

Jeeyo Zindagi Befikar...



V-MARC India

WIRES & CABLES

V-MARC INDIA LIMITED

CIN: L31908UR2014PLC001066

ANNUAL REPORT 2020-2021

(Formerly known as Asian Galaxy Pvt. Ltd)



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Jeeyo Zindagi Befikar...



Message from the Managing Director

Dear Members,

We are very fortunate and thankful to our hon'ble Prime Minister as under his great leadership and guidance, our nation is in the privileged situation amidst the unprecedented worldwide crisis.

There are thousands of MSMEs have been decimated due to abrupt lockdown in year 2020-21 on account of COVID-19 pandemic outbreak. Micro, small and medium enterprises (MSMEs) are the back bone of our Indian economy and more than 45 percent of total manufacturing output of the country. There are approximately 40 million MSMEs in India, which rank the second largest, after China. These enterprises account for more than 40% of the total exports of the nation and contribute 9% (Approx.) to the GDP of our nation.

The year 2020-21 has been challenging for each one of us. The Covid-19 pandemic has had a significant impact on lives, livelihoods, and the business. Operational challenges mounted due to restricted movement and disrupted supply lines during the first few months of the pandemic. During those tough periods, our entire focus has been towards our social responsibility initiatives and continues to be on our people's health & safety, ensuring no major disruption in our communities, caring for the communities in which we operate, and finally, protecting our business model.

For retaining our financial strength, it was also a year of transformation for our company as we set out to aggressively to grow our retail segment while gradually reducing the government sales/contracts to our overall sales mix. We believe that the strategic to grow our retail segment will enable us to deliver better value in the years ahead.

The financial year 2020-21 commenced amidst the nationwide lockdown, the relentless commitment and dedication of every member of the V-Marc India Limited family helped the business overcome many challenges in the past year. As a result, we have been able to bring down the curtains on the financial year 2020-21 with a robust set of numbers. We reported a turnover of Rs.175.13 crores growing by 2.29% as against Rs.171.21 Cr in the previous year. Profit after tax at Rs.5.79 crores was up 17.63%. Our strong focus on optimizing our costs enabled us to improve our EBITDA margin to 8.59%, as against 7.25% in the previous year.

Further, our Company's credit rating is maintained in investment grade however rating agency has downgraded to Ratings BBB- for long-term bank facilities and A3 for short-term bank facilities. The revised outlook along with our strong profile will enable us to secure funds at competitive costs.

With the easing of restrictions and unlocking of the economy, retail sales made a strong sequential improvement to almost erase the adverse impact of the first quarter. For the full year, sales through the dealer / distribution market were almost improved from the last year 2019-20. More importantly, the contribution of our Retail segment to overall sales mix now stands at 34% as against 29% in the previous year. This is in line with our focused strategy as the Retail business offers better margins and has lower working capital requirements. Going forward, our target is to generate 50-60% of our overall sales from the Retail segment in coming years. To provide a thrust to the Retail segment, we have been strengthening our manpower in various sales branches at different levels. Presently company is having its own depot at Ghaziabad, Indore, Jaipur distributors & dealers across the country especially in the states of Uttar Pradesh, Uttaranchal, M.P., Chhattisgarh, Rajasthan, Maharashtra, Gujrat, Bihar, Jharkhand and Odisha as far as domestic & retail segment.

We have also hired Sumit Vyass (Actor) to increase focus on advertising and sales promotion for strengthening brand recognition in electricals industry. To increase our sales through our distribution network, we remain focused on growing our dealer network, deepening our market-leading position and the expanded customer relationships that we have built in this segment make us look to the future with confidence, especially as several of these sectors will be strong growth drivers powered by the government's focus on infrastructure and building a self-reliant nation.

Presently, V-Marc India is manufacturing power cable up to 11 KVA from our existing technology through Sio-plas line Machine cured by wet process, now maximum Government Departments have switched over to Dry curing CCV line Method. Through CCV line method, insulating material is being Cross Linked Polyethylene (XLPE) cured by dry curing process i.e., nitrogen gas curing applied by extrusion process as per IS-7098 and its latest amendments.

Due to changes in technology & technical specification changed by various governments, our sales are being affected and we have left no other option but to upgrade our technology & will have to establish the CCV Line Method. During financial year 2020-21, we could not participate in tenders amounting Rs.692.21 Cr to various government departments due to non-availability of CCV Line method with us.

To support our growth ambition, we will continue to invest in increasing our capacity. In the previous years, we had augmented our housing wires capacity with the setting of a new facility. We are now looking at investing around Rs.50 Crore for growing our capacities for HT cables. The capex will be undertaken in current financial year 2021-22. Moreover, the Company has sufficient capacity to cater to the market demand by when new production lines will also be available.

“Keeping in view of above, we have decided to set up CCV Line machine to protect sales as well as business. Moreover, through its technology, we can manufacture power cable up to 66 KVA which improve our sales turnover and profitability as well”.

We are enormously proud of how adaptive and resilient our employees were in the face of a global pandemic. We would like to thank every one of our employees for their hard work during this challenging time.

Regular sanitization at workplace, free distribution of masks, tie-ups with hospitals for COVID-19 testing, hospitalization and other emergency requirements, and arranging oxygen concentrators were among the other measures taken for the safety and well-being of our people. We are pleased to share that we have distributed mask across all our locations for our employees & their families and society as well. With the pandemic still raging on, we continue to strictly adhere to all COVID-19 appropriate protocols at all our sites.

During severe second wave of COVID-19, In the beginning of 2021-22, the nation was hit hard with the huge loss of lives resulted in a renewed lockdown of the economy. Now the situation is under control and lockdowns have been eased with the accelerating vaccine rollout by government, strengthening of healthcare infrastructure and heightened public awareness on adopting health and safety measures.

The improved operating environment combined with pent-up demand should boost the market growth for wires and cables. Smart city projects are underway while the expected pick-up in demand for real estate will aid the recovery of the construction sector. Projects in areas of road and highways, tunnels, railways, metro rail, power transmission and distribution, airports, solar power and nuclear power, among others, are being awarded to spur economic growth. Further, the Government has extended its Rs. 111 Lakh Crore (USD 1.5 trillion) National Infrastructure Pipeline, which is an umbrella program integrating multi-sector infrastructural projects, to cover more projects by 2025. We are also witnessing capacity expansion and upgradation in various state-owned oil refineries. The Production-Linked Incentive (PLI) Scheme announced by the Government will encourage private players to enhance their domestic manufacturing capabilities.

All these factors point towards substantial growth for the wires and cables industry and, we believe, well-organized companies with good working capital management will be able to extract better value. At V-Marc India, we have a strong cash flow and balance sheet, and with our proven manufacturing and distribution capabilities positions us to be opportunistic in strategically reinvesting, capitalizing on market trends, and expanding our business.

We would like to take this opportunity to thank all our people who have been tirelessly working to ensure that we continue to serve the people of this country through this extremely challenging year.

Our team is confident that while the pandemic has created near-term challenges, the business is fundamentally strong to deliver better value in the years ahead. Most importantly, we would like to thank you, our shareholders, including customers, bankers, financial institutions, Central and State government bodies, business associates, suppliers and employees for your overwhelming trust, support and confidence in V-Marc India Limited.

Thank you for your support and guidance. Take care and stay safe.

With warm regards,
Vikas Garg
Managing Director

Executive Summary

Board Of Directors



Mr. Vikas Garg

Promoter Chairman
& Managing Director

Mr. Vikas Garg, Managing Director aged 43 years is a young and energetic entrepreneur with good business acumen and flair for marketing. He holds degree of Master's of Business Administration in Marketing & is a member of PHD Chamber of Commerce & Industry. Prior to acquisition of M/s Asian Wire & Cable Industries, partnership firm by our Company, he was a partner since the incorporation of the firm in the year 2006. He possesses 20 years of experience in the manufacturing of wires & cables industry.



Mr. Sandeep Kumar Srivastava

Whole-time
Director

Sandeep Kumar Srivastava, aged 44 years, has been on the Board of Directors since February 01, 2020 and has been re-appointed as the Whole-Time Director of our Company on February 04, 2021. He holds bachelor's degree in arts from Hemwati Nandan Bahuguna Garhwal University, Uttaranchal, degree of Master's of Business Administration in Finance from Himalayan Garhwal University and Junior Associate Examination of the Indian Institute of Bankers (JAIIB) from Indian Institute of Banking & Finance. Prior to joining V-Marc India Limited, he was associated with SBI Bank. He possesses over 18 years of experience in Credit Management, Financial Services and Banking Operations.



Mrs. Meenakshi Garg

Non- Executive
Director

Mrs. Meenakshi Garg, Director aged 39 years belongs to a reputed business family. She has been associated with our Company since incorporation and has been reappointed as the Non-Executive Director of our Company on February 04, 2021.



Mr. Mukesh Bansal

Independent
Director

Mukesh Bansal, aged 47 years, is an Additional Independent Director of our Company. He holds Bachelor's degree of commerce from Meerut Vidhyalaya and Master of Commerce from Chaudhary Charan Singh University, Meerut. He is also a qualified Chartered Accountant and member of ICAI, qualified Company Secretary from ICSI and qualified Cost Accountant from ICWAI. He has over 20 years of experience in the fields of auditing, taxation, business & management consulting services, inspections and investigations.



Mr. Raj Kumar Pandey

Independent
Director

Raj Kumar Pandey, aged 47 years, is an Additional Independent Director of our Company. He is a qualified Company Secretary and member of Institute of Company Secretaries of India. He has experience of more than a decade in the field of corporate secretarial and legal compliances.



Key Managerial Personnel



Mr. Ranjan Kumar Sawarna

Chief Financial Officer

He is M.Com. from LNM University, Darbhanga (Bihar), Qualified Cost Accountant from Institute of Cost Accountant of India and having 20+ years of experience in industry. He has worked with Greenply Industries (Myanmar) Pvt Ltd and posted in Myanmar for 2 years in leadership roles in establishing and managing the accounts departments. Responsible for entire accounting function of company including managing payments and audits.



Mr. Suresh Chandra Chandola

General Manager, Quality & Controls

He is having experience of more than 30 years in the cable & wires industry. He holds diploma in engineering from Board of Technical Education, UP.

He is responsible for product quality assurance as per BIS & International Standard.



Mr. Shiv Kishore Rai

General Manager Production & Planning

25 + years of experience in the field of electricals wire & cable industry. He holds diploma in electronics & communication engineering from Board of Technical Education Maharashtra with huge experience in Testing, Quality Control Production Planning.



Ms Kanchan Gupta

CS & Compliance Officer

She holds a qualified company secretary degree from Institute of Company Secretaries of India and MBA (Finance) from AMITY University. She is having experience of around two years in secretarial department. She is responsible for ensuring compliance with statutory & regulatory requirements.



Mr. Gyan Prakash Sharma

Vice President Commercial & BD

25+ years of experience in accounts, legal and business developments. He is M. Com. from Banaras Hindu University (BHU), Bachelor of Laws (LLB) from Meerut University.

Responsible for business plan & developments of the Company.



Mr. Neeraj Kumar Khatod

Zonal Manager Sales & Marketing

20+ year of experience in Sales & Marketing in Wires & Cables Industry. He Holds BE from Government Engineering Collage Raipur, MBA (Marketing) from Barkatullah University, M.P. He has worked with many well-known companies such as RR Kabel Ltd, Finolex Cables Ltd, Ravin Cables Ltd and General Cables in leadership role in establishing Markets. He is responsible for marketing strategy and to increase the presence of company in various states.



Mr. Vijay Bhatt

General Manager Sales & Marketing

15+ years of experience in Sales & Marketing in Wires & Cables Industries. He is responsible for Sales & Marketing in governments departments and public sector undertaking Companies.



Mr. Qurban Ahmad Khan

Regional Manager Sales & Marketing

20+ years of experience in Sales & Marketing including 15+ years in wires & Cables Industry. He holds Bachelor of Commerce degree from Kanpur University. He has worked with Anchor Electricals Ltd and Gupta Power Limited in leadership roles to develop the sales & business. He is responsible for sales & marketing in various states.



V-MARC :Executive Summary

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (E), Mumbai -400072 India
Tel No - +91-022-62638200 | Fax No- +91-022-62638299
Email-info@bigshareonline.com

SECRETARIAL AUDITOR

Vashist M & Associates
Practicing Company Secretaries Delhi

BANKERS / FINANCIAL INSTITUTIONS

Punjab National Bank
ICICI Bank Limited
Indusind Bank Limited

Email ID-

For Investor - investor@v-marc.in | cs@v-marc.in
For Others - agpl@v-marc.in
Website - www.v-marc.com

STATUTORY AUDITORS

Rajeev Singal & Co.
Chartered Accountants
Muzaffarnagar, Uttar Pradesh

STOCK EXCHANGES

National Stock Exchange of India Limited (EMERGE)

REGISTERED OFFICE

V-Marc India Limited
CIN: L31908UR2014PLC001066
Plot No.3, 4, 18 & 20A Sector-IIDC, SIDCUL, Haridwar
Uttarakhand-249403, India Tel No- +91-01334-239638

PLANT LOCATIONS

- 1) Plot No.3, 4, 18 & 20A Sector-IIDC, SIDCUL, Haridwar, Uttarakhand-249403
- 2) Plot No. 15, Sector 8B, SIDCUL, Haridwar, Uttarakhand-249403

REGIONAL OFFICES : (1) New Delhi (2) Uttar Pradesh (3) Bihar (4) Jharkhand (5) Madhya Pradesh (6) Orissa

Management Discussion & Analysis

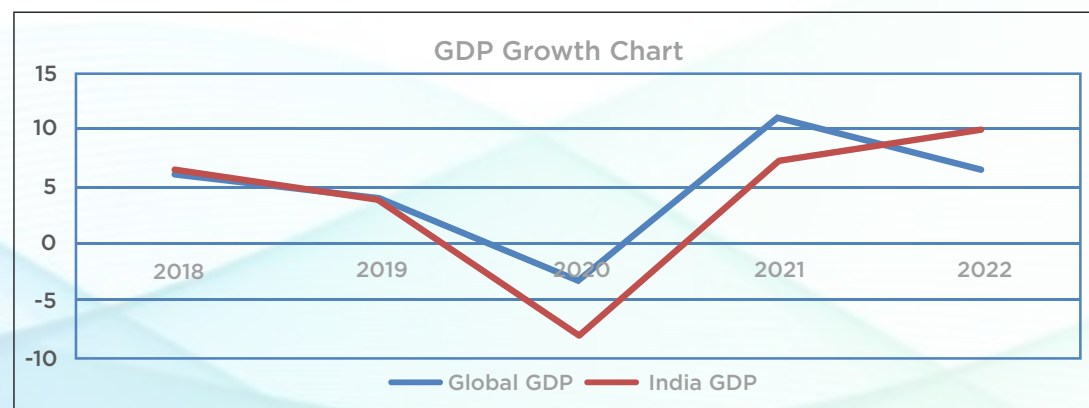
A) Economic Scenario

A.1 Global Economy Scenario: During the year of 2020, the world was under lockdown due to sudden COVID-19 pandemic outbreak. It was spreading across the world and almost all countries were voluntarily closed their international border. During those time the economic activities was slowdown across the world. This affected the massive disruption in the global trade & economy. The global trade volumes reduced by 8.5% in 2020 on account of this COVID-19 pandemic.

This pandemic disruption severely impacted supply chains across the world. While distorted material movement led to an acute shipping container shortage, increased demand for electronic products has resulted in non-electronic products industries (automobiles sectors, consumer electricals, home appliances etc.) experiencing a heavy shortage of electronic components like semiconductor chips/PCBs. Commodity availability became a cause of concern & commodity prices have hardened and their prices are at all time high level.

With the beginning of approval of vaccines and vaccines programme roll-outs across the world including India by the end of 2020, the lockdowns are being lifted in a phased manner in maximum countries, the world economy is expected to head for a speedy recovery. Though the second wave of the COVID-19 pandemic has proven to be challenging in some countries including India, now the world is better prepared to withstand the challenges and counter the pandemic, from the experiences gained in 2020 and with the support of world-wide vaccination programme.

The rapid development and speedy administration of vaccine program in USA, UK, India and other countries is set to propel the world to normalcy in the coming days. A sign has come from USA who has posted one of the strongest GDP growths of 6.4% in Q4 FY 2020-21 and this is the signalling to start of the recovery.



A.2. Indian Economy scenario: India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

As economic activity resumed post-lockdown, the Indian economy got impacted by the global developments on commodity availability and prices. The long term Indian economic growth story remains optimistic on account of lag impact of structural reforms, pro-growth monetary policy and favourable demographics.

Macro indicators such as GST collections, Index for Industrial Production (IIP), Purchasing Manager's Index (PMI), steel and power demand, and rising auto sales showcased an improving economic trajectory in the second half of the year, pushing GDP growth to positive territory.

In the short term, the Indian economy is poised to grow between 10-12.5% in the coming year with vaccine-led recovery of economic activity and low base of the year under review, subject to speed of containment of the second wave that has stealthily seeped into the next year.

India's real gross domestic product (GDP) at current prices stood at Rs. 135.13 lakh crore (US\$ 1.82 trillion) in FY21, as per the provisional estimates of annual national income for 2020-21.

India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at US\$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns by 2025 and will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. According to data from the RBI, as of the week ended on June 04, 2021, the foreign exchange reserves in India increased by US\$ 6.842 billion to reach US\$ 605 billion.

With an improvement in the economic scenario, there have been investments across various sectors of the economy. Private Equity - Venture Capital (PE-VC) sector recorded investments worth US\$ 20 billion in the first five months of 2021, registering a 2x growth in value compared with the same period in 2020. Some of the important recent developments in Indian economy are as follows:

In May 2021, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 50.8. Gross GST collections stood at Rs. 141,384 crore (US\$ 19.41 billion) in April 2021. Cumulative FDI equity inflows in India stood at US\$ 763.58 billion between April 2000 and March 2021. Foreign Direct Investment (FDI) inflows in India stood at US\$ 6.24 billion in April 2021, registering an increase of 38% YoY.

India's Index of Industrial Production (IIP) for April 2021 stood at 126.6 against 143.4 for March 2021. Consumer Price Index (CPI) - Combined inflation was 6.30 in May 2021 against 4.23 in April 2021. In June 2021, foreign portfolio investors (FPIs) turned net buyers by investing Rs. 12,714 crore (US\$ 1.71 billion) into the Indian markets. According to depositories data, between June 1, 2021 and June 25, 2021, FPIs invested Rs. 15,282 crore (US\$ 2.06 billion) in equities.

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures.

In the Union Budget 2021-22, capital expenditure for FY'2022 is likely to increase by 34.5% at Rs. 5.5 lakh crore (US\$ 75.81 billion) over FY'2021 (BE) to boost our Indian economy. Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy.

The Union Cabinet approved the production linked incentive (PLI) scheme for white goods (air conditioners and LED lights) with a budgetary outlay of Rs. 6,238 crore (US\$ 848.96 million) and the 'National Programme on High Efficiency Solar PV (Photo Voltic) Modules' with an outlay of Rs. 4,500 crores US\$ 612.43 million).

In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.

In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide -Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.

The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting industries.

B) Industry Overview on Wires & Cable Industry: In India, the first cable company ICC (Indian Cable Company Limited) established in Jamshedpur by BICC (British Insulated Callenders' Cable, UK) in 1931.

