperson,

11th Annual General Meeting of the Members of

V-Marc India Limited

CIN: L31908UR2014PLC001066

Registered office: Plot No. 3, 4, 18, 20A, Sector, IIDC, Sidcul Haridwar, Uttarakhand - 249403

Consolidated Scrutinizer Report on Remote E-Voting and Electronic Voting during the 11th (Eleventh) Annual General Meeting ("AGM") of Members of the V-Marc India Limited ("Company") held on Thursday, 12th September, 2024, at 11:00 a.m. (IST) at Plot No. 3, 4, 18, 20A, Sector, IIDC, Sidcul Haridwar, Uttarakhand - 249403 through Video-Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

At the outset, I would like to thank the Board of Directors for appointing me as the Scrutinizer. As we are aware that due to the unprecedented crisis on account of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has provided the facility to the companies to conduct their AGM through VC/OAVM vide General Circular No. 02/2022 dated 5th May 2022 read with General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 (collectively referred to as "MCA Circulars") in terms of the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act").

I, Ashish Sehrawat, (Company Secretary in whole-time practice) Proprietor of M/s Ashish Sehrawat & Associates, Company Secretaries Firm, was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the AGM and for

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ascertaining the requisite majority on remote e-voting and also on poll through Ballot papers carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") issued in this regard on the resolutions as set-out in the notice of the 11th (Eleventh) Annual General Meeting of Members of the Company held on Thursday, 12th September, 2024, at 11:00 a.m. (IST) at Plot No. 3, 4, 18, 20A, Sector, IIDC, Sidcul Haridwar, Uttarakhand – 249403 through Video-Conferencing ("VC")/Other Audio Visual Means ("OAVM").

1. The Company has appointed National Securities Depository Limited (NDSL), as the service provider, for providing the facility of remote e-voting to the Members of the Company as well as an electronic voting system during the AGM on all the items of the business (es) (both Ordinary and Special businesses) as set out in the notice dated 16th August, 2024.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI Listing Regulations, the MCA Circulars, and SEBI Circulars or any other provision, as applicable for the AGM of the Company. The Management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.
3. The remote e-voting period remained open from **Monday, 09th September, 2024 (09:00 A.M. IST)** and ended on **Wednesday, 11th September, 2024 (05:00 P.M. IST)** on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NDSL).

Further, the complete instructions on the remote E-Voting facility provided by the Company had been annexed to the Notice of the AGM, explaining the process of casting the votes through the remote e-voting facility with the necessary user id and password.



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4. The Members of the Company as on the "cut-off date" i.e., **Wednesday, 04th September, 2024** were entitled to avail the facility of remote e-voting as well as an electronic voting system during the AGM on the proposed resolutions (Item nos. 1 to 8) as set out in the Notice dated 16th August, 2024.
5. On the day of the 11th AGM, the Company conducted voting through E-Voting for those Members who could not participate in the remote E-Voting to record their votes.
6. The public advertisement with respect to notice regarding registering the email address was published on 17th August, 2024 requesting shareholders of the Company to register/update their e-mail address.
7. In accordance with the Notice of the 11th Annual General Meeting sent to Shareholders and "Advertisement" published pursuant to Rule 20 of the Companies (Management and Administration Rules) 2014, as amended, the Company published the Newspaper advertisements.
8. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 at 11th AGM of the Company. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM.
9. After completion of Poll through Ballot papers, the votes casted through remote e-voting and vote casted through e-voting during the AGM were unblocked in the presence of two witnesses, Mr. Prashant Jha and Mr. Shashank Singh who are not in the employment of the Company and then votes casted there under were counted.
10. After scrutinizing the system generated report of remote e-voting provided by NSDL and I hereby submit the consolidated results of remote e-voting and Poll as under:



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Resolution 01: Ordinary Resolution

To Adopt of the audited financial statement of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	33	16333696	-	-	33	16333696	-	-
E-Voting AGM	-	-	-	-	-	-	-	-
TOTAL	33	16333696	-	-	33	16333696	-	-

Total Valid Votes (Total Votes - Invalid votes) = 1,63,33,696-0= 1,63,33,696

Votes in Favour (% of Total Valid Votes) = 100.00%

Votes in Against (% of Total Valid Votes) = 0.00%

Resolution 02: Ordinary Resolution

To appoint a director in place of Mr. Vikas Garg (DIN 05268238), who retires by rotation and being eligible, offers himself for re-appointment.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Vote rs	No. of votes
Remote e-voting	32	1,63,28,696	-	-	32	1,63,28,696	-	-
E-Voting AGM	-	-	-	-	-	-	-	-
TOTAL	32	1,63,28,696	-	-	32	1,63,28,696	-	-