An electrical cable, at a glance, looks very simple with a round rope like contour, but it takes various complex procedures, in designing and processing, to produce a cable fit for a particular purpose. It needs to fulfill given electrical parameters that are different for different application.

To achieve the desired quality, an appropriate material for insulation, sheathing and armouring needs to be selected. While manufacturing, the mechanical characteristics of all the materials used, along with those of the finished cables, are to be taken into consideration. This means that to make one-self conversant with the technology of making electric cables, one is required to know all the three technological aspects - that is electrical, chemical and mechanical - and the installation methods involved in designing and manufacturing. One important aspect that remains intrinsically associated with cables is electrical and mechanical 'tension'. Cables transmit electrical power under tension (voltage), and while manufacturing, they must be processed under controlled tension to achieve best results. During laying and commissioning, cables are to be handled under proper tension to avoid installation problems.

Today, the application of electric cables has spread over a wide range of products, with each type of application calling for a particular design feature and the same type of cable requiring different treatments in different environments.

A mining cable can have a different construction given its application. A normal power cable can be constructed with an aluminium conductor, a PVC insulation, with two or three, three and half or four cores being laid up together to form a cable core, covered with a PVC bedding, and armoured and finished with a PVC covering. This cable is allowed to have an operating temperature of 70°C. Short circuit rating is 130°C. Such cables are suitable for operating at 660/1100 V. PVC cables of 6.6 KV were attempted, but because of the development of new materials and the thermal limitation of PVC, these cables are no longer in use. Normally, for a general distribution system, cable can be armoured with galvanized steel strips. When a cable is to be laid in trenches or ducts, or in areas where corrosion and pulling tension are high, the cable is armoured with steel wire. In the case of mining cable, double wire armouring is provided. To give an adequate short circuit protection armour resistance of 75% of that of the main conductor, galvanized iron wires need to be replaced with tinned copper wire. The choice of the number of copper wires depends on the size of the cable and short circuit requirements.

The cross-sectional properties of a conductor should be chosen based on its current-carrying capacity. At times, the voltage drop or a short circuit may call for a higher cross-sectional area. As PVC is soft and has a high dielectric constant, a cable made with PVC insulation has a higher dielectric loss factor and hence can't be used for higher voltage ranges. Naturally, the alternative is polythene, which has a lower dielectric constant. Polythene is a soft material and can't be operated beyond 70°C. However, cables upto 132/220/400 KVs were manufactured in France using polythene as an insulating material. But due to thermal limitations, the current-carrying capacity of such cables is limited. Thereafter, XLPE with a higher rating factor came into the market. Here too, different constructions should be adopted for different applications. Cables with different cross-sectional areas, different voltage ranges, different screening factors and different armour designs need to be considered and made as per customers' requirements.

In order to control process parameters, different types of instrumentation cables are constructed and produced. For taking measurements temperature thermocouple cables are developed. For moving vehicles like drag lines and excavators in mines, flexible high power and high voltage cables with elastomeric insulation, pliable armour and elastomeric sheath are constructed. Within this type, many varieties are produced depending on environmental conditions and users demands. There are flexible coal cutter cables, drill cables, shuttle car cables, miner lamp cables and so on, with each version and group having many variations.

There are various types and sizes of control cables: cables for ship wiring, subsea cables, defence cables, locomotive cables, oil rig cables and aircraft wiring cables. Cables are used in numerous fields with copper or aluminium as conductors, round or shaped, stranded or flexible, armoured or unarmoured, insulated with PVC, XLPE, polythene, PTFE, elastomer, and with different voltage ranges. Every day, some constructional features should be considered in the manufacturing of cables to satisfy customers' requirements. There are so many varieties that one will get lost in counting the types and numbers.

Today, every type of cables has become a specialized domain. A single person will not be able to handle all the areas and assimilate them. With progressive development of various polymers and their uses in the modern world, emphasis will be on polymeric insulated cables such as XLPE, while considering the current trend of development – design and manufacturing and their applications and limitations. In this context, the details presented in the following chapters will provide an insight into the subject matter.

The designing and manufacturing of cables are complex multidimensional and multifunctional processes. Different materials are to be selected and used to satisfy diverse requirements while considering the nature of use, surrounding environments, climatic conditions and power supply systems. Naturally, the designer and processing engineer should have a thorough understanding of the materials, their characteristics, behavior under different conditions, process ability and long-term stable performance. Hence, there should be proper selection of materials for a given type of product.

Conductor Material

The transmission line is made of conducting media. Metals like iron, zinc, nickel, lead, aluminium, copper, silver and gold can be used as conductors. If the same amount of power is allowed to be transmitted through an individual wire made out of each of the previous elements, having the same cross-sectional area, it can be found that during transmission, the heat generated will be different in different metals. Silver will have the lowest temperature rise with the highest conductivity. This is due to the different amount of resistance offered by different metals during transmission of power. Thus, while the choice of a material for creating a conductor primarily depends on its conductivity, the following factors should also be considered to produce and procure material at areas on cable cost:

1. Conductivity of metal
2. Quantity of material available on the Earth's crust
3. Cost of production of primary metal from the ore stage
4. Easy processing ability of refined electrical grade metal during processing (ductility)
5. Malleability in order to impart flexibility during processing and installation
6. Sufficient strength to withstand hazardous working conditions
7. Resistant to affluent and adverse environmental conditions

It is difficult to obtain a metal with all of its qualities at their peak values. Some compromises are to be made considering economic viability. It is of prime importance that the conductivity of a metal should be high (purity) so that the maximum given amount of power can be transmitted through a minimum possible area with minimum loss of power (as heat energy). This will allow the metal to be used in a rational way. In this respect, silver is found to be ideal. But the availability of metal just as an electrical conductor is not enough to meet the world's demand. Further, the cost of production of primary metal is higher. In contrast, iron is cheap and could be made easily available. To transmit the same amount of power as that by silver, by restricting heat loss to the same degree, the size of the steel wire will have to be very large, stiffening the conductor. The processing cost and the weight of the conductor will be prohibitive.

In comparison, copper and aluminium have qualities that meet all the parameters. Though copper stands as the number one metal, aluminium, on the other hand, have the advantages of lesser weight, lower cost and unrestricted availability.

Given in Table are comparative values of a few metals with their electrical and mechanical parameters. The aforementioned comparison shows that copper and aluminium are the metals that retain economic viability. While selecting materials, a study on their properties was undertaken to understand their chemical, mechanical and electrical characteristics under different conditions.

Copper

It is known that copper has been used since the early days of civilization. Electrical and Physical Values of Few Selected Metals Used for Manufacturing Electric Cables.

Sl. No.	Material Description	Density (cm ³)	Resistivity σ at 20°C ($\Omega\text{mm}^2/\text{m}$ (10^{-8}))	Temperature Coefficient α of Resistant per °C	Tensile Strength (N/mm ²)
1	Silver	10.47	1.626	0.0041	
2	Copper	8.890	1.724	0.0039	>225
3	Aluminium	2.703	2.803	0.0040	>70
4	Lead	11.37	21.400	0.0040	
5	Steel	7.860	13.800	0.0045	>500

Sl. No.	Material Description	Atomic	Density at	Melting	Vapour
1	Copper	29	8.96	1083	Green
2	Silver	47	10.47	960	Blue
3	Gold	79	9.30	1063	Yellowish Green

General properties are: -

The varying valency of copper, silver and gold is due to the fact that these are transitional elements (Figure2.1). The inner group of 18 electrons of copper can be drawn upon for one or two valence electrons. Due to this, copper reacts to produce both monovalent and bivalent compounds. The electron on the outer shell is available for free movement under slight electromagnetic pressure. This is the reason these three metals show almost identical properties as a conducting material, silver being the most conductive.

The availability of copper as different oxides and sulphides is higher than that of silver and gold. There are several methods available for reducing ores to metallic copper. Copper is refined by an electrolytic process. A purity of 99.99% can be achieved; generally, 99.95%–99.98% of copper is available in the market and is used in electrical transmission and distribution and in appliances. The metal in its pure state is very ductile and malleable. It can be shaped as a very thin foil or wire in continuous length, without breaking, by annealing intermittently. The density of high-conductivity copper varies from 8.87 to 8.91 and occasionally from 8.83 to 8.94. The presence of 0.03% of oxygen will cause a reduction of density by about 0.01. Hard-drawn copper has about 0.02% less density than annealed copper.

Nowadays, the analysis of copper density and its behavior at different stages has gained importance because of the demand and the rising price in the market. The International Annealed Copper Standard (IACS) provides the accepted value for copper with 100% conductivity.

The standard is expressed in terms of mass resistivity as $0.15328 \frac{\Omega \cdot \text{g}}{\text{m}^2}$ or the resistance of a uniform round wire 1 m long having 1g weight at 20°C. On this basis, volume resistivity becomes $0.01724 \frac{\Omega \cdot \text{mm}^2}{\text{m}}$ and conductivity $58 \frac{\text{Smm}^2}{\text{m}}$ at 20°C. Based on this value for cable design, the resistance and input of copper are considered during manufacturing. A part from these values, the coefficient of resistance and the thermal resistivity of metal are also taken into account while designing a conductor for manufacturing cable.

It is of utmost importance to note that if the metal remains exposed to a moist atmosphere for a long time, it may tarnish and become greenish-black upon interacting with oxygen and sulphur. In this case, it reacts with hydro-gen sulphide in the presence of oxygen. Modern methods of continuous casting and up-cast casting to produce a wire rod eliminate the formation of any oxide film on the surface. These bright wire rods can directly be used for the drawing of wires. Now a day, oxygen free copper rods are manufactured in up-cast mills, regularly producing high-purity wire rods.

Wire rods thus produced have a diameter of 8 or 6 mm and tensile strength of a minimum 210 M Pa, with elongation being min 32%. The surface of rolled wire shall be fairly smooth, free from the inclusion of foreign contamination, depression, scales and twists, etc. and shall generally conform to IS 9731.

Aluminium

Between 1909 and 1912, aluminium was used to manufacture conductors by British Insulated Callender Cables Ltd. (BICC), England. Aluminium was not used much until 1930. After copper prices rose very high, the use of aluminium became extensive in the 1950s. Aluminium is present all over the Earth's surface as clay and is abundantly available as bauxite. Bauxite is digested with caustic soda solution to produce alumina, Al_2O_3 . This is then dissolved in fused cryolite. Pure aluminium is obtained by an electrolysis process. It is a trivalent element. The electrons of outer orbit of this element are available for movements. Unlike copper, the mechanicals strength aluminium is limited. It can be cold-formed during working without changing its conductivity. Aluminium has the advantage of being lighter, with a specific weight of 2.703 against that of copper (8.89). This advantage, however, gets offset by aluminium lower conductivity is 61%.

Further, the current-carrying capacity and thermal resistivity do affect the design criteria. However, all these get compensated by its price advantage over that of copper. But, for the same current rating, a higher size conductor has to be selected. This will naturally require a cable with a higher diameter, and the consumption of raw materials required for subsequent processes becomes higher. Even then, at present, considering the price of copper and its overall weight, aluminium cables are found to be somewhat more competitive both weight and pricewise.

The aluminium used for making cables is procured in the form of a wire rod, in coils weighing approximately 2-3 tons. Wire rods are formed by rolling in a proper mill from a primary ingot. The material has a purity of not less than 99.5%. Resistivity is less than 0.02803 for electrolytic grade. Generally, H2 or H4 grade aluminium is accepted for making cables. Normally, the resistance value of aluminium does not change appreciably during its working. The wire rod procured is uniform, with a smooth surface, without any dents and scale formation, cracks, laps, pipes, etc.

The one factor to be considered is that aluminium, during working, gets coated by a very thin layer of oxide film instantaneously, which acts as insulating media. This oxide film protects the metal from atmospheric influence and corrosion. During jointing, this film must be removed thoroughly to achieve good electrical contact. For long time, aluminium was not considered as a power cable conductor because of this problem. Due to aluminium inherent oxide layer, jointing of conductor to conductor became difficult. The rising price of copper and the steady depletion of its reserves forced manufacturers to use aluminium. In the meantime, Alcan Ltd came up with a solution for jointing the metal by removing the oxide layer on the surface. This was an organic flux (Eyre Smelting Fluxno.7) and a solder made of an alloy of zinc-tin and lead (Eyre Solder no .375). Eyre Smelting Co. was a subsidiary of Alcan Ltd.

India has come a long way in using aluminium as a power cable conductor and has a large deposit of bauxite; the production capacity of aluminium is sufficient to meet the nation's requirements in all respects. The material is made tough and corrosion proof by alloying it with a small percentage of magnesium (0.5%) and silicon (0.5%–0.6%). This alloy is used extensively to make an all-aluminium alloy conductor (AAAC) over head transmission line, to be installed along the sea coast where a corrosive saline atmosphere prevails year-round. This particular alloy does not get affected under such conditions. The tensile strength of alloy is very high, and the over-head conductor does not require to be reinforced with a stranded steel core made of galvanized steel wires. Now a day, aerial bunch cables are manufactured extensively using the AAAC conductor as the suspension wire to support the cable between poles, and to be used as neutral, and earth as a required.

For the AAAC conductor, a primary alloy rod, as supplied by the manufacturer, is heat-treated and tempered to get the required strength. The primary rod is first drawn to a size of 5.5mm in a bull-block wire drawing machine and then made into a coil. These coils are then electrically heated in a furnace to 500°C–550°C for a given period of time. Thereafter, hot coils are dropped instantaneously in cold water for quenching. This process is called solution treatment, by which crystalline structures of magnesium and silicon are distributed uniformly within the metal. During this process, the metal becomes extremely hard. To achieve its required strength, 5.5mm coils are drawn to the required size of the wire in a wire drawing machine. The wire thus produced is tempered in an ageing oven where it is heated at a predetermined temperature and for a given period of time to achieve the desired tensile property.

Some of the heat treatment parameters for a few popular grades of alloy are given in Table: -

Grade of Alloy	Heat Treatment Temp. (°C)	Approx. Time of Heating (min) ^a	Quench Bath	Ageing Temp. (°C)	Time of Ageing
2014 ^C	500-510	15-60	Water	170	10 h
2024	485-500	15-60	Cold	Room	4 Days
6061	515-525	15-60	Cold	155-160	18 h
7075	460-70	15-60	Cold	120	24 h

- This depends on the size and amount of materials. In India, a 9.5 mm rod for 2 tons of coil weight is heated for 20-30 min max.
- This is done within a minimum time, say, within 15-20s, and the coil is dropped in water from furnace.
- This is the type used in India as per IS 14255.
- More than 90% ageing occurs on the first day of ageing.

Insulating Materials

Finding a suitable insulating material was along-drawn promotional activity carried out by repeated trial and testing. Suitability had to be ascertained through actual application. Choosing the insulating material for development happened after innumerable results were analyzed. On the basis of the numerous data obtained, the accepted quality parameters of each material was standardized.

The development of cables took place step by step with the introduction of new material. Problems were experienced during development, but solutions were also worked out simultaneously. To make a product with the desired quality, machinery and equipment were developed hand in hand to cater changing demands. The skills of personnel were also updated with the technological progress.

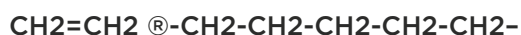
Insulating materials should have the following qualities:

1. It should withstand high AC impulse voltage and should remain stable for long-time performance.
2. Its dielectric power loss should be as low as possible.
3. It should have excellent treeing resistance and corona resistance.
4. It should be flexible and withstand mechanical abuses and adverse environmental conditions.

Synthetic Polymers as Insulating Material

Polythene: Polythene, a thermoplastic material with a lower density, can be processed in an extruder. It is obtained by the polymerization of ethylene in the presence of oxygen at high pressure. PE was first prepared by Bamberger and Tschirner before 1900 by the decomposition of diazomethane. Subsequently, PE was produced by ICI at high pressures, as low-density PE. Later, more than one process was developed, out of which the Ziegler process became popular. By controlling pressure and using a different catalyst, PE of various molecular weight and density could be formed; the base material used was ethylene.

Ethylene is obtained directly from petroleum refineries. The Ziegler process uses an organometal catalyst such as titanium tetrachloride (TiCl_4) and an aluminium alkyl such as tri-ethyl aluminium $[(\text{C}_2\text{H}_5)_3\text{Al}]$ for the polymerization of an ethylene monomer.



The Ziegler process gives a somewhat lower density, such as 0.94 –0.95, than the Phillips process. Later, a material with a density of 0.96 was produced, which had a straight-chain molecule crystalline structure.

This material was a very good insulating material; its general characteristics are listed as under: -

Insulation resistance 10^{16} (Ω cm)	Surface resistance 10^{14} (Ω)
Dielectric constant ϵ 2.3-2.5	Loss angle $\tan \delta$ at 50 Hz >0.0001
Breakdown voltage (kV/mm) 25-30	Tensile strength 120-150 kg/cm ²
Elongation approx. 400%-600%	
Insulation resistance 10^{16} (Ω cm)	Surface resistance 10^{14} (Ω)
Dielectric constant ϵ 2.3-2.5	Loss angle $\tan \delta$ at 50 Hz >0.0001
Breakdown voltage (kV/mm) 25-30	Tensile strength 120-150 kg/cm ²

The first polythene-insulated 63 kV cable was produced in France. Subsequently, they manufactured PE insulated 132 kV cable for a short period. This PE had a low density. From 1930 onwards, this material found considerable use in the production of power cable in the continent. Later, PE was extensively used in the United States in medium-tension cables as an insulating material.

PE becomes soft with increasing temperature; as such, the normal operating temperature of a conductor in a cable is settled at 70°C. It can withstand low temperatures up to 30°C in normal conditions. A specially prepared compound can withstand up to 50°C. The material is manufactured with a density range of 0.92–0.93, such as a low-density polymer; the medium density ranges from 0.94 to 0.95 and high density from 0.96 to 0.98. High-density PE is difficult to process under normal conditions. It is modified by blending with a small amount of antioxidant, ethylene vinyl acetate (EVA), or ethylene propylene rubber (EPR). The material is highly sensitive to light and ultraviolet rays. By blending with a small amount of butyl rubber or EPR, PE is prevented from getting oxidized rapidly. If it is blended with >2% carbon black, the material can be protected from degradation under the influence of ultraviolet rays and sunlight. An antioxidant and a modifier are incorporated when used with a colourant. At high temperatures, the material is attacked by saltpeter and concentrated sulphuric acid. At 70°C, the material can get dissolved in carbon tetrachloride. At 50°C, the material gets slightly softer and starts absorbing sulphur, oil and other impurities, degrading its electrical properties. By blending with polyisobutylene, the material can be modified to gain excellent antioxidant and ozone-resistant properties. Nowadays, PE is modified in different ways by combining it with a small amount of elastomeric polymer to make it suitable for specific applications. In France, an extra high-voltage cable of 132 kV was produced, but the operating temperature had to be restricted to 70°C, which was too low and was not advantageous. Impulse voltage also had to be lowered along with short circuit rating. However, this material was found to react with peroxide at high temperatures to form a cross-linked product which became popular as cross-linked polythene (XLPE), which had all-round excellent characteristics.

Cross-Linked Polythene

XLPE is a thermosetting material. The base material of this solid dielectric is PE. PE can be made a thermosetting material by curing under temperature and pressure and blending with selective organic peroxide and antioxidants. Al Gilbert and Frank Precopio invented XLPE. It has been found that by cross-linking PE molecules, the properties of the compound can be improved to a great extent. The operating temperature could be raised from 70°C to 90°C-95°C. The short-circuit temperature is improved from 150°C to 250°C. The electrical stress value is enhanced considerably. The AC breakdown voltage is raised to 30 KV/mm, and the basic impulse level can be increased up to 55/60 kV when the compound is made super clean - that is completely contamination free. This compound can be cross-linked with the help of peroxide having high melting temperature, such as dicumyl peroxide or benzoyl peroxide, under high temperature and pressure. The voltage range can be from 1100 V to 500 kV depending on the nature of the compound. Various modifications in the basic polymer structure are made to increase the productivity of the cable manufacturing process. The compound has also been modified to limit the exudation of byproducts during cross-linking. This is particularly significant for high voltage (HV) and extra high voltage (EHV) cables, where degassing needs to be done to make insulation free of methane and other unwanted gases generated during the curing cycle. To make the insulated core free of such inflammable gases, it is to be heated in a closed chamber at 70°C-80°C under controlled conditions so that these gases do not explode during curing, installation and under service conditions. The manufacturing of HV and EHV cables became successful with the use of XLPE, replacing oil- or gas-filled paper insulation, because of its relative straight line technological handling procedure and the economy in its use as an underground power cable. The design of extruded solid dielectric cables requires less material; offers easy installation, jointing and terminations; and allows one-time continuous processing.

However, insulation was found to be weak, with low resistance to partial discharge. Internal void and gas pockets were relatively large and numerous. Consequently, while designing a cable for HV and EHV installations, relatively high stress value per millimetre basis could not be considered. Void formation is an intrinsic phenomenon for a plastic or elastomer. During the extrusion process, volatile gas exudes from compounds at higher temperatures, making the substance spongy. This can be contained by applying pressure while the temperature is raised to a certain level during extrusion.

With more experience and greater working ability, it became possible to increase the working voltage by modifying compound structures and processing technology and observing their breakdown voltages on a large number of cable samples of different grades. By applying Weibull's statistical relations, these values were established for safe performance. Further, it was found that to increase stress values and to design cables to achieve comparable economical parameters by bringing down insulation thickness to a reasonable level, clean and super clean insulating compound must be produced making it free from contaminants and foreign particles. It was also noticed that during processing in a **Continuous Catenary Vulcanization (CCV) line**, if a neutral gas is applied at a high pressure, quality could improve considerably. Though people were apprehensive that by steam curing the compound is likely to absorb too much unwanted moisture/water, it was not fully the case. The cause of the relatively higher discharge rate was due to the large size and numerous voids present within the insulation. It was necessary to restrain the formation of large-size void structures and their numbers. This could not be achieved as steam pressure could not be raised beyond the temperature limit of 250°C which is <18 bar. The actual pressure applied was 10–12 bar max, which lies within the temperature limit of 183°C–190°C. To exude air/gas trappings relatively at a higher rate and minimise void formation and their sizes, higher temperature and pressure were needed. This was to accelerate curing time so that the internal expansion of the insulating material could be restricted to a minimum. It also led to an increased line speed simultaneously. However, this would require superheated steam and would be very costly, needing higher safety requirements. During subsequent development, it was found that by using nitrogen gas, temperature can be varied independent of the applied pressure. Utilising this advantage, temperature was raised to the required degree (400°C–450°C), and pressure was adjusted to improve the quality of insulation, containing the dimensions and number of voids per unit area to a minimum level, thereby raising the stress-withstanding capacity of the insulating material and allowing proper reduction in insulation thickness. Cooling under water or gas pressure for a reasonable length of time also improved performance criteria. The quality of performance was observed by analysing the failure due to the formation of the 'treeing'-type electrical breakdown. The greater part of the exact mechanism of the formation of the tree remained unexplained.

As explained, in early stages, manufactured XLPE cable failure was frequent and did not meet the calculated expected life span of 20–25 years. Rigorous analysis and R&D work revealed that most of the failures were initiated by treeing-type electrical breakdown. 'Treeing' is a general term for fault progressing under electrical stress through a section of solid dielectric. It is associated with AC or impulse voltage, but has also been found where direct voltage at high stress is applied during extreme wet conditions. There are three main types of treeing phenomena:

1. Water treeing
2. Electrical treeing
3. Electrochemical treeing

Basically, within the polymer, some amount of void formation is present due to the entrapment of evolved gas and water during extrusion and curing. While passing through the curing zone, a certain amount of water is given out, as the polymer reacts with the catalyst and curing agent. Further within the water cooling zone, some amount of moisture is also absorbed by insulating media due to the retention of excess water for a certain period of time. When voids are somewhat larger in size, retaining moisture, water particles get ionised as the cable is charged. Ionised molecules striking against the wall of the cavity penetrate within the insulation body radial parallel to the electric field and migrate towards the region of the highest electrical stress by a mechanism of 'dielectrophoresis' (movement of polarisable water molecule in an electric field), forming a bush-like pattern (called water tree) and travelling towards outer and inner conducting media, such as the outer or inner semiconductor, creating a fault condition.

Electrical and electrochemical trees differ significantly from the water tree in appearance. If a contaminated particle is present within insulating media, high electrical stress will develop within the solid dielectric. Any contamination during insulation will form an ionised particle and any water particle surrounding it will ionise to initiate a discharge condition. These discharges come out in the form of a fine thread-like structure on both sides trying to reach conductive layers such as the conductor or semiconducting areas and initiates failure.

Electrochemical trees are formed by water in the dielectric containing solutions. Their structure consists of very fine paths along which moisture penetrates under the action of the voltage gradient. Water tree and electrochemical trees are formed at a much lower voltage due to the presence of moisture, whereas electrical trees are found to form at a higher level of voltage gradient. Naturally, where there is no water, the failure level comes down considerably, and to ensure a longer operational life, the number and size of voids are restricted to a minimum level, and so are moisture and water. Further, the contamination level must be reduced to its lowest possible count.

In order to reduce the formation, retention and influence of moisture and water within insulating media, suppliers have developed a water tree-retardant compound having special additives which inhibits water and moisture during curing and cooling operations.

Peroxide Cure XLPE Compound (CCV Line Dry curing Method)

In the beginning, PE, along with a measured quantity of antioxidant and dicumyl peroxide or benzoyl peroxide, was introduced in the extruder separately. Other materials were mixed within the extruder before covering the conductor. The process at times created problems, and materials were found to be getting scorched within the machine. Subsequently, PE was grafted with antioxidant and curing agents, and the material became safer to handle.

The initial process of producing grafted XLPE starts with passing the polymer through a very long stainless steel pipe reactor, under very high pressure and temperature. This steel tube is termed as 'high-pressure tubular reactor'. The reactor is designed to give out polymers with constant properties, free of any contaminants and chemical elements that can degrade the dielectric strength of the material. Naturally, the selection of the polymer along with the reacting agents must be free of any impurities and should be fed in sequence, as required for proper controlled reaction. The polymer thus formed is to be conveyed to the compounding equipment in such a manner that it shall not get contaminated on the passage length. It should also be ensured that, within the passage of movement, it does not get entangled and form dust particles due to the rubbing effect. This leads to adopting a gravity or dense-phase conveying system.

Before the incorporation of cross-linking and stabilising chemicals, the material has to be passed through extremely fine filters. At every intermediate step, and also at the final stage, samples are taken and analysed for quality consistency and cleanliness. Physical and chemical properties, along with extrudability and cross-linking properties, are determined before final approval and shipment. Packaging and warehousing are done under extremely clean atmosphere to ensure quality production.

Naturally, it is also imperative that the users take extreme care while unpacking and feeding materials into the extruder. This leads to the installation of a dust-free pressurized enclosure and a closed-circuit material feeding system.

Moisture-Cured XLPE

In case of the peroxide system, XLPE is processed in a CCV line, where, to achieve economical productivity, a longer length must be processed at one go (machine to run for a few days continuously), as during starting and stopping, some amount of length remains in an uncured state and would be rejected as scrap. Naturally, the ratio of scrap to good length will be large when shorter lengths are produced. In case of wet or silane process, these constraints are eliminated. This being a batch process where extrusion and curing are done separately, the production of shorter length poses no problem. At present, compounds up to 33 kV ranges are available and has been commercialized.

There are two types of system by which moisture curing can be activated by introducing a suitable silane as the main component.

1. Sioplas process: A selected silane is compounded with peroxide and polymer. In this process, silane gets grafted within a polymer chain. A catalyst to initiate the cross-linking process, along with an antioxidant, a processing aid and a colouring agent, is added during extrusion as a master batch. The shelf life of this product is very limited. Further, during processing, it is not possible to stop the machine for a while and change extrusion tools to start a new size of cable as the compound will get scorched within a very short period. The mixed compound also cannot be left on the floor in an exposed condition as the material will start absorbing moisture from the atmosphere, degrading its process ability. This becomes more acute during humid conditions in a tropical atmosphere.

2. Monosil process: (For LT Cable): In this case, all the ingredients such as silane, peroxide antioxidant, accelerator and colour are added together along with the polymer and fed into the extruder at the same time. The total reaction takes place within the extruder along with the extrusion.

3. Post curing process: The conductor insulated with any of the previous types of compounds is kept on the shop floor at least for 8-12 h, to stabilise the condition of the material at room temperature, while insulation sets to its maximum dense form bringing homogeneity, preventing the formation of normal water pockets and allowing moisture to diffuse uniformly. At the end of the moisture diffusion process, curing is allowed to continue under steam or water bath at about 80°C-90°C for a certain period of time depending on the thickness of coating. After this, cores are kept again on the floor for conditioning at least for 12 h in order to bring down the moisture level to a minimum. If the process is followed properly, the moisture content in the XLPE (sioplas) can be contained within 300 ppm. The material can then be almost compared to CV/CCV cured cores.

Characteristics of XLPE Compound

Insulation resistance 10 ¹⁷ (Ω cm)	Surface resistance 10 ¹⁴ (Ω)
Dielectric constant ϵ 2.3-2.5	Loss angle $\tan \delta$ at 50 Hz <0.008
Super Clean Compound <0.0001	Breakdown Voltage (kV/mm) 45-50
Tensile strength 120-140 kg/cm ²	Elongation approx. 300%-500%
Insulation resistance 10 ¹⁷ (Ω cm)	Surface resistance 10 ¹⁴ (Ω)
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Recent Development on XLPE Compound

During extrusion, void formation within a polymer cannot be avoided but can be minimised in number and size by

1. Using a super clean compound
2. Controlling the melt pressure within the extruder having a slightly high compression ratio than normal polymers
3. Curing and cooling under pressure Even then, a certain amount of void comes into existence due to absorption of moisture and formation of gas pockets during reaction with curing agents. Further, a polymer chain becomes softer under the application of heat while it takes time to re-associate within the chain, by which time minute gaps may form within the chain links. Within all these pockets, a certain amount of water molecules can get entrapped. The electrical degradation process of 'treeing' in polymers occurs in the presence of electrical stress and moisture. This is the basic cause of non-mechanical degradation and cable failure. Water treeing processes are considered to occur in the following phases:

1. Initiation due to uneven stress at interface and contamination.
2. Moisture initiating growth even in the ppm level under stress.
3. Any surge leading to bridging of electrical trees Various experiments have been conducted to analyse the nature of failure, and after a long statistical evaluation, considering the breakdown voltage and their nature, it was concluded that the life of XLPE-insulated MV and HV cable is to be fixed within 25-30 years in service.

In order to contain a water tree formation, insulation development is being carried out to inhibit water molecules within the insulation during the initial stages of processing. A water tree-retardant compound has been developed to be used to effectively prevent the formation of water tree for a long time (called TR-XLPE compound). The effectiveness of this compound has been evaluated through the Accelerated Water Treeing Test as per ANSI/ICEA S-649-2004. In this case, the cable sample was kept immersed in water for a 1 year under elevated temperature applying a rated voltage, after which the condition of the sample was examined, and the results obtained were satisfactory. It is now considered on testing various samples produced with TR-XLPE that the cables made with the TR-XLPE compound can have a life span >40 years, reducing failure rate and maintenance cost while providing an uninterrupted performance.

Semiconducting Compounds

The wavy surface of a stranded conductor increases electrical stress levels at the crest point. The stress values increase with the increase in operating voltage. Nowadays, compacted conductors with a smoother surface are used. In spite of this, some imperfections at the edges of a flattened wire can create problems.

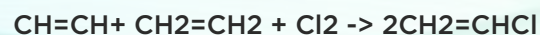
In the case of stranded and compacted conductor, a semiconducting layer as a screen is used from 6600 V and above to eliminate chances of failure due to any imperfection on the conductor surface. On XLPE-insulated cables, a semiconducting screen is applied by the extrusion process on the surface of a conductor giving a plain contour devoid of any imperfection. An outer semiconducting layer on insulation helps in distributing the electrical stress perpendicular to the axis of the cable core. Any imperfection in the extruded semiconducting layer such as protrusion or pip on the surface, or an irregular, uneven contact between the insulation and the semiconducting layer, will develop high stress at the point, initiating failure over time. Naturally, the semiconducting compound must fulfill very high quality standards. To manufacture a semiconducting compound, the base polymer chosen is different from XLPE. A sufficient amount of carbon black is blended with the polymer to make it conductive and has a very smooth surface. Processing of the semiconducting compound is very tough. Compounding machinery is designed to maintain a homogeneous mix. Before cross-linking, additives are added. A very fine filtration is used to assure the smoothness of the final product. Thus, the semiconducting compound, as desired, should have a clean and smooth surface to provide an optimum interface.

Polyvinyl Chloride:

PVC was the first item recognized as an insulating material for manufacturing low-voltage cables. Siemens first introduced PVC- Insulated cables under the brand name Protodur. The basic structure of PVC is



PVC is produced from a vinyl chloride monomer through polymerisation. In the initial stage, vinyl chloride is produced by reacting acetylene and anhydrous hydrogen chloride in the presence of mercuric chloride. Acetylene was produced by reacting calcium carbide with water. Calcium carbide was obtained utilising limestone. In the modern process, acetylene is obtained from ethylene, a cheap feedstock available from petroleum refineries. In the basic process, ethylene is chlorinated to produce 1, 2-dichloroethene. The second step is a pyrolysis reaction which yields vinyl chloride and HCl:



Polymerization of vinyl chloride is done to yield polyvinyl chloride. This can be done using four methods: (1) suspension, (2) bulk, (3) emulsion and (4) solution. The molecular weight of PVC is controlled during polymerization by the reaction temperature. Different grades of polymers are specified by its 'K' value. The higher the value of 'K', the more difficult will be the processing of material. A resin with a higher 'K' value is tough and brittle and has poor heat stability and cannot be used as such. The resin has to be compounded with various ingredients for a particular end use.

Special Polymer Compounds

Low smoke and fire-resisting properties are considered to ensure that in case of a fire breakout, personnel are not affected. Further damage is contained within a specified time limit. Nowadays, low-halogen or zero-halogen compounds are in great demand. PVC having chlorine content within itself evaluates HCL acid during burning, and though it helps in extinguishing fire, the gas is hazardous to health. Naturally, the test is to be conducted for the amount of acid gas generation in a compound. Compounds containing chlorine, bromine, etc. are now being considered toxic material and are used in a limited way when ventilation is not a problem and human habitation is very limited.

Though XLPE contains no halogen, it is not flame resistant. To make it fire resistant, polymers like EVA, silicon rubber or similar additives are blended. These additives are devoid of any toxic substance. Nowadays, all power houses, substations and important installations need to be secured from fire hazards. As such, demands have increased for fire-resistant cables to be installed within tunnels of metro railways, metro stations, substations, airports, defence establishments (defence installations, warships, etc.), oil refineries (oil exploration sites, oil wells) and other important areas, where there should be no damage to human life when fire breaks out due to cable faults or short-circuit conditions. The emission of smoke and acid fumes should be kept under specified conditions to prevent health hazards and to keep the surroundings pollution free.

Naturally, insulating compounds are used to comply with such tests so as to ensure that smoke and acid fumes are not generated under such conditions and the compound extinguishes fire automatically within a given period of time by suppressing the flames. In certain cases, after suppressing fire, the cable must remain in *live* condition for about 3-4 h, during which all the electrical systems should remain functional until alternative arrangements are made. The choice of polymeric compounds and design parameters are being developed to comply with these regulations. With the development of new technology, safety norms, choice of material, and design parameters, the testing of raw materials is being modified and changed from time to time. Here, effort is to be exerted to formulate or procure quality materials from reliable sources and to be tested rigorously at the raw material stage. It may be necessary to modify processing parameters considering material quality and the capacity of the machine. Various blends of the PVC compound with fire, smoke and acid suppressing additives are available or are being formulated. PE blended with EVA or other thermosetting polymers is utilized to impart fire-resisting and low smoke properties. Silicon rubber is also being blended in different proportions to impart high-temperature-withstanding properties and fire resisting qualities, where acid generation can become almost zero producing a zero-halogen compound. Today, many types of thermoplastic elastomers (TPEs) are developed, which can be extruded in a high-compression extruder where the cross-linking process is completely avoided.

Metallic Screen or Sheath

The insulation screen of a semiconducting material, though it establishes an equipotential surface, is not sufficient to divert induced voltage and currents to earth efficiently and does not have a low resistance path. Naturally, a conductive metal tape, such as a screening material, should be wrapped around the cable core touching the semiconductive layer. Copper or aluminium or lead tapes could be used as a screening material. In addition, this metal screen shall form a mechanical protective layer and a moisture barrier specifically for HV and EHV cables. A system of cables is up to 33 kV constructed as three cores laid up together. In this case, individual cores are screened by applying EC grade copper tape or wire, or a combination of both. Copper tapes are applied with a minimum of 10% overlap.

Aluminium

Aluminium, having better mechanical strength and low resistance, became attractive as a protective sheathing material for electric cables of all types and nature. The use of aluminium as the sheathing material found due attention during Second World War in Germany. Initially, the metal selected was 99.99% pure. Subsequently with the development of better extrusion press, a 99.5% pure metal could be used. A melting point of metal was 600°C, initially it became difficult to press the metal in an extrusion press. With the introduction of induction preheating, metal billet could be heated at a temperature above 500°C. The billet was then fed into the press for extrusion under temperature and high pressure. Initially, the metal tube could not be extruded continually as the press was to be stopped for recharging. With the development of a double stroke feeding and recharging system, a continuous seamless tube could be extruded. The seamless plain tube can get flattened while bending and hence has to be corrugated for better handling.

Since the cost of the press is too high, it has been found that a seam-welded corrugated sheath can be produced without difficulty. In this case, welding should be done under an inert gas like oxygen-free argon or nitrogen as aluminium reacts with oxygen under heat and moist air. The DC resistance of the sheath being low, it acts as a shielding material for the communication cable. For the EHV cable, it carries a total short-circuit current where temperature dissipation is quick. As the cable is mechanically strong, added mechanical protection in the form of an-armor is not required. But as it is susceptible to corrosion, it must be protected by an anticorrosive layer such as a coat of bitumen layer followed by a thermoplastic covering.