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Total Valid Votes (Total Votes - Invalid votes) = 1,63,28,696-0= 1,63,28,696

Votes in Favour (% of Total Valid Votes) = 100.00%

Votes in Against (% of Total Valid Votes) = 00.00%

Resolution 03: Special Resolution

To consider and, thought fit, with or without modification(s), the remuneration being same, maximum ceiling of remuneration of Mr. Vikas Garg (DIN 05268238), of Rs. 2,00,00,000 (Rupees Two Crores Only) per annum on account of various parameters considered by Nomination & Remuneration Committee.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	32	37,41,596	-	-	31	37,36,596	1	5,000
E-Voting AGM	-	-	-	-	-	-	-	-
TOTAL	32	37,41,596	-	-	31	37,36,596	1	5,000

Total Valid Votes (Total Votes - Invalid votes) = 37,41,596-0= 37,41,596

Votes in Favour (% of Total Valid Votes) = 99.87%

Votes in Against (% of Total Valid Votes) =00.13%

Resolution 04: Special Resolution

To consider and, thought fit, with or without modification(s), Increase in Remuneration for the remaining tenure to Rs.41,00,000 (Rupees Forty One Lakhs Only) Maximum Ceiling of Remuneration of Mr. Deepak Prabhakar Tikle (DIN 05268238), of Rs. 50,00,000 (Rupees Fifty Lakhs Only) per annum,



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Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	32	1,63,24,696	-	-	30	1,63,18,696	2	6,000
E-Voting AGM	-	-	-	-	-	-	-	-
TOTAL	32	1,63,24,696	-	-	30	1,63,18,696	2	6,000

Total Valid Votes (Total Votes - Invalid votes) = 1,63,24,696-0= 1,63,24,696

Votes in Favour (% of Total Valid Votes) = 99.96%

Votes in Against (% of Total Valid Votes)= 00.04%

Resolution 05: Special Resolution

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

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	33	1,63,33,696	-	-	33	1,63,33,696	-	-
E-Voting AGM	-	-	-	-	-	-	-	-
TOTAL	33	1,63,33,696	-	-	33	1,63,33,696	-	-

Total Valid Votes (Total Votes - Invalid votes) = 1,63,33,696-0= 1,63,33,696

Votes in Favour (% of Total Valid Votes) = 100.00%

Votes in Against (% of Total Valid Votes) = 00.00%



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Resolution 06: Special Resolution

To offer, Issuance and Allot Equity shares of the Company by way of a preferential basis,

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

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	33	163,33,696	-	-	32	1,63,28,696	1	5,000
E-Voting AGM	-	-	-	-	-	-	-	-
TOTAL	33	1,63,33,696	-	-	32	1,63,28,696	1	5,000

Total Valid Votes (Total Votes - Invalid votes) = 1,63,33,696-0= 1,63,33,696

Votes in Favour (% of Total Valid Votes) = 99.97%

Votes in Against (% of Total Valid Votes) = 00.03%

Resolution 07: Special Resolution

Approval for Related Party transactions with V-Marc Electricals Private Limited

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	32	1,63,28,696	-	-	32	1,63,28,696	-	-
E-Voting AGM	-	-	-	-	-	-	-	-
TOTAL	32	1,63,28,696	-	-	32	1,63,28,696	-	-

Total Valid Votes (Total Votes - Invalid votes) = 1,63,28,696-0= 1,63,28,696

Votes in Favour (% of Total Valid Votes) = 100.00%

Votes in Against (% of Total Valid Votes) = 00.00%



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11. All the papers relating to voting by remote e-voting and e-voting at the AGM shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company.
12. Based on the above voting, we confirm that all the resolutions have been carried on with requisite majority, accordingly we request the Chairman of the 11th AGM, to announce the result of the meeting.

For Ashish Sehrawat & Associates



(Company Secretaries)

CS Ashish Sehrawat (Scrutinizer)

Membership No:-51861

C.P. No:- 22005

Peer Review Code:- 2226/2022


UDIN:- A051861F001202813

Date: 12th September, 2024


Place: Delhi

Counter Signed by Chairman

Witness

1. 
PRASHANT

2.


(SHASHANK SINGH)

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