Armour Materials

In order to impart mechanical strength without losing the flexibility of cables, steel strips, steel wires or steel tape is used as armour material to protect cables from damages, which may be caused by a sudden impact due to falling debris or stones and other hard materials. The armour is also utilized for pulling cables through tunnels or ducts during laying and installation. Armour metal also acts as earth connection for diverting short circuit current. Hence, the resistivity of the armour material should be within a specified limit as per international or national specifications. Armouring must be protected from corrosion by applying a coating of zinc. Zinc coating is done by a hot dip galvanizing process. The dimension of strip or wire or steel tape is selected from the given specification (IS 3975) or as per EC standard.

The wire and strip shall be galvanized. Heavily galvanized wires are used for subsea cable and other special types of cables where environmental condition is severe. These wires have the following features:

- Tensile strength shall be 30–45 kg/mm².
- Elongation shall be 4%.
- For mining cable seven-strand pliable armour is used for flexibility.

Nowadays, aluminium-coated armour wires are offered with better conductivity and corrosion resistance. In the case of single-core LV, MV and HV cables, steel wires, strips or tapes, being magnetic material, absorb a certain amount of power to produce an appreciable amount of induced voltage and current within the armour. Hence, such those cables are protected by applying hard grade aluminium wire armour that is nonmagnetic in nature. Armour materials, as strip or tape or wire, should be smooth without bars and kinks. The sides of the tape and strips should be smooth and free of bars and scales. Zinc coating must be smooth and uniform in thickness. A combination of aluminium wire/strip screen and steel tape armour is used to reduce the inductive voltage of overhead railway traction lines within signaling cables installed alongside railway tracks.

The global wires and cables market size was estimated at USD 183.14 billion in 2020. It is expected to expand at a compound annual growth rate (CAGR) of 4.4% from 2021 to 2028. Rising urbanization and growing infrastructure worldwide are some of the major factors driving the market. The said factors have impacted the power and energy demand in commercial, industrial, and residential sectors. Increased investments in smart upgrading of the power transmission and distribution systems and the development of smart grids are anticipated to drive the market growth. Implementation of smart grid technology has met the increasing need for grid interconnections, thus resulting in rising investments in the new underground and submarine cables.

The smart grid is an electric grid that includes controls, automation, computers, and innovative equipment and technologies that function together and offer efficient electricity transmission. The functioning of the entire globe depends on the timely delivery of electric supply. Further, the increasing population leads to rising demand for power. Technological advancement in grids is necessary to reduce the frequency and duration of storm impacts, power outages, and restore service quickly after outages. Smart grid helps generate efficient renewable power, reliable power, reducing carbon print, using a mix of energy sources, working with smart devices and smart home, and encouraging the use of electric vehicles.

Increased energy demands in the Asia Pacific, Middle East, and South America have resulted in rising investments in smart grids in these regions. This will fuel the demand for low voltage cables. The other factors that influence the growth of low voltage cables are the growth in the power generation, power distribution sector from renewable energy sources, and demand from automotive and non-automotive industries. Urbanization and industrialization are the major reasons for increasing the overall market growth. The need for power grid interconnections in areas with a dense population is creating a demand for underground and submarine cables. Regions such as North America and Europe are switching towards the adoption of underground cables instead of overhead cables. The underground cables reduce the space required and offer reliable transmission of electricity.

In 2020-21 year, the COVID-19 outbreak has impacted the wires and cables market growth due to a few minor shifts that occurred in communication technologies. Online courses and classes conducted by universities and colleges due to the worldwide closure, introduction of telehealth in the healthcare industry to reduce in-person visits, and companies working remotely and abiding by WFH (Work from Home) policy are some of the prominent examples that have been witnessed across the globe. Thus, connectivity and communication technologies have accelerated in the span of the pandemic. The telecommunications industry has highly benefitted from the situation as the pandemic has highlighted the true value of connectivity. 5G progress in connections and deployments has continued despite the pandemic and resulting economic downturn.

Power is among the most critical component of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy. India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. The target for renewable energy has been increased to 227 GW by 2022. By 2022, solar energy is estimated to contribute 114 GW, followed by 67 GW from wind power and 15 GW from biomass and hydropower.

The Government of India has released its roadmap to achieve 227 GW capacity in renewable energy (including 114 GW of solar power and 67 GW of wind power) by 2022. The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 gigawatts (GW) of power through solar rooftop projects by 2022. Coal-based power-generation capacity in India, which currently stands at 199.5 GW, is expected to witness total installed capacity addition of 47.86 GW by 2022. Some major investments and developments in the Indian power sector are as follows:

In June 2021, the NTPC floated a global tender for setting up a 1,000-megawatt hour (MWh) grid-scale battery storage system. The plan involves designing, building and operating such a system and also offers a co-investment partnership.

In January 2021, TOTAL acquired a 20% stake in Adani Green Energy. In addition, as a part of this deal, TOTAL undertook 50% in 2.35 GW portfolio of operating solar assets in Adani Energy Limited. The combined deal amount was worth US\$ 2.5 billion.

In December 2020, the Asian Development Bank (ADB) and the Government of India signed a US\$ 100 million loan to modernise and upgrade the power distribution system for enhancing the quality and reliability of electricity supply in Bengaluru, Karnataka.

In January 2021, Tata Power received a letter of award (LOA) from Kerala State Electricity Board Limited (KSEBL) to develop a 110 MW solar project. With this, Tata Power's renewable capacity will increase to 4,032 MW, out of which 2,667 MW is operational and 1365 MW is under implementation, including 110 MW won under this LOA.

In December 2020, the foundation stones of India's largest hybrid renewable energy park having 30 GW capacity was laid in Gujarat at Vighakot village in the district of Kutch. The estimated cost of this project is ~Rs. 1.5 lakh crore (US\$ 20.44 billion).

In December 2020, The Asian Development Bank (ADB) and Government of India signed a US\$ 132.8 million loan to strengthen and modernise the distribution network and improve quality of power supplied to households, industries and businesses in Meghalaya.

The Government of India has identified power sector as a key sector of focus to promote sustained industrial growth. Some initiatives by the Government to boost the Indian power sector are as below:

The Ministry of Power (MoP) released the draft National Electricity Policy (NEP) 2021 in April 2021. The MoP has created an expert committee including members from state governments, the Ministry of New and Renewable Energy (MNRE), NITI Aayog and the Central Electricity Authority (CEA).

Energy Efficiency Services Limited (EESL), a joint venture of PSUs under the Ministry of Power and Department of New & Renewable Energy (DNRE), Goa, signed a memorandum of understanding to discuss roll-out of India's first Convergence Project in the state on 17th November 2020.

In October 2020, the government announced a plan to set up an inter-ministerial committee under NITI Aayog to forefront research and study on energy modelling. This, along with a steering committee, will serve the India Energy Modelling Forum (IEMF) jointly launched by NITI Aayog and the United States Agency for International Development (USAID)

The Government of India has allocated Rs. 111 lakh crore (US\$ 1.4 trillion) under the National Infrastructure Pipeline for FY 2019-25. The energy sector is likely to account for 24% capital expenditure over FY 2019-25.

The achievements of the Government in the past four years are following:

According to the Union Budget 2021-22, 139 GW of installed capacity and 1.41 lakh circuit km of transmission lines were added and 2.8 crore households were connected in the past 6 years.

Solar tariffs in India have reduced from ~Rs. 7.36/kWh (US 10 cents/kWh) in FY15 to Rs. 2.63/kWh (US 3.57 cents/kWh) in FY20.

As December 2020, over 36.69 crore LED bulbs, 1.14 crore LED tube lights and 23 lakh energy-efficient fans have been distributed across the country, saving ~47.65 billion kWh per year.

Power consumption grew at 12.6% in the first week of June to 25.36 billion units (BU), indicating slow recovery in the commercial and industrial electricity demand.

For FY21, electricity generation attained from conventional sources was at 1234.44 BU, comprising 1,032.39 BU of thermal energy; hydro energy (150.30 BU) and nuclear (42.94 BU). Of this, 8.79 BU was imported from Bhutan.

NTPC Ltd.'s oldest unit in Singrauli, Uttar Pradesh, has achieved the highest Plant Load Factor (PLF) of 100.24% among all thermal units in the country between April 2020 and December 2020. India's rank jumped to 22 in 2019 from 137 in 2014 on World Bank's Ease of doing business - "Getting Electricity" ranking. As of April 28, 2018, 100% village electrification was achieved under Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY).

Atmanirbhar Bharat; -

On the back of increased focus on 'Atmanirbhar Bharat' across the country, the infrastructure developments and manufacturing sector in India has seen an increase in investments. Further, with the increasing investment and the rapid expansion of these sectors, the demand for wires and cables are also expected to see extensive growth in the foreseeable future.

C) Company Overview

V-Marc India Limited (Formerly known as Asian Galaxy Pvt. Ltd) began its journey in 1996 by manufacturing and marketing electrical wires & cables for modern need under Brand name "V-Marc India". Considering the future plans for expansion and demand of company products, Promoters decided to set-up a new Cable division unit for expansion & modernization of manufacturing facilities.

V-Marc India is one of the leading manufacturers of LT/HT Power (up to 33KV), Control, Aerial Bunch Cables, Domestic & Industrial / Flexible Wires & Cables as per BIS standards. We have consistently followed a growth path owing to our philosophy of Quality Product. Our Primary focus has been on customer delight. Our manufacturing units are well equipped with modern plant & machinery and have complete testing equipment, well qualified & trained staff, quality systems with ISO:9001-2008 & 14001:2004 accreditation with strong supply line of supplier i.e., NALCO, BALCO, HINDALCO, KLJ Ltd., KKalpana Industries Ltd.

Company is doing all the activities under "V-MARC India" Brand name. Company adopts stringent control right from the raw material stage up to finish cable with process control during the manufacturing stage.



Diverse Range of Product Portfolio

Multistrand Cables



**UFFR MULTISTRAND
CABLES**



**FR MULTISTRAND
CABLES**



**FRLSH MULTISTRAND
CABLES**

HT / LT Cables



**LT POWER
CABLES**



**LT / HT XLPE AERIAL
BUNCHED CABLES**



**HT POWER
CABLES**

Communication Cables



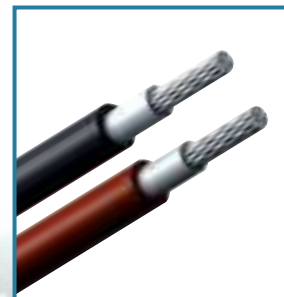
**CCTV
CABLES**



**LAN & TELEPHONE
CABLES**



**CO-AXIAL
CABLES**



**DC SOLAR
CABLES**



**XLPE/PVC 3 CORE
FLAT CABLES**



**FLEXIBLE
CABLES**

Certification

Existing Unit of the company are capable of manufacturing varied sizes of LT-power/control cables. Existing Units are also accredited with ISO 9001: 2000 certification. We manufacture wires & cables of all Type, Tested and approved by leading laboratories like NTH, RTC & ERDA. Also licensed by the Bureau of Indian Standards (BIS) to mark our products with IS: 7098 Part-1 (for XLPE Power & Control Cables), IS: 14255 (for Aerial Bunch Cables), IS: 694 (for Industrial & domestic wires and IS: 1554 Part-1 (for armored/ unarmored PVC Power & Control Cables) 1.1 KV grade and HT. Company is also holding BIS license for IS: 694: 1990, IS: 1554 (Part-1) / 1988, IS: 7098 (Part-1) / 1988, 7098 (Part-2) 2011 and IS: 14255 / 1995 for aerial bunched cable.

Approvals

Our brand approved by UPCL, UPPCL, MPPKVCL, CSPDCL, UHBVNL, DHBVNL, under RAPDRP, RGGVY, APDRP ADP & Feeder Separation, as well as Govt. / Semi Govt. organization i.e. Northern Railway, MP PWD, UK PWD, UP PWD, CG PWD, UPRNRL, BSNL, ITI, Defence, MTNL, GAIL, SAIL, NTPC, Jawahar Lal Nehru Prot Trust, NLC, BHEL, PGCIL, as well as and have supplied cables to various customers i.e. Central/State Govt., Public sectors, Private Sector, State Electricity Boards, Power Utilities & other prestigious customers (List of Registrations & Approvals is Enclosed).

Clientage

Indian Railways, MES, BSNL, ITI, Atomic Energy, Uttarakhand Power Corpn. Ltd, Chattisgarh State Renewable Energy Development Agency (CREDA), CSPDCL Raipur, MPPKVVCL Jabalpur, Bhopal, Indore, PuVVNL Vanaras, PVVNL Meerut, MTNL New Delhi, SEPCO, Jharsuguda, VEDANTA Aluminium Ltd., Gas Authority of India Ltd., Steel Authority of India Ltd-Bhilai, Bokaro Steel Plant, Durgapur steel plant, Rourkela Steel plant, IISCO Steel Plant Burnpur, Salem, SAIL Mines-MIOM,BOM,BIM,KIM etc, National Thermal Power Corporation Ltd., Rihand (U.P.), Badarpur, Dadari, PTPS Panipat, IOCL Noida, Haldia, Paradeep Jaipur, ONGC Nagira (Assam), Power Grid Shillong, BHEL Hyderabad, TIEJUN Electric Power Engineering Company Ltd., Indian Air Force, Bhatinda, Vishakhapatnam Port Trust, Titanium Tantalum Products Limited, Godraj & Boyce Mfg. Co., Larson & Turbo Ltd. etc.





Valuable Clientele & Application in Diverse Industries.

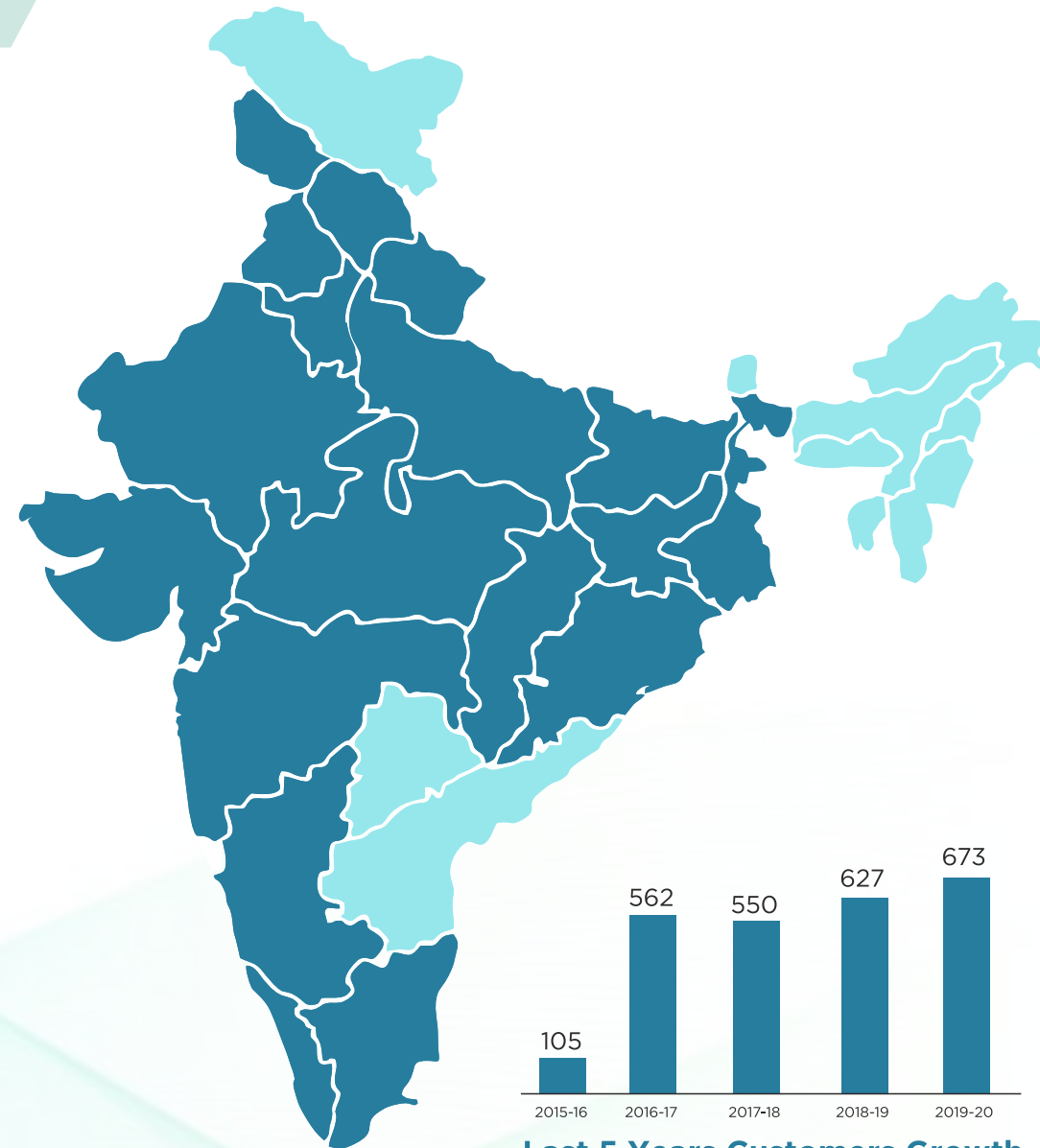
										
										
										

V-Marc has built its diversified client base and has been successful in creating long term valuable relationship with its niche clientele

Widespread Presence and Distribution Network

Our primary focus has been on customer satisfaction and with increasing PAN India presence, the Company is constantly making efforts for penetrating newer markets with high potential to address their existing and future requirements; The company has made relationships with 600+ dealers and has built up a strong distribution channel to maximize its presence. The Company has set up 5 marketing depots to complement its growing operations

State	No. of Dealers
MP, Chattisgarh & Maharashtra	362
UP & UK	212
Rajasthan	20
Odisha	28
Punjab	22
Bihar	18
Haryana	11
Others	21



Last 5 Years Customers Growth



Recognition



“मैहनत तैरी जीत है, आलस पर्याय हार का ।
कर्म करे ही जीत मिलेगी, यही नियम संसार का ।”

Company have also been awarded by **National Productivity Council** First Prize in Light Electrical Sector for the year 2014-15 by union minister, Ministry of MSME, Government of India on 22nd February, 2016. Company has also been awarded Golden Lead Coordinator **Award in Lean Implementation Program** being conducted at Engineering Cluster, Haridwar.

Vision

"To be a national level recognized corporation that provides best electrical & instrumentation cable solution, delivered by best-in-class people."

Directors of the company believe in Innovation, keeping pace with the latest technology and in course, developing products that would best meet the needs of their customers. Promoters thrust for giving latest & better products makes success for their existing unit. The reason behind their success is strong emphasis on Customer satisfaction in all respect.

Company with its meticulous efforts in maintaining best quality with its well experienced team having the knowledge of cable designing, are proud and capable of supplying special cables meeting any Indian / International Standards or customized requirements as desired by Project Requirements.

Market Aspects

V-Marc India is well known manufacturer of power cables and supplying material mainly to Electricity Boards of U.P., U.K., M.P., Chhattisgarh, Bihar, Punjab, J&K and Himachal Pradesh. AGPL is also supplying materials to Indian Railways, IRCON, Government projects, SAIL, PWD, BHEL, GAIL, and BSNL etc.

Company cultivates new customers as well as market development by developing and strengthening customer relationships through better service support and after-sales services. In addition, sales personnel keep in touch with customers through regular visits and by extending invitations to them to visit our processing facilities. These visits enable to promote better services, to understand better customers' needs & requirements. Market surveys are also carried out on a regular basis to allow us to keep pace with the latest market trends.

Marketing is an important area of management in an industrial enterprise. It is a comprehensive term and includes all resources and economic activities necessary to direct the flow of manufactured goods from producers to consumers. The old concept of marketing was product-oriented whereas the new concept is customer oriented. Customers are the champions whose needs, tastes, purchasing power, etc. are the guiding factors for the sale of products.

The awareness about safety is increasing day by day but with a slow pace. Our prime motto will be to increase this rate of awareness among the people and simultaneously selling our products in the market.

Company has already developed market for their existing products in the shape of domestic, LT & HT wire & cables. There is very good requirement even from the existing customers of the firm. The firm thus, continues to retain its key institutional customers across diverse sectors. Presently company is having its own Depot at Ghaziabad, Indore, Jaipur distributors & dealers across the country especially in the states of Uttar Pradesh, Uttaranchal, M.P., Chhattisgarh, Rajasthan, Maharashtra, Tamilnadu, Gujrat & Bihar as far as domestic & retail segment

Company also expand and diversify customer base, primarily by conducting direct marketing pitches to potential customer as well as existing customers. Sometimes existing customers, suppliers and business associates also refer new & potential customers. Company has enough potential and innovative ideas to make products better at lower price than competitors. Company is sure that aggressive market strategies will make the biggest player in the power cable markets.

Need for Technology Upgradation / Expansion Plan:

Presently, V-Marc India is manufacturing power cable up to 11 KVA from our existing technology through Sio-plas line Machine cured by wet process, now maximum Government Departments have switched over to Dry curing CCV line Method. Through CCV line method, insulating material is being Cross Linked Polyethylene (XLPE) cured by dry curing process i.e., nitrogen gas curing applied by extrusion process as per IS-7098 and its latest amendments.

Due to changes in technology & technical specification changed by various governments, our sales are being affected and we have left no other option but to upgrade our technology & will have to establish the CCV Line Method. During financial year 2020-21, we could not participate in tenders amounting Rs.692.21 Cr to various government departments due to non-availability of CCV Line method with us.

Maximum government departments have started mentioned technical specification the XLPE insulation shall be suitable for 11 KV system voltages and should be **manufactured with Dry /Gas curing process. The bidder shall submit the description of dry /gas curing process, with the clear inclusion of equipments / parameters involved.** The manufacturing process shall ensure that the insulation shall be free of voids. The insulation shall withstand mechanical and thermal stress under steady state and transient operating conditions. The extrusion method should give very smooth interface between semiconducting screen and insulation.

“Keeping in view of above, company has decided to set up CCV Line machine to protect sales as well as business. Moreover, through its technology, we can manufacture power cable up to 66 KVA which improve our sales turnover and profitability as well”.



Our Journey

2006

Incorporated as a partnership firm in the name of "Asian Wires & Cable Industries"

2014

Converted to private limited company as "Asian Galaxy Private Limited"

2015

Crossed turnover of Rs. 100 crore+
Introduced high voltage cables up-to 11 KV plant setup

2016

Backward Integration :
Establishment of V-Marc Electricals Private Limited by the Promoters for transferring the drawing process for the aluminum & copper raw materials.

2017

Introduced high voltage cables upto 33 KV plant setup

2018

Developed dealer distribution network of more than 400 in 10+ states

2019

Crossed turnover of Rs. 200 crore+
Purchased land to set up a unit to manufacture Electric Cables.

2020

Established two (2) additional depots in Bihar & Orissa to the count of existing three (3) depots

2021

Setting up a new facility to manufacture Electrical Wires, produced by Gas Cured CCV technology and increase the installed capacity to 75120 km p.a.



Expansion Plan – Proposed Manufacturing Facility

Company is looking to technologically expand its manufacturing capabilities, by way of addition of a new Catenary Continuous Vulcanization (CCV) technology as well as increasing the existing installed capacities. For this purpose, the Company is proposing to set up a unit for manufacturing industrial /household electric wire manufacturing unit (with CCV/ Sio-Plas/Extrusion Technology) of proposed optimal operating capacity of 11,520 km/yr.

Voltage Permitted	Type of Production	Proposed Capacity in km p.a.	Product Mix %
33KV	HT Cable via CCV	720	6%
11KV	HT Cable via CCV	1500	13%
11KV	HT Cable via Sioplas Extrusion	1800	16%
1.1 KV	LT Cable	7500	65%
	Sub Total	11520	100%

Business Advantage



Help to cater to domestic as well as Industrial LT / HT Power Cables market with optimal operating capacity of 11,520 Km/yr



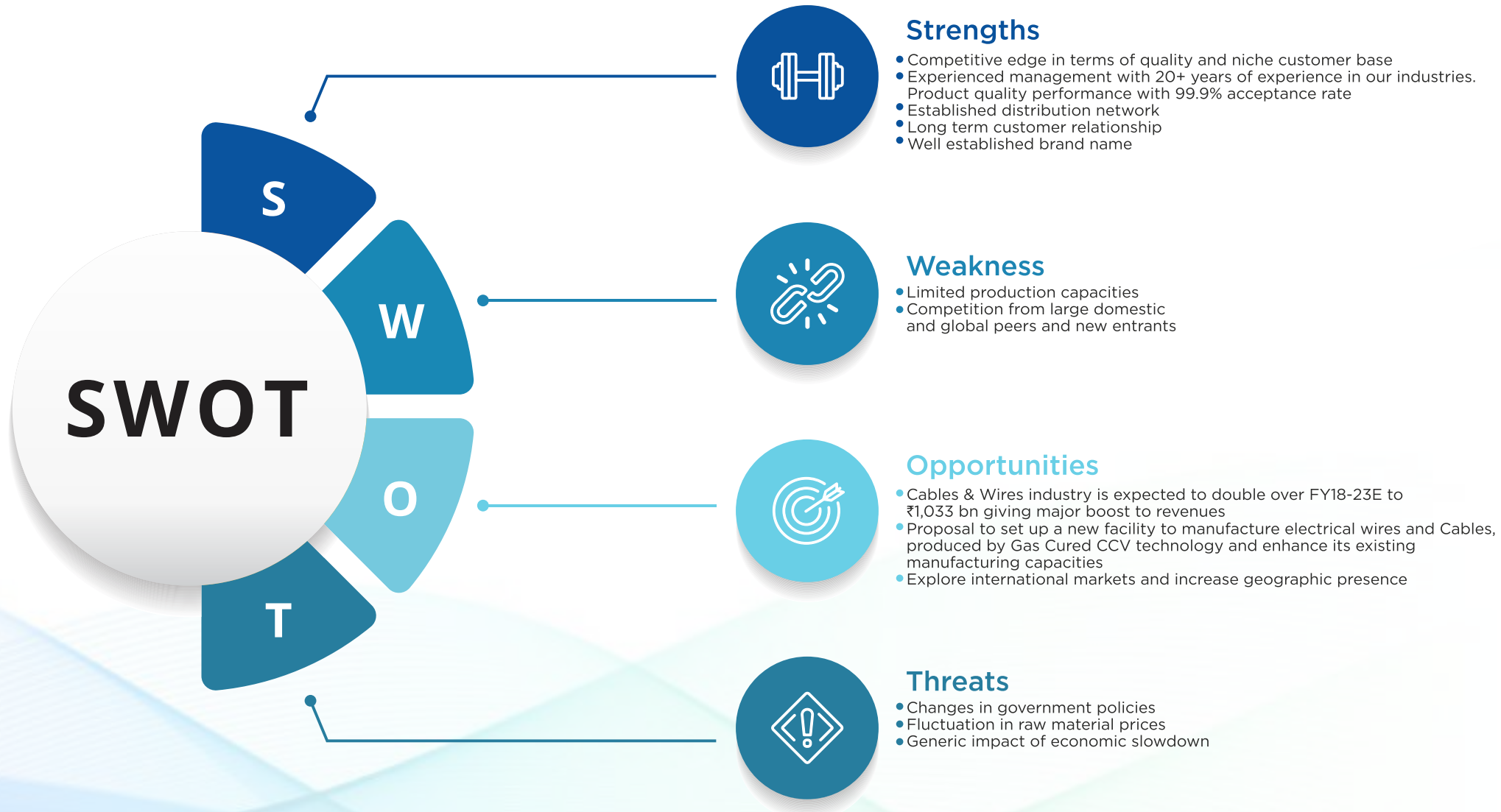
Cater to government regulation of curing CCV technology and thereby participate in bidding for electricity boards



Expansion of customer base and generation of higher operating margins



SWOT ANALYSIS





Industry Demand Drivers

Power Cables

- Investments in power transmission and distribution (~42% growth in FY19-FY23)
- Capacity addition in solar and wind energy
- Smart Cities Mission

Building Wires

- Affordable housing scheme
- Growing nuclearisation of families
- Investments in commercial and residential infrastructure (~35% growth in FY19-FY23)

Elastomeric & Flexible Cables Wires

- Automobile industry growth and increasing investments in railways for electrification
- Growing demand for household appliances and automobiles due to revival in per capita income
- Increased construction activity supported by growing infrastructure projects

Control and Instrumentation Cables

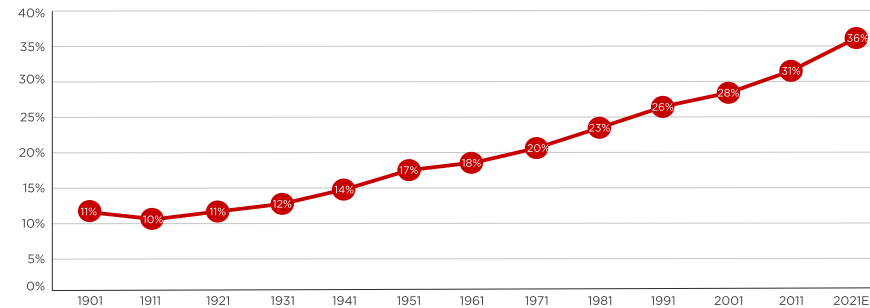
- Industrial capex rising across industries such as auto, steel, oil and gas, and power.
- Investment expenditure by Indian Railways and in other mass transit systems
- Increased focus on automation in manufacturing and processing to monitor and control quality

Switchboard & telecom Cables

- Service and industrial sector growth increasing the need for data cables.
- Intercom and Security system penetration in residential Buildings.
- Smart cities project
- Surge in internet users, with internet penetration as a percentage of total households reaching 60% by fiscal 2023

People urbanization and family nuclearization.

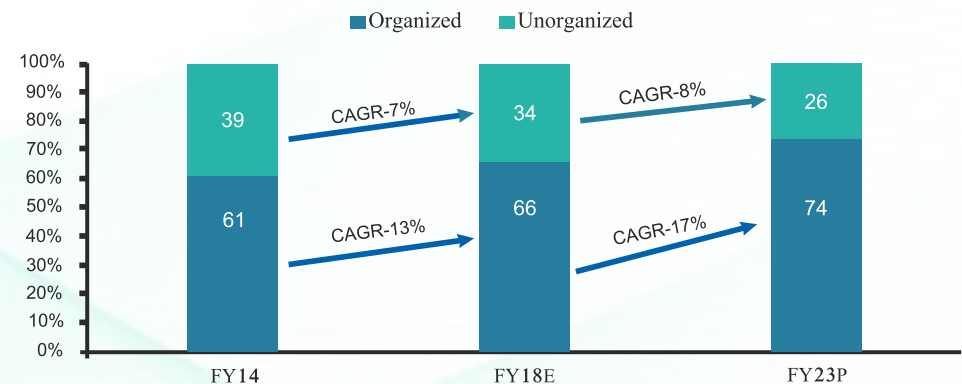
Urban population as a % of total population - Massive Increasing trend in urban population



Source : Industry, YES Sec - Research

The three segments to drive growth in building construction are affordable housing (Pradhan Mantri Awas Yojana), healthcare and education. Increase building construction activity will lead to a **rise in demand for cables and wires, especially in the house wires segment.**

Growing share of organized players:-



Source: Industry, YES Sec - Research

Increase in Consumer Spending, Infrastructure Growth and Industrial Investments to Drive Electricals Industry



Consumer Spend

- Metropolitan cities in India to increase from 46 in 2011 to 68 in 2030
- Working-age population to grow ~1.2x times in the period 2015-2030
- Increasing propensity to Spend, demand for improved products and preference of Indian brands
- Per Capita Income CAGR of 10% over last 5 years



Infrastructure Development

Government announced expenditure of ~ INR 111 lakh crore in infrastructure sector over next 5 years, as a part of National Infrastructure Pipeline (NIP)

- Energy, railways, urban and infrastructure to comprise ~72% of the expenditure
- Total Energy capacity expected to be 583 GW by 2025 from current 356 GW
- Housing for All by 2022 targeting 31mn households in the urban and rural areas -PMAY
- 100% electrification of existing railway network, mass rapid transit system and availability of public charging infrastructure



Industrial Growth

Indian Electrical Equipment Industry plans to make India the “country of choice” for production of electrical equipment

- Indigenous manufacturing, self reliant India
- Cut in corporate tax rate to promote growth and investments
- Reforms and initiatives under Aatmanirbhar Bharat Abhiyaan to support Indian economy:
- Liquidity Injection to revive DISCOMs and overall economy. Power Tariff reforms
- No foreign participation in < Rs 200cr Government tenders, Defence import ban.

DIRECTOR'S REPORT

Dear Members,

Your Company's Directors are pleased to present the 8th Annual Report of the Company, along with Audited Financial Statements, for the financial year ended 31st March, 2021.

FINANCIAL RESULTS

The operating results of the Company for the year under review are as follows:
(‘Rs. in Lacs)

Particulars	For the year ended 31.3.2021	For the year ended 31.3.2020
Revenue	17,549.99	17,164.44
Profits/(Loss) before Depreciation & Tax	981.96	789.84
Less: Depreciation	188.68	100.82
Less: Tax Expense	213.93	196.52
Prior period items-(income)/expenses	-	-
Net profit for the period	579.34	492.49
Less: Utilized for Dividend Issue	0	0
Balance carried forward to Balance Sheet	579.34	492.49

NAME OF THE COMPANY

Prior to listing, Company was private limited known as Asian Galaxy Private Limited. Your Company has changed the name from Asian Galaxy Private Limited to “V-Marc India Private Limited” which was later on converted into Public Limited “V-Marc India Limited” vide dated February 04, 2021.

INITIAL PUBLIC OFFER

Your Company got In-Principle Approval from NSE for Initial Public Issue of 68,40,000 Equity Shares of face value of Rs. 10/-each cash at a price of Rs.39/- on 05.03.2021.

The Company has undertaken in consultation with the BRLM, a private placement of 8,40,000 Equity Shares for cash consideration aggregating Rs. 327.60 Lakhs (“Pre IPO-Placement”).

The 2,27,85,696 equity shares of V-Marc India Limited was listed on the NSE (EMERGE) Platform w.e.f 9th April, 2021 which included fresh issue of 60,00,000 equity shares in the IPO.

Your Company has successfully concluded the public issue of equity shares during the year 2021-22 aggregating to Rs. 23.40 Crores.

Means of finance for the objects of IPO are as under:

Particulars	(₹ in lacs)
Proceeds from the fresh issue (A)	2340.00
Proceeds from Pre-IPO placement (B)	327.60
Total	2667.60

CHANGES IN SHARE CAPITAL:

The Authorised Share Capital of the Company has been increased from INR 20,00,00,000 (Rs.Twenty Crores Only) divided into 20,000,000 (Two Crore) Equity shares of INR 10 each to INR 25,00,00,000 (Rs.Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of INR 10 each.

The paid-up Share Capital of the Company has been increased from INR 15,94,56,960 divided into 1,59,45,696 Equity Shares of Rs. 10/- each to INR 16,78,56,960 divided into 1,67,85,696 Equity Shares of Rs. 10/- each by way of issue of Preferential Allotment of Private Placement of Shares to Mr. Madhukar Chimanlal Sheth, during the financial year.

Disclosure regarding issues of equity shares without differential rights:

The Company has made a fresh issue of 8,40,000 Equity shares of Rs. 10/- each without differential rights through private placement of shares during the period under review.

- Disclosure regarding issues of equity shares with differential rights:
- The Company has not issued any equity shares with differential rights during the period under review.
- Disclosure regarding issues of employee stock options:
- The Company has not provided any Stock Option Scheme to the employees during the period under review.
- Disclosure regarding the issues of sweat equity shares:
- The Company has not issued any Sweat Equity Shares during the period under review.

PERFORMANCE REVIEW

The Net Sales of the Company increased by 2.25% to Rs. 17549.99 Lacs in financial year 2020-21 from Rs. 17164.44 Lacs in financial year 2019-20. The Company has posted Operating Profits (EBITDA) of Rs. 981.96 LACS in financial year 2020-21. The Company posted Profit after Tax (PAT) of Rs. 579.34 Lacs in the current financial year as against a PAT of Rs. 492.48 Lacs in the previous financial year; an increase of 17.64%.

OPERATIONS REVIEW

During the year under review, the Company continued to focus on enhancing the capability of the organization and towards the achievement of this goal, the Company has been taking a number of initiatives.

AWARDS & ACHIEVEMENTS

During the year under review your Company received the following award and recognitions:

1. Zee UP Conclave Award was presented to Mr. Vikas Garg, Managing Director of V-Marc India Limited in recognition of exemplary contribution in the Financial Year 2020-21
2. Zee Transform Uttarakhand Conclave was presented to V-Marc India Limited for its valuable contribution in the Financial Year 2020-21.
- 3 .M/s Asian Galaxy Private Limited (Presently V-Marc India Limited) was awarded the **Fastest Growing MSME** by SIDCUL Manufacturing Association Uttarakhand in the Financial Year 2020-21.

OPERATING RESULTS AND BUSINESS

DIVIDENDS

Considering the future growth aspects for the company no dividend has been recommended by the company for the year ended 31st March, 2021. The Company is also not required to transfer any amount to the Investor Education and Protection Fund (IEPF) during the year

RESERVES

The Company during the year transferred Rs. 579.34 LACS to the general reserves. Post transfer, the general reserves stood at Rs. 2515.20 LACS for financial year 2021-.

LISTING

The equity shares of your Company got listed at the National Stock of India Ltd. (EMERGE) w.e.f 9th April, 2021 and in dematerialized form. The ISIN No. of the Company is INEOGXK01018. The Company has paid the requisite listing fee to the Stock Exchanges for the financial year 2020-21.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of Annual Return in prescribed form MGT- 9 is appended as Annexure-A to this Report and also available on the website of the company at www.v-marc.com. The copy of Annual Return is available on the Website of the Company after conclusion of the AGM at www.v-marc.com.

DEMATERIALISATION OF SHARES

During the year under review, all the equity shares were dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents 100% of the total paid-up capital of the Company. The Company ISIN No. is INEOGXK01018 and Registrar and Share Transfer Agent is BIGSHARE SERVICES PRIVATE LIMITED.

DIRECTOR REMUNERATION AND SITTING FEES:

Member's attention is drawn to Financial Statements wherein the disclosure of remuneration paid to Directors is given during the year 2020-21. The remuneration and Sitting fees paid to Directors mentioned in Extract of Annual return.

CREDIT RATING

Your Company's credit rating is maintained in investment grade however rating agency has downgraded to Ratings BBB- for long-term bank facilities and A3 for short-term bank facilities.

CORPORATE GOVERNANCE

As per regulation 15(2) of the Listing Regulation, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of the Companies:

- a. Listed entity having paid up equity share capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;
- b. Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2020-21.

NUMBER OF MEETINGS OF THE BOARD

During the period under review, the Board of Directors met Twenty-Four(24) times.

Sr. No.	Meeting No	Date
1.	BM No.1 [2020-21]	05-05-2020
2.	BM No.2 [2020-21]	23-06-2020
3.	BM No.3 [2020-21]	24-06-2020
4.	BM No.4 [2020-21]	28-07-2020
5.	BM No.5 [2020-21]	30-07-2020
6.	BM No.6 [2020-21]	12-08-2020
7.	BM No.7 [2020-21]	24-08-2020
8.	BM No.8 [2020-21]	04-09-2020
9.	BM No.9 [2020-21]	28-11-2020
10.	BM No.10 [2020-21]	30-11-2020
11.	BM No.11 [2020-21]	14-12-2020
12.	BM No.12 [2020-21]	28-12-2020
13.	BM No.13 [2020-21]	11-01-2021
14.	BM No.14 [2020-21]	20-01-2021
15.	BM No.15 [2020-21]	22-01-2021
16.	BM No.16 [2020-21]	25-01-2021
17.	BM No.17 [2020-21]	01-02-2021
18.	BM No.18 [2020-21]	04-02-2021
19.	BM No.19 [2020-21]	10-02-2021
20.	BM No.20 [2020-21]	26-02-2021
21.	BM No.21 [2020-21]	08-03-2021
22.	BM No.22 [2020-21]	12-03-2021
23.	BM No.23 [2020-21]	15-03-2021
24.	BM No.24 [2020-21]	19-03-2021

NO. OF MEETINGS ATTENDED BY EACH DIRECTOR

Sr. No.	Name of the Director	Total No. of Board Meetings held in the FY	Total No. of Board Meetings held in the FY
1.	Mr. Vikas Garg	24	24
2.	Mrs. Meenakshi Garg	24	24
3.	Mr. Sandeep Kumar Srivastava	24	24
4.	Mr. Mukesh Bansal*	24	6
5.	Mr. Raj Kumar Pandey*	24	6

*Mr. Mukesh Bansal and *Mr. Raj Kumar Pandey was appointed as the Additional-Independent Director of the Company from 4th February, 2021. Mrs. Meenakshi Garg designation was changed from Executive Director to Non-Executive Director.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors consists of five members, of which two are Independent Directors and one is Woman Director. During the year under review, The Following were the Composition of Board of Directors and KMP as on March 31, 2021.

S.No.	Name of the Person	Designation
1.	Mr. Vikas Garg	Managing Director
2.	Mr. Sandeep Kumar Srivastava	Whole-time Director
3.	Mr. Mukesh Bansal	Independent Director
4.	Mr. Raj Kumar Pandey	Independent Director
5.	Mrs. Meenakshi Garg	Non-Executive Director
6.	Mr. Ranjan Kumar Sawarna	Chief Financial Officer
7.	Ms. Kanchan Gupta	Company Secretary
8.	Mr. Suresh Chandra Chandola	General Manager-Quality & Controls
9.	Mr. Shiv Kishore Rai	General Manager-Production & Plant
10.	Mr. Gyan Prakash Sharma	Vice President-Commercial & Business Development
11.	Mr. Neeraj Kumar Khatod	Zonal Manager-Sales & Marketing
12.	Mr. Vijay Bhatt	General Manager-Sales & Marketing
13.	Mr. Qurban Ahmad Khan	Regional Manager-Sales & Marketing

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary disclosures from each of its three Independent Directors under Section 149(7) of the Companies Act, 2013 that he/she meets all the criteria laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy aims to have a mix of Independent and Executive Directors on its Board and to separate out its functions of governance and management.

The policy of the Company on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 is appended as **Annexure-B** to this report.

The appointment of Directors and remuneration paid during the financial year 2020-21 is as per the provisions of the Companies Act, 2013 and as per the terms laid down in policy of Nomination & Remuneration policy of the Company.

TRAINING OF INDEPENDENT DIRECTORS

Every new Independent Director of the Board attends an induction program. Every Senior-Management Personnel makes a presentation to inductees about the Company's strategy, operations, product and market, finance, risk management.

RETIREMENT BY ROTATION

In terms of the provisions of Section 152 of the Companies Act, 2013 and Articles of Associations of the Company, Mrs. Meenakshi Garg, Non-Executive Director is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

COMMITTEES OF THE BOARD

At present, there are four Board committees namely: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

V-MARC INDIA LIMITED		
Date of Constitution : 4 th February, 2021		
(A) Audit Committee		
Name of the Member	Designation in the Company	Designation in the Company
Mr. Mukesh Bansal	Independent Director	Chairman
Mr. Raj Kumar Pandey	Independent Director	Member
Mr. Sandeep Kumar Srivastava	Whole-Time Director	Member

(B) Nomination and Remuneration Committee		
Name of the Member	Designation in the Company	Designation in the Company
Mr. Raj Kumar Pandey	Independent Director	Chairman
Mr. Mukesh Bansal	Independent Director	Member
Mrs. Meenakshi Garg	Non-Executive Director	Member

(C) Stakeholder's Relationship Committee		
Name of the Member	Designation in the Company	Designation in the Committee
Mrs.Meenakshi Garg	Non-Executive Director	Chairman
Mr.Raj Kumar Pandey	Independent Director	Member
Mr.Vikas Garg	Independent Director	Member

(D) Corporate Social Responsibility Committee		
Name of the Member	Designation in the Company	Designation in the Committee
Mr.Sandeep Kumar Srivastava	Whole-Time Director	Chairman
Mr.Vikas Garg	Managing Director	Member
Mr.Raj Kumar Pandey	Independent Director	Member

All contracts or arrangements with related parties, entered into or modified during the Financial year ended 31st March 2021, were on arm's length basis and in ordinary course of business. Appropriate Approvals have been obtained wherever required by the Members or Board of Directors of the Company.

Particulars of the Contract or Arrangements with the related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as ANNEXURE-C to this Report.

DEPOSITS

During the financial year 2020-21, your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable laws and as such no amount of principal or interest was outstanding as on date of the Balance Sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The Company has not given any loan or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN 31ST MARCH, 2021 AND THE DATE OF BOARD'S REPORT

The material changes and commitments affecting the financial position of the company that have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report is that the company got the In-Principle Approval of Draft Red Herring Prospectus (DRHP) for Initial Public Issue of 68,40,000 Equity Shares of face value of Rs. 10/- each on March 5, 2021.

Your Company has undertaken in consultation with the Book Running Lead Manager (BRLM), a private placement of 8,40,000 Equity Shares for cash consideration aggregating Rs. 327.60 Lakhs ("PreIPO Placement"). The no. of equity shares as disclosed in the Draft Red Herring Prospectus dated February 18, 2021 being 8,40,000 Equity Shares has been reduced accordingly. Prospectus was registered with Registrar of Companies, Dehradun (Uttarakhand) on 7th April, 2021 for Initial Public Offer consisting of Fresh Issue of upto Rs. 60,00,000 Equity Shares of face value of

Rs.10/-for cash at a price of Rs. 39/-per equity share (including share premium of Rs.29/-per equity share) aggregating upto Rs.2,340 Lacs. The Issue Included A Reservation Of Upto 3,00,000 Equity Shares Of Face Value ₹ 10/- Each At A Price Of ₹ 39/- Per Equity Share Aggregating ₹117.00 Lakhs For Subscription by The Market Maker To The Issue (The “Market Maker Reservation Portion”). The Issue Less Market Maker Reservation Portion i.e. Net Issue of Upto 57,00,000 Equity Shares Of Face Value Of ₹ 10/- Each For Cash At A Price Of ₹ 39/- Per Equity Share, Aggregating ₹ 2,223.00 Lakhs is hereinafter referred to as the “Net Issue”.

The 2,27,85,696 equity shares of V-Marc India Limited was listed on the NSE (EMERGE) Platform w.e.f 9th April, 2021 which included fresh issue of 60,00,000 equity shares in the IPO.

Your Company has successfully concluded the public issue of equity shares during the year 2021-22 aggregating to ₹ 23.40 Crores.

The outbreak of corona virus (Covid-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The company is into the business of manufacturing cable and wires. The company has evaluated impact of this pandemic on its business operations. Based on the review and current indicators of future economic conditions, as on current date, the Company has concluded that the impact of Covid-19 is material based on these estimates. Due to the nature of pandemic, the Company will continue to monitor developments to identify significant uncertainties in future periods, if any.

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SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture and Associate Company.

REGISTERED OFFICE

Registered Office of the Company is at Plot No.3, 4, 18 & 20A, Sector-IIDC, SIDCUL, Haridwar, Uttarakhand-249403.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company has constituted a Corporate Social Responsibility Committee of the Board on February 4, 2021 comprising of 3 members, namely Mr. Sandeep Kumar Srivastava (Chairman), Mr. Vikas Garg, Mr. Raj Kumar Pandey, (Members). The Committee is responsible for formulating and monitoring the CSR policy of the Company. Details about the CSR policy of the Company and initiatives taken by the Company on CSR during the year are available on our website.

As per the Companies Act, 2013, every company having net worth of rupees five hundred crores or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crores or more during any financial year shall spend in every financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial year, in pursuance of its Corporate Social Responsibility Policy. Accordingly, our Company was required to spend Rs. 8.17 Lacs on CSR activities during the year. During the year under review, your company has spent Rs. 8.74 lacs towards corporate social responsibility. The annual report on CSR Activities is appended as **Annexure-D** to this Board Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the Company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company’s website i.e. www.v-marc.com.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy/ Vigil Mechanism to deal with instances of fraud and mismanagement, if any. The purpose of this mechanism is to provide a framework to report concern about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct or ethics policy and provide adequate safeguards against victimization of the person availing this mechanism. This Policy has been appropriately communicated within the organization and is effectively operational. The policy provides mechanism whereby whistle blower may send protected disclosures directly to the Chairman of Audit Committee or Vigilance Officer. The Policy is available on the website of the Company i.e. www.v-marc.com.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate dealing in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. The Policy is available on the website of the Company i.e. www.v-marc.com.

All Board Directors and the designated employees have confirmed compliance with the code.

RISK MANAGEMENT

Your Company is working in an open environment and hence faces various types of risk. Company has analyzed all the possible types of risk and has taken steps to cover as much as possible if the tools of risk management are reasonably priced and available. Company has a clear policy and management to cover the various risks.

HUMAN RESOURCE MANAGEMENT

We are focused to attract and retain talented skills and make them motivated through various skill-development programmes. We provide quality workplace to our employees and provide platform to develop and to grow.

The statement containing the names and other particulars of employees in accordance with section 197 (12) of the Companies Act, 2013, read with rules 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure-E** to the Board Report.

One of the employee of the Company employed throughout the financial year was in receipt of remuneration of Rs. 1.02 Cr or more, or employed for the part of the year and in receipt of Rs. 8.5 LACS or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure E to the Board Report.

CONSERVATION OF ENERGY

The operational activity of the Company does not involve large energy consumption. In any case, conservation of energy is considered to be a priority and therefore ensuring minimum consumption by way of better energy conservation programs, training/ awareness of the employees, layout of machines and prompt upkeep is a continuous exercise.

TECHNOLOGY ABSORPTION

The Company is taking care of latest development and advancements in technology and all steps are being taken to adopt the same.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Sr. No.	Particulars	Foreign Exchange Earning (Amount in ₹)	Foreign Exchange outgo (Amount in ₹)
1.	Purchase of Capital Goods	NIL	NIL
	Total		NIL

AUDITORS

M/s Rajeev Singal and Co., Chartered Accountants, having Firm Registration No. 008692C, was appointed as the Statutory Auditors of the Company at the Board Meeting held on January 22, 2021 to fill the casual vacancy caused due to the resignation of Mr. Pradeep Gupta, Partner APV & Associates, Chartered Accountants and they hold office upto the conclusion of the AGM.

M/s APV & Associates, Chartered Accountants (FRN: 123143W), Haridwar were appointed as Statutory Auditors of the Company for a period of five Consecutive years at the 6th Annual General Meeting of the Member held on September 30, 2019 on a remuneration mutually agreed between the Board of Directors and the Statutory Auditors. But casual vacancy arose due to their resignation.

AUDITORS REPORT

There was no observation or qualification in the Auditors Report for the financial year ended 31st March 2021. The Notes on Financial Statements referred to in the Auditors' report are self-explanatory and therefore do not require any further comments.

SECRETARIAL AUDITOR & REPORT

M/s. M Vashist & Associates, Company Secretaries, was appointed as Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2020-21, Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit report in form MR- 3 is enclosed herewith as Annexure-F to the Board's Report.

The Secretarial Audit Report does not contain any observation or adverse remark.

COST AUDITOR

Maintenance of Cost Records has been specified by the Central Government, under sub-section (1) of section 148, of the Companies Act, 2013, and records has been made and maintained. The Company has appointed M/s Aditi Gupta & Associates, Cost Accountants (FRN: 001813), Haridwar as Cost Auditor of company for the F.Y 2020-21.

INTERNAL FINANCIAL CONTROL

The Board has adopted adequate policies and procedures for ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has successfully laid down the framework and ensured its effectiveness. V-Marc has a well-defined delegation of power with authority limits for approving revenue as well as expenditure. V-Marc has also well-defined processes for formulating and reviewing long term and business plans. V-Marc will continue its efforts to align its processes and controls with global best practices.

SIGNIFICANT AND MATERIAL ORDERS

There was no such order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future during the year under review.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no case filed or registered with the Committee during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe environment for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

INCIDENT OF FRAUD

No significant fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

INVESTORS EDUCATION & PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer & Refund) Rules 2016 all unpaid or unclaimed dividend are required to be transferred by the Company to the IEPF established by Central Government after completion of seven years. During the year under review, there was no amount liable or due to be transferred to Investor Education and Protection Fund.

SECRETARIAL STANDARDS

During the year under review, your Company has complied with all applicable secretarial standards issued by The Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118 (10) of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors hereby state and confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.

e)The Directors had laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

f)The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their sincere appreciation for the excellent support and co-ordination extend by the shareholders, customers, suppliers, bankers and other business associates. Your Directors gratefully acknowledges ongoing co-operation and support provided by Central Government and State Government and all regulatory authorities. Your Directors also place on records their appreciation for the contribution made by employees at all levels.

**By the order of Board
V-Marc India Limited**

Place: Haridwar
Date: August 31, 2021

Sd/-
Vikas Garg
Managing Director
N :05268238

Sd/-
Sandeep Kumar Srivastava
Whole-Time Director
DIN :08685957

Annexure to Director's Report

FORM NO. MGT 9

Extract of Annual Return

As on the financial year ended on March 31, 2021 [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L31908UR2014PLC001066
Registration Date	04-03-2014
Name of the Company	V-Marc India Limited
Category/Sub-category of the Company	Company limited by Shares
Address of the Registered office & contact details	PLOT NO. 3, 4, 18, 20A SECTOR IIDC, SIDCUL HARIDWAR Haridwar UR 249403 INDIA Tel No- +91-01334-239638 Email : www.v-marc.com
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri, Mumbai-400072 India Tel No - +91-022-62638200 Fax No- +91-022-62638299 Email-info@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Manufacture of wires, cables and other electrical items	2732	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN/ UEN	Holding/ Subsidiary/ Associate of the Company	% of Shares held	Applicable Section
During the year end there is no holding, subsidiary and associate company.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the F.Y 2020-21				No. of Shares held at the end of the F.Y 2020-21				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoter Group									
(1) Indian									
a) Individual/HUF	-	1,59,45,696	1,59,45,696	100.00	1,59,40,696	-	1,59,40,696	94.97	(05.03)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	1,000	-	1,000	Negligible	Negligible
Sub Total (A) (1)	-	1,59,45,696	1,59,45,696	100.00	1,59,41,696	-	1,59,41,696	94.97	(05.03)

(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	-	1,59,45,696	1,59,45,696	100.00	1,59,41,696	-	1,59,41,696	94.97	(05.03)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

2. Non-Institutions

a) Bodies Corp.	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	4,000	-	4,000	00.02	00.02
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	8,40,000	-	8,40,000	05.01	05.01
c)Others									
i) Foreign Nationals	-	-	-	-	-	-	-	-	-
ii) Non Resident Indians	-	-	-	-	-	-	-	-	-
iii) Clearing Members	-	-	-	-	-	-	-	-	-
iv) Trusts	-	-	-	-	-	-	-	-	-
v) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
vi) IEPF	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	8,44,000	-	8,44,000	05.03	05.03
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,59,45,696	1,59,45,696	100	1,67,85,696		1,67,85,696	100	-

(ii) Shareholding of Promoter and Promoter Group

S. No.	Shareholder's Name	Shareholding at the beginning of the F.Y 2020-21			Shareholding at the end of the F.Y 2020-21			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
A	INDIVIDUALS /HUF							
1	Vikas Garg	1,25,97,100	79.00	-	1,25,92,100	75.02	-	-
2	Meenakshi Garg	33,48,596	21.00	-	33,48,596	19.95	-	-
3	Anuj Garg	-	-	-	1,000	Negligible	-	-
B	BODY CORPORATE							
	-	-	-	-	-	-	-	-
C	FOREIGN PROMOTERS							
		-	-	-	-	-	-	-
D	Total (A+B+C)	1,59,45,696	100.00	-	1,59,41,696	94.97	-	-

(iii) Change in Promoters and Promoter Group Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year 01-04-2020	1,59,45,696	100.00	1,59,45,696	100.00
	Date wise Increase / Decrease in Promoter and Promoter Group Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	# There is change in Promoter and Promoter Group Shareholding during the Financial Year 2020-21.			
	At the end of the year 31-03-2021	1,59,41,696	94.97	1,59,41,696	94.97

CHANGE IN PROMOTERS AND PROMOTER GROUP SHAREHOLDING (SPECIFY IF THERE IS CHANGE)

Sr. No.	Name	Share holding at the beginning of the Year					Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	Date (mm/dd/vv)	Increase/ Decrease	Reason	No of shares	% of total shares of the company
1	Vikas Garg							
	At the beginning of the year	1,25,97,100	79.00					
	Change	(5,000)	-0.03	25-01-2021	Decrease	Transfer	1,25,92,100	75.02
	At the end of the year	1,25,92,100	75.02				1,25,92,100	75.02

Sr. No.	Name	Share holding at the beginning of the Year					Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	Date (mm/dd/yy)	Increase/ Decrease	Reason	No of shares	% of total shares of the company
2	Anuj Garg							
	At the beginning of the year	-	-					
	Change	1,000	Negligible	25-01-2021	Increase	Transfer	1,000	Negligible
	At the end of the year	1,000	Negligible				1,000	Negligible

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Increase/ (Decrease)	Reason for Change	Cumulative Shareholding during the year	
		No. of shares	% of total Shares			No. of shares	% of total Shares
1	Madhukar Chimanlal Sheth	-	-	8,40,000	Buy-Private Placement	8,40,000	05.00
2	Anuj Garg	-	-	1,000	Transfer	1,000	Negligible
3	Seema Garg	-	-	1,000	Transfer	1,000	Negligible
4	Jai KishoreSinghal	-	-	1,000	Transfer	1,000	Negligible
5	Sanjeev Kumar	-	-	1,000	Transfer	1,000	Negligible
6	Madhu Srivastava	-	-	1,000	Transfer	1,000	Negligible

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Director and Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total Shares	No. of shares	% of total Shares
1.	Vikas Garg	1,25,97,100	79.00	1,25,92,100	75.02
2.	Mrs. Meenakshi Garg	33,48,596	21.00	33,48,596	19.95

*None of the Key Managerial Personnel had the shareholding in the Company for the year ended 31st March, 2021.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. In Lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,465.53	-	-	4,465.53
ii) Interest accrued & due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,465.53	-	-	4,465.53
Change in Indebtedness during the financial year				
- Addition	936.12	-	-	936.12
- Reduction	488.17	-	-	488.17
Net Change	447.95	-	-	447.95
Indebtedness at the end of the financial year				
i) Principal Amount	4,913.48	-	-	4,913.48
ii) Interest accrued & due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,913.48	-	-	4,913.48

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Rs. in Lakhs

S. No.	Particulars of remuneration	Mr.Vikas Garg	Mr.Sandeep Kumar Srivastava	Mrs. Meenakshi Garg*	Total**
		Managing Director	Whole-Time Director	Director	
1	Gross Salary	104.00	28.00	45.00	177.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	104.00	28.00	45.00	177.00
	Ceiling as per the Act	The Managerial remuneration is within the ceiling limits as per the Act/approved by the shareholders of the Company.			

*Mrs. Meenakshi Garg was appointed as Non-Executive director w.e.f 4th February, 2021. She was an Executive Director upto 3rd February, 2021.

B. Remuneration to other Directors:

Rs. in Lakhs

S. No.	Particulars	Name of the Director			Total
		Independent Director	Independent Director	Non-Executive Director	
		Mr. Mukesh Bansal	Mr. Raj Kumar Pandey	Mrs. Meenakshi Garg	
1	Fee for attending board/committee meetings	1.39	1.39	1.39	4.17
2	Commission	-	-	-	-
3	Others, please specify				-
	Total (B)	1.39	1.39	1.39	4.17
	Ceiling as per the Act	The sitting fees and remuneration paid to other directors are within the maximum prescribed limits.			

Note:

- * Non-Executive Directors of the Company do not accept sitting fees and/or Commission on the Net Profit from the Company.
- ** excluding reimbursement of travel and other expenses incurred for the Company's business/meetings.
- **** Mrs. Meenakshi Garg was appointed as Non-Executive director w.e.f 4th February, 2021. She was an Executive Director upto 3rd February, 2021.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD (Rs. in Lakhs)

S · N o ·	Particulars Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Com mission as % of profit	Other s, please specify	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961					
		1	Mr. Ranjan Kumar Sawarna	8.40					
2	Mrs. Chanchal Garg	1.44	-	-	-	-	-	1.44	
3	Ms. Kanchan Gupta	0.80	-	-	-	-	-	0.80	
4	Mr. Neeraj Kumar Khatod	9.08	-	-	-	-	-	9.08	
5	Mr. Qurban Ahmad Khan	7.90	-	-	-	-	-	7.90	
6	Mr. Shiv Kishore Rai	9.58	-	-	-	-	-	9.58	
7	Mr. Suresh Chandra Chandola	9.58	-	-	-	-	-	9.58	
8	Mr. Vijay Bhatt	8.55	-	-	-	-	-	8.55	
9	Mr. Gyan Prakash Sharma	8.79	-	-	-	-	-	8.79	
	Total	64.12	-	-	-	-	-	64.12	

*Mrs. Chanchal Garg resigned from the post of Company Secretary on 31st January, 2021 and Ms. Kanchan Gupta was appointed as the Company Secretary w.e.f 1st February, 2021.

ANNEXURE - B to Directors' Report

Nomination & Remuneration Policy for the Members of Board

INTRODUCTION / BACKGROUND / PURPOSE OF POLICY

The Board of Directors (the "Board") of V Marc India Limited (the "Company") has adopted the following policy with regard to the remuneration of Directors, in line with the requirements under the provisions of Section 197 and Section 198 of the Companies Act, 2013 ("the Act"). The Board Remuneration Policy of the Company is prepared in accordance with the provisions of the Act and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and circular and guidelines issued thereunder which deals with formation of Board Remuneration Policy ("the Policy"). The Board / Nomination & Remuneration Committee will review and may amend this policy from time to time.

The objective of the Policy is to put in place a mechanism for determining the remuneration of Directors of the Company in terms of the statutory and business requirements of the Company.

SCOPE

The scope of the Policy is to put in place a mechanism for determining the remuneration of Directors of the Company in terms of the statutory and business requirements of the Company. The Nomination and Remuneration Committee ("N&RC") shall recommend to the Board of Directors of the Company for their approval the remuneration to be paid to Executive Directors including Whole-time Director and Managing Director & CEO of the Company, remuneration to the Non-Executive Part-time Chairperson, remuneration to the Non-Executive Directors

ROLE AND RESPONSIBILITIES

Role of CS team is as follows:

- 1.Preparation of Board Remuneration Policy for payment of remuneration to Executive Directors, Non-Executive Part-time Chairperson and Non-Executive Directors and any revision in remuneration Policy
- 2.Preparation of Compensation & Benefits Policy ("C&B Policy") which deals with the Compensation & Benefits of the Managing Director & CEO and the Whole-time Directors. The remuneration of all the Executive Directors shall be governed by the C&B Policy of the Company.
- 3.Intimate the Nomination and Remuneration Committee ("N&RC") about the C&B Policy and about the Board Remuneration Policy.
- 4.Taking into Consideration the recommendations given to the Board by N&RC Committee the remuneration to be paid to the Executive Directors.
- 5.The remuneration payable to the directors of the company, shall at all times be determined, in accordance with the provisions of Companies Act, 2013.

REMUNERATION OF THE DIRECTORS

The Company strives to provide fair compensation to directors, taking into consideration industry benchmarks, Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macroeconomic review on remuneration packages of heads of other organizations. The remuneration payable to the directors of the company, shall at all times be determined, in accordance with the provisions of Companies Act, 2013.

APPOINTMENT AND REMUNERATION OF MANAGING DIRECTOR AND WHOLETIME- DIRECTOR

The terms and conditions of appointment and remuneration payable to a Managing Director and Whole-time Director(s) shall be recommended by the Nomination and Remuneration Committee to the Board for its approval which shall be subject to approval by shareholders at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V to the Companies Act, 2013. Approval of the Central Government is not necessary if the appointment is made in accordance with the conditions specified in Schedule V to the Act.

In terms of the provisions of Companies Act, 2013, the Company may appoint a person as its Managing Director or Whole-time Director for a term not exceeding 5 (years) at a time. The executive directors may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required. While recommending the remuneration payable to a Managing/ Whole-time Director, the Nomination and Remuneration Committee shall, inter alia, have regard to the following matters:

- Financial and operating performance of the Company
- Relationship between remuneration and performance
- Industry/ sector trends for the remuneration paid to executive directorate

Annual Increments to the Managing/ Whole Time Director(s) shall be within the slabs approved by the Shareholders. Increments shall be decided by the Nomination and Remuneration Committee at times it desires to do so but preferably on an annual basis.

INSURANCE PREMIUM AS PART OF REMUNERATION

Where any insurance is taken by a company on behalf of its managing director, whole-time director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. However, if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

REMUNERATION OF INDEPENDENT DIRECTORS

- Independent Directors may receive remuneration by way of
- Reimbursement of expenses for participation in the Board and other meetings
 - Commission as approved by the Shareholders of the Company

Independent Directors shall not be entitled to any stock options.

Based on the recommendation of the Nomination and Remuneration Committee, the Board may decide the sitting fee payable to independent directors. Provided that the amount of such fees shall not exceed the maximum permissible under the Companies Act, 2013.

REMUNERATION TO DIRECTORS IN OTHER CAPACITY

The remuneration payable to the directors including managing or whole-time director or manager shall be inclusive of the remuneration payable for the services rendered by him in any other capacity except the following:

- a) the services rendered are of a professional nature; and
- b) in the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of the profession.

EVALUATION OF THE DIRECTORS

As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually. Section 178 (2) of the Companies Act, 2013 also mandates the Nomination and Remuneration Committee to carry out evaluation of every director's performance. In developing the methodology to be used for evaluation on the basis of best standards and methods meeting international parameters, the Board / Committee may take the advice of an independent professional consultant.

NOMINATION AND REMUNERATION OF THE KEY MANAGERIAL PERSONNEL (OTHER THAN MANAGING/ WHOLE-TIME DIRECTORS), KEY-EXECUTIVES AND SENIOR MANAGEMENT

The executive management of a company is responsible for the day to day management of a company. The Companies Act, 2013 has used the term "key managerial personnel" to define the executive management. The KMPs are the point of first contact between the company and its stakeholders. While the Board of Directors are responsible for providing the oversight, it is the key managerial personnel and the senior management who are responsible for not just laying down the strategies as well as its implementation.

The Companies Act, 2013 has for the first time recognized the concept of Key Managerial Personnel. As per section 2(51) “key managerial personnel”, in relation to a company, means—

- i) the Chief Executive Officer or the managing director or the manager;
- ii) the whole-time director;
- iii) the Chief Financial Officer;
- iv) the company secretary;
- v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board and
- vi) such other officer as may be prescribed.

Among the KMPs, the remuneration of the CEO or the Managing Director and the Wholetime Director(s), shall be governed by the Section on REMUNERATION OF THE DIRECTORS of this Policy dealing with “Remuneration of Managing Director and Wholetime- Director”.

Apart from the directors, the remuneration of

- All the Other KMPs such as the company secretary or any other officer that may be prescribed under the statute from time to time; and
- “Senior Management” of the Company which here means, the core management team comprising of such members of management as determined by the Company under Layer 1 of the System-Driven Disclosures in respect of Regulation 7(2) (b) of PIT Regulations,

shall be determined by the Human Resources Department of the Company in consultation with the Managing Director and/ or the Wholetime Director Finance. The remuneration determined for all the above said senior personnel shall be in line with the Company’s philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, in still a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests. The break-up of the pay scale and quantum of perquisites including, employer’s contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided by the Company’s HR department. Decisions on Annual Increments of the Senior Personnel shall be decided by the Human Resources Department in consultation with the Managing Director and/ or the Wholetime Director Finance of the Company.

REMUNERATION OF OTHER EMPLOYEES

Apart from the Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions. The Company considers it essential to incentivize the workforce to ensure adequate and reasonable compensation to the staff. The Human Resources Department shall ensure that the level of remuneration motivates and rewards high performers who perform according to set expectations for the individual in question. The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package. The annual increments to the remuneration paid to the employees shall be determined based on the annual appraisal carried out by the HoDs of various departments. Decisions on Annual Increments shall be made on the basis of this annual appraisal.

GENERAL

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors. Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations, guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

ANNEXURE-C TO DIRECTOR'S REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

All contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis: All the transactions were entered by the Company in ordinary course of business and were in arm's length basis:

Name of the Related Party & Nature of Contracts	Nature of Relationship	Duration of Contract	Salient Terms	Amount Paid
V-Marc Electricals Private Limited Purchases	Common Director	Ongoing	Appropriate approvals have been taken from Board of Directors or Members Wherever Required	Rs.89,00,75,834/- (Excl. GST)
V-Marc Electricals Private Limited Job Work Charges	Common Director	Ongoing	Appropriate approvals have been taken from Board of Directors or Members Wherever Required	Rs. 2,83,45,594/- (Excl. GST)
V-Marc Electricals Private Limited Scrap Sold	Common Director	Ongoing	Appropriate approvals have been taken from Board of Directors or Members Wherever Required	Rs. 16,73,468/- (Excl. GST)

The Company has entered into contracts or arrangements with related parties as referred to in Section 188(1) of the Companies Act, 2013. However, all such transactions are entered into in the ordinary course of business and in the opinion of the Board all such transaction are at arm's length. Accordingly, by virtue of third proviso to Section 188(1) of the Act, approval of the Board and members in General Meeting as referred to in Section 188(1) and its first proviso is required for such transactions.

31.08.2021
Haridwar

Sd/-
Vikas Garg
Managing Director
DIN: 05268238

Sd/-
Sandeep Kumar Sawarna
Whole-Time Director
DIN: 08685957

Annexure D-Director's Report

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

1. Brief outline on CSR Policy of the Company

This Policy which has been amended to incorporate the provisions of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, aims to support various activities for betterment of the environment and living conditions of the population directly or through recognized agencies / funds. Such activities will cover one or more of the CSR activities laid down in Schedule VII of the Companies Act, 2013 as revised from time to time. The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website and the web link for the same is provided in this report.

2. Composition of CSR Committee as on March 31, 2021:

S. No	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committees held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Sandeep Kumar Srivastava	Whole-Time Director	00	00
2.	Mr. Vikas Garg	Managing Director	00	00
3.	Mr. Raj Kumar Pandey	Independent Director	00	00

CSR Committee was formed on February 4, 2021.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:<http://www.v-marc.com/committee-of-board.html>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR Projects is not applicable to the Company.

Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

S. No.	Financial Year	Amount available for set-off from preceding financial years (in `)	Amount required to be set-off for the financial year, if any (in `)
N.A.			

6. Average net profit of the Company as per Section 135(5) - `Rs. 408,58,691/-
7. (a) Two percent of average net profit of the Company as per Section 135(5) - Rs. 8,17,174/-
- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years - N.A.
- (c) Amount required to be set off for the financial year, if any - Rs.0/-
- (d) Total CSR obligation for the financial year (7a+7b-7c) - ` Rs. 8,17,174/-
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in lakh)	Amount Unspent (in `)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
8.74	Nil	----	Nil	----	----

(b) Details of CSR amount spent against ongoing projects for the financial year :

1	2	3	4	5		6	7	8	9	10	11	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Project duration (in years)	Amount allocated for the project (₹ in lakh)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in lakh)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in lakh)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
NOT APPLICABLE												

c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	8	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in lakh)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration
1	Meal Distribution	Covid 19	Yes	Uttarakhand	Haridwar	32862/-	Yes		N.A.
2	Shiv Shakti Sewa Samiti	NGO	Yes	Uttarakhand	Haridwar	101000/-	No	Shiv Shakti Sewa Samiti	Yes
3	Mask Distribution	Covid 19	Yes	Uttarakhand	Haridwar	740463/-	Yes		N.A.

(d) Amount spent in administrative Overheads:Nil

(e) Amount spent on Impact Assessment, if Applicable:Nil

(f) Total amount spent for the Financial Year: Rs. 8.74 Lacs (8b+8c+8d+8e)

(g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in `lacs)
i	Two percent of average net profit of the company as per section 135(5)	8.17
ii	Total amount spent for the financial year	0.00
iii	Excess amount spent for the financial year [(ii)-(i)]	0.00
iv	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years, if any	0.00
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in `)	Amount spent in the reporting Financial Year (in `)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding Financial Years (in `)
				Name of the Fund	Amount (in `)	Date of transfer	
1	2017-18	---	Nil	---	---	----	0
2	2018-19	---	Nil	---	---	----	7,48,050/-
3	2019-20	---	8,73,936/-	---	---	----	11,21,622/-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

1	2	3	4	5	6	7	8	9
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration (in years)	Total amount allocated for the project (in `)	Amount spent on the project in the reporting Financial Year (in `)	Cumulative amount spent at the end of reporting Financial Year (in `)	Status of the project - Completed / Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

(a) Date of creation or acquisition of the capital asset(s) - N.A.

(b) Amount of CSR spent for creation or acquisition of capital asset - N.A.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. - N.A.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) - N. A.

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5) - N.A.

Haridwar

August 31, 2021

ON BEHALF OF THE BOARD OF DIRECTORS

sd/-

sd/-

Vikas Garg

Sandeep Kumar Srivastava

Managing Director

Whole Time Director

DIN : 05268238

DIN : 08685957

Annexure E - Directors' Report

Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-Executive Directors	Ratio to median remuneration *
Mr. Mukesh Bansal	-
Mrs. Meenakshi Garg (w.e.f 04.02.2021)	-
Mr. Raj Kumar Pandey	-

* No remuneration was paid to Non-executive directors except sitting fees.

Executive Directors	Ratio to median remuneration
Mr. Vikas Garg	87.45:1
Mr. Sandeep Kumar Srivastava	23.54:1
Mrs. Meenakshi Garg	37.84:1

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer (CFO) and Company Secretary (CS)	% increase in remuneration in the financial year
Mr. Vikas Garg	23.81%
Mr. Sandeep Kumar Sawarna	133.33%
Mr. Ranjan Kumar Sawarna (CFO)	1.27%
Mrs. Chanchal Garg (CS) resigned on 31.01.2021	00.00
Ms. Kanchan Gupta (CS) appointed on 01.02.2021	100%

c. The percentage increase in the median remuneration of employees in the financial year: 0.00%

d. The number of permanent employees on the rolls of Company: 189

e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration of Managerial Personnel	37.50%
Average increase in remuneration of employees other than the Managerial Personnel	0.00%

f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirmed that the remuneration is as per the remuneration policy of the Company.

g. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as under:-

Particulars of top employee in terms of remuneration drawn, as on March 31, 2021:

S. No.	Name of Employee	Designation	Remuneration ('in lacs)	Nature of employment	Qualification	Experience (in Years)	DOJ	Age (Years)	Previous Employment & Designation
1	Vikas Garg	Managing Director	1040.00	Permanent	M.B.A	20	04-03-2014	42	-
2	Sandeep Kumar Srivastava	Whole-Time Director	28.00	Permanent	M.B.A	20	01-02-2020	43	SBI-Manager
3.	Suresh Chandra Chandola	GM-Quality & Controls	10.14	Permanent	Diploma in Engineering	30	01-10-2010	56	Ever Shine Electrical Works (Ecko Cable)-Testing Engineer
4.	Shiv Kishore Rai	GM-Production & Planning	10.14	Permanent	Diploma in Electronics & Communication engineering	25	04-08-2015	39	PrimCab Industries (A Unit of R.C. Cable Private Limited)- Works Manager
5.	Gyan Prakash Sharma	Vice-President Commercial & Business Development	9.30	Permanent	LLB, M.Com	25	21-11-2016	53	Marine Frontiers Private Limited-CFO
6.	Neeraj Kumar Khatod	Zonal Manager-Sales & Marketing	9.58	Permanent	M.B.A	20	06-10-2014	47	Finolex Cable Private Limited-Deputy Manager
7.	Vijay Bhatt	GM-Sales & Marketing	9.03	Permanent	Graduate	20	01-11-2010	52	Kalinga Cable-Head Marketing
8.	Qurban Ahmad Khan	RM-Sales & Marketing	8.36	Permanent	B.Com	20	16-08-2019	48	Gupta Power Infrastructure Ltd.
9.	Ranjan Kumar Sawarna	Chief Financial Officer	8.63	Permanent	Cost Accountant	20	20-06-2017	51	Greenply Industries Ltd-Commercial Manager
10.	Sangeeta Garg	Manager-Administration	7.61	Permanent	Graduate	4	03-10-2017	43	-

Note :

1. Remuneration includes Basic Salary, Allowances, Taxable value of perquisites calculated in accordance with the Income Tax, 1961 and Rules made thereunder.
2. None of the employees, except Mr. Vikas Garg own more than 2% of the outstanding shares of the Company as on March 31, 2021.
3. None of the employee is a relative of any director or manager of the company except Mr. Vikas Garg who is the Husband of Mrs. Meenakshi Garg (Non-executive Director)

ANNEXURE TO THE DIRECTORS' REPORT- PARTICULARS OF EMPLOYEES AS ON MARCH 31, 2021

A) Employed throughout the financial year under review and were in receipt of remuneration for the year which, in the aggregate was not less than Rs. 1,02,00,000/- per annum:-

S. No.	Name / Designation/ Nature of Duties	Age (Years)	Qualification/ Experience (in years)	Remuneration	Date of Joining	Previous employment & designation	Shareholding in the Company in Number & Percentage
1	Vikas Garg Managing Director	43	20	1,04,00,000	04-03-2014	NIL	75%

B) Employed for the part of the financial year and was in receipt of remuneration which in the aggregate was not less than Rs.8,50,000/- per month :-

S. No	Name / Designation/ Nature of Duties	Age (Years)	Qualification /Experience (in years)	Remunerati on	Date of Joining	Previous employment & designation	Shareholding in the Company in Number & Percentage
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Haridwar

August 31, 2021

ON BEHALF OF THE BOARD OF DIRECTORS
sd/- sd/-

Vikas Garg
Managing Director
DIN : 05268238

Sandeep Kumar Srivastava
Whole Time Director
DIN : 08685

Annexure- F to Director's Report

**FORM NO. MR-3
Secretarial Audit Report
For the Financial Year Ended March 31, 2021**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
V-Marc India Limited
(Formerly known as Asian Galaxy Private Limited)
Plot No. 3, 4, 18, 20a, Sector IIDC, SIDCUL,
Haridwar - 249403

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S V-MARC INDIA LIMITED (Formerly known as Asian Galaxy Private Limited) ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of a secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2021 ("audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period)
- (v) The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992.

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during the Audit Period)
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during the Audit Period)
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Not applicable to the Company during the Audit Period)
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/2021 (Not applicable to the Company during the Audit Period)
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/2021; (Not applicable to the Company during the Audit Period)
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with a client;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009/2021; and (Not applicable to the Company during the Audit Period)
- i. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018. (Not applicable to the Company during the Audit Period)

(vi) The Company has identified the following law applies specifically to the Company:

- a. The Bureau of Indian Standards Act, 2016

We have also examined compliance with the applicable clauses of the following:

- (l) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent applicable.

We further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors and Non-Executive Directors, Independent Directors, and a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in case of shorter notice, compliance as required under the act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the specific events that took place which are as follows:

- i. The Company rolled out an IPO on 25th March, 2021 (Issue opening date) till 31st March, 2021 (Actual Closing date) of 60,00,000 equity shares. Following are the dates on which various events took place:

Event	Dates
Date of Shareholder approval for making IPO	5 th February, 2021
Date of Filing of Draft Red Herring Prospectus with NSE (SME EMERGE)/SEBI	18 th February, 2021
In-Principal Approval from NSE (SME Emerge) for Listing of the Securities	5 th March, 2021
Date of Red Herring Prospectus filed with the Registrar of the Companies	19 th March, 2021
Issue Opening Date	25 th March, 2021
Issue Closing Date	31 st March, 2021
Actual Date of Finalisation of Basis of Allotment	07 th April, 2021
Allotment Letters	08 th April, 2021
Date on which application was filed with Stock Exchange (NSE Emerge) for listing of Instruments	08 th April, 2021
Date of Listing of Shares	09 th April, 2021

- ii. The Shares of the company were listed on 9th April, 2021 on NSE (SME EMERGE). The Company has received approval vide NSE/LIST/1009 dated 8th April, 2021 from National Stock Exchange (NSE) for the listing of 22,785,696 equity shares on NSE (SME EMERGE) platform w.e.f. 9th April, 2021.
- iii. The Company during the year under review has issued/allotted 840,000 equity shares of face value Rs. 10/- per share at a premium of Rs. 29/- per share through private placement vide members approval dated 2nd March, 2021. The Company has undertaken in consultation with the BRLM, a private placement of 8,40,000 Equity Shares for cash consideration aggregating Rs. 327.60 Lakhs (“Pre IPO-Placement”). The no. of equity shares as disclosed in the Draft Red Herring Prospectus dated February 18, 2021 being 8,40,000 Equity Shares has been reduced accordingly.
- iv. The Company during the year under review amended its Memorandum of Association and Articles of Association pursuant to the conversion of Private Limited Company to Public Limited Company vide members approval dated 2nd February, 2021.
- v. The company during the year under review amended its Memorandum of Association and Articles of Association pursuant to change in name of the company from “Asian Galaxy Private Limited to V-Marc India Private Limited” vide members approval dated 12th January, 2021.
- vi. The company during the year under review amended its Memorandum of Association pursuant to increase in authorized share capital from Rs. 20 crores to Rs. 25 crores vide members approval dated 5th January, 2021.
- vii. The Company during the year under review the shareholders of the Company in the 7th Annual General meeting dated 15th December, 2020 authorised the Board of Directors of the Company to take loan upto Rs. 500 Crore.

This report is to be read with our letter of even date which is annexed as Annexure A and form an integral part of this report.

For Vashist M & Associates.
Company Secretaries

Sd/-
Mayank Vashist
Membership Number - 48820
COP No. - 19885
UDIN:A048820C000865075

Date: 31st August, 2021
Place: New Delhi

ANNEXURE-A

To
The Members
V-Marc India Limited
(Formerly known as Asian Galaxy Private Limited)
Plot No. 3, 4, 18, 20a, Sector IIDC, SIDCUL,
Haridwar - 249403.

Our report of even date is to be read along with this letter.

1)The maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2)We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion for issue of Secretarial Audit Report.

3)We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4)Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5)Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.

6)The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

7)Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by Institute of Company Secretaries of India (ICSI).

8) We conducted the secretarial audit by examining the secretarial records including minutes, documents, registers, other records and returns related to the applicable laws on the Company etc. However, due to lockdown to fight COVID-19 followed by restrictions imposed by local authorities and State Government, some of the documents and records mentioned above have been received via electronic means. The management has confirmed that the records submitted to us are true and correct. We have also relied upon representation given by the management of the Company for certain areas which otherwise requires physical verification.

For Vashist M & Associates.
Company Secretaries

Sd/-
Mayank Vashist
Membership Number - 48820
COP No. - 19885
UDIN:A048820C000865075

Date: 31st August, 2021
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To
The Members
V-Marc India Limited
(Formerly Known as Asian Galaxy Private Limited)
Plot No. 3, 4, 18 & 20A
Sector IIDC Sidcul Haridwar, 249403
Uttarakhand

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS OPINION

We have audited the standalone financial statements of **V-MARC INDIA LIMITED** (“the Company”), which comprise the balance sheet as at **31st MARCH 2021**, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the period ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit/loss, changes in equity and its cash flows for the period ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalones of the current period. These matters were addressed in the context of our audit of the standalones as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

"We have determined that there are no key audit matters to communicate in our report."

Other Information

The company's management and Board of directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone standalones and our auditors' report thereon. Our opinion on the standalone standalones does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone standalones, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone standalones or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE STANDALONE STANDALONES

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalones that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

presentation of the standalones that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the standalones, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE STANDALONES

Our objectives are to obtain reasonable assurance about whether the standalones as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalones. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the standalones, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related

disclosures in the standalone standalones or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the standalones, including the disclosures, and whether the standalones represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalones of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalones.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
3. In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Rajeev Singal & Co.
Chartered Accountants
FRN:-008692C

(Rajeev Kumar Singhal)
Partner
M.No: - 077834
Place: Haridwar
Date :05th July,2021
UDIN: 21077834AAAADJ3796

ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

With reference to the Annexure A referred to in the Independent Auditor’s Report to the members of the Company on the standalones for the year ended 31 March 2021, we report the following:

- i)
(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The fixed assets have been properly verified by the management at reasonable intervals by the management and no material discrepancies were noticed on such verification.
(c) The title deeds of immovable properties are held in the name of the company.
- ii)
(a) The management has conducted the physical verification of inventory reasonable intervals.
(b) No material discrepancies were noticed on such verification.
- iii)
According to information and explanations given to us the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and securities given.
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi) As informed to us, the maintenance of Cost Records has been specified by the Central Government under sub section (1) of Section 148 of the Act, in respect of the activities carried on by the company and the same has been made and maintained.
- vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.
(b) According to the information and explanation given to us, there are no dues of Income-tax or Sales tax or Service tax Goods and Services tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes, except for the following:

Nature of Demand	Financial Year/Assessment Year	Amount(Rs.)
Income Tax	2013-14/2014-15	72010.00
Income Tax	2017-18/2018-19	107960.00
Income Tax	2018-19/2019-20	53620.00

i) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks/ financial institutions or from the government. The Company has not taken any issued any debentures during the year.

ii) In our opinion, and according to the information and explanations given to us, the money raised by way of term loans have been applied for the purpose for which they were obtained. The company is in the process of raising money by way of initial public offer through book building process. However, the company has not raised any money during the year, hence end use is not commented upon.

iii) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

iv) According to the information and explanations provided by the management, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

v) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act.

vi) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone standalones as required by the applicable accounting standards.

vii) Based upon the audit procedures performed and the information and explanations given by the management, The Company has made preferential allotment of shares through Private Placement during the year. The company has disclosed the end use of Money received from Preferential Private Placement raised during the year in Note 2(6) of Notes to the Financial Statements.

viii) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

xvi) According to the information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For Rajeev Singal & Co.
Chartered Accountants
FRN:-008692C

(Rajeev Kumar Singhal)
Partner
M.No: - 077834

Place: Haridwar
Date :05th July,2021

UDIN: 21077834AAAADJ3796

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I)OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of V MARC INDIA LIMITED(“the Company”) as of March 31, 2021 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

MANAGEMENT`S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India .These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act,2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over the financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company`s internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of the internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajeev Singal & Co.
Chartered Accountants
FRN:-008692C

(Rajeev Kumar Singhal)
Partner
M.No:- 077834
Place: Haridwar
Date :05th July,2021

Balance Sheet

As At 31st March 2021

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066
BALANCE SHEET AS AT 31ST MARCH 2021

PARTICULARS	NOTE	As on March 31,2021	As on March 31,2020
I Equity & Liabilities:-			
1) Shareholder's Funds			
(a) Share Capital	2	16,78,56,960	15,94,56,960
(b) Reserves and Surplus	3	25,15,20,136	19,35,85,671
		41,93,77,096	35,30,42,631
2) Share Application Money pending Allotment			
3) Non-Current Liabilities			
(a) Long Term Borrowings	4	7,11,85,097	4,71,22,904
(b) Deferred Tax Liabilities (Net)			
(c) Other Long Term Liabilities	5	55,50,783	1,25,05,983
(d) Long Term Provisions	6	57,65,191	51,00,404
		8,25,01,071	6,47,29,291
4) Current Liabilities			
(a) Short Term Borrowings	7	39,07,29,003	38,75,59,715
(b) Trade Payables	8	35,04,65,942	44,70,46,771
(c) Other Current Liabilities	9	5,82,52,031	3,72,74,740
(d) Short Term Provisions	10	1,03,11,453	1,74,93,946
		80,97,58,429	88,93,75,172
Total Rs.		1,31,16,36,595	1,30,71,47,094
II.Assets			
1) Non-Current Assets:			
(a) Property Plant & Equipments	11		
(i) Tangible Assets		19,96,69,810	10,02,91,636
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress		88,60,135	10,35,84,740
(iv) Intangible assets under development		-	-
(b) Non-current Investments		-	-
(c) Deferred Tax Assets (Net)	12	9,59,147	15,81,123
(d) Long Term Loan & Advances	13	20,92,640	24,70,134
(e) Other Non-current Assets	14	1,79,49,028	1,52,89,911
		22,95,30,760	22,32,17,544
2) Current Assets			
(a) Current Investments			
(b) Inventories	15	55,57,46,657	41,93,15,701
(c) Trade Receivables	16	34,84,53,010	57,48,90,976
(d) Cash and Cash Equivalents	17	6,48,503	1,06,19,272
(e) Short-term Loans and Advances	18	5,21,64,028	6,62,32,995
(f) Other Current Assets	19	12,50,93,637	1,28,70,606
		1,08,21,05,834	1,08,39,29,550
Total Rs.		1,31,16,36,595	1,30,71,47,094

The Accompanying Notes (1-33) are integral part of these financial statements

As per Our Separate Report on Even date.
For Rajeev Singal & Co
Chartered Accountants

(CA Rajeev Kumar Singhal)
Partner
M No 077834
FRN: 008692C

Date: 05th July, 2021
Place: Haridwar

For & on behalf of the Board of Directors
of V- Marc India Limited

Sandeep Kumar Srivastava
Director
DIN-0008685957

Kanchan Gupta
Company Secretary

Vikas Garg
Managing Director
DIN-0005268238

Ranjan Kumar Sawarna
Chief Financial Officer

Profit & Loss Account

As At 31st March 2021

(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31ST March 2021

Amount in Rs.

PARTICULARS	NOTE	For the Year Ended	
		March 31,2021	March 31,2020
I Revenue from operations	20	1,75,13,09,869	1,71,21,49,092
II. Other Income	21	36,88,785	42,94,891
III Total Revenue (I+II)		1,75,49,98,654	1,71,64,43,983
IV Expenses:			
Cost of Raw Materials Consumed	22	1,49,33,82,963	1,44,76,80,523
Changes in inventories of FG, WIP and Stock-in-Trade	23	(12,38,12,545)	(10,50,03,886)
Employee benefit expenses	24	8,05,10,032	9,17,37,755
Financial costs	25	5,22,97,812	6,01,46,400
Depreciation and amortization expenses	26	1,88,68,451	1,00,82,463
Other expenses	27	15,44,24,501	14,28,99,662
Total Expenses (IV)		1,67,56,71,213	1,64,75,42,917
V Profit before exceptional and extraordinary items and tax (III-IV)		7,93,27,441	6,89,01,066
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax (V-VI)		7,93,27,441	6,89,01,066
VIII Extraordinary Items		-	-
IX Profit before tax (VII-VIII)		7,93,27,441	6,89,01,066
X Tax Expenses			
(i) Current Taxes		2,07,71,001	1,99,25,871
(ii) Deferred Tax		6,21,976	(2,73,469)
XI Profit(Loss) for the period from continuing operations (IX-X)		5,79,34,464	4,92,48,664
XII Profit(Loss) from the period from discontinuing operations		-	-
XIII Tax Expense of discontinuing operations		-	-
XIV Profit(Loss) from the period from discontinuing operations after Tax (XII-XIII)			
XV Profit/(Loss) for the period (XI+XIV)		5,79,34,464	4,92,48,664
XVI- Earning per Equity Share			
Basic		3.45	3.09
Diluted		3.45	3.09

The Accompanying Notes (1-33) are integral part of these financial statements

As per Our Separate Report on Even date.

For Rajeev Singal & Co

Chartered Accountants

(CA Rajeev Kumar Singhal)

Partner

M No 077834

FRN: 008692C

Date: 05th July, 2021

Place: Haridwar

For & on behalf of the Board of Directors
of V- Marc India Limited

Sandeep Kumar Srivastava

Director

DIN-0008685957

Vikas Garg

Managing Director

DIN-0005268238

Kanchan Gupta

Company Secretary

Ranjan Kumar Sawarna

Chief Financial Officer

Cash Flow Statement

As At 31st March 2021

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LTD.)
CIN-U31908UR2014PLC001066
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST March 2021

Particulars	As on March 31,2021	As on March 31,2020
Cash Flow from Operating Activities		
Profit/(Loss) Before Extraordinary Losses & Tax	7,93,27,441	6,89,01,066
Adjustment for		
Depreciation	1,88,68,451	1,00,82,463
Finance Cost	4,34,05,034	4,51,25,229
Non Operating Income	(35,48,168)	(38,23,237)
	-	-
Operating cash flow before working capital changes	13,80,52,758	12,02,85,521
Decrease(Increase) in Other Current Assets		
Inventories	(13,64,30,956)	(11,04,95,041)
Trade Receivables	22,64,37,966	(25,27,44,835)
Short Loans & Advances	1,40,68,967	(42,00,223)
Other Current Assets	(11,22,23,031)	35,52,273
Other Non Current Assets	(26,59,117)	(27,24,865)
(Decrease)Increase in Current Liabilities/Non Current Liability		
Trade Payables	(9,65,80,829)	27,90,77,481
Other Current Liabilities	2,09,77,291	1,46,57,121
Short term Provisions	(71,82,493)	14,61,704
Short term borrowings	31,69,288	5,58,50,726
Other Long term Liability	(69,55,200)	79,21,075
Other Long term Provisions	6,64,787	28,84,713
	(9,67,13,326)	(47,59,871)
Cash flow from Extraordinary items	-	-
Cash generated from operations	4,13,39,432	11,55,25,650
Income Tax Paid	2,07,71,001	1,99,25,871
Cash Flow from Operating activities (A)	2,05,68,431	9,55,99,779
Cash Flow from Investing activities		
Non-Operating Income	35,48,168	38,23,237
Purchase of Fixed Assets	(2,30,88,183)	(8,02,95,811)
Decrease in Depreciation Reserve	(4,33,837)	-
Sale/(Purchase) of Property Plant & Equipment	-	-
Increase/(Decrease) in Long Term Loan & Advances	3,77,494	1,82,70,814
Increase in Non Current Investment/Assets	-	-
Net Cash from Investing activities (B)	(1,95,96,358)	(5,82,01,760)
Cash Flow from Financing activities		
Proceeds from Share Application Money	-	-
Proceeds from Share Capital	84,00,000	-
Proceeds/(Repayment) from/to Long term borrowings (Net)	2,40,62,193	1,75,39,244
Proceeds from security Premium	-	-
Finance Cost	(4,34,05,034)	(4,51,25,229)
Net Cash Flow from Financing activities (C)	(1,09,42,841)	(2,75,85,985)
Net Increase in Cash & Cash Equivalents(A+B+C)	(99,70,768)	98,12,034
Cash & Cash Equivalents (Refer Note 17)		
- At the beginning of the year	1,06,19,271	8,07,237
- At the end of the year	6,48,503	1,06,19,271

The Accompanying Notes (1-33) are integral part of these financial statements

As per Our Separate Report
For Rajeev Singal & Co
Chartered Accountants

(CA Rajeev Kumar Singhal)
Partner
M No 077834
FRN: 008692C

Date: 05th July, 2021
Place: Haridwar

For & on behalf of the Board of Directors
of V- Marc India Limited

Sandeep Kumar Srivastava
Director
DIN-0008685957

Vikas Garg
Managing Director
DIN-0005268238

Kanchan Gupta
Company Secretary

Ranjan Kumar Sawarna
Chief Financial Officer

Notes on the Financial Statement

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066
NOTES TO FINANCIAL STATEMENTS

NOTE No 2 :SHARE CAPITAL

Amount in Rs

S No	Particulars	As on March 31,2021	As on March 31,2020
1	<u>Authorised Share Capital</u> 2,50,00,000 Equity Shares of Rs. 10/- par value. (PY. 2,00,00,000 Equity Shares of Rs. 10/- par value.) Total Rs	25,00,00,000 <hr/> 25,00,00,000	20,00,00,000 <hr/> 20,00,00,000
2	<u>Issued, Subscribed & Paid Up Share Capital</u> (16,7,85,696/- (P.Y 1,59,45,696/-) Equity Shares of Rs.10/-each Total (Rs.)	16,78,56,960 <hr/> 16,78,56,960	15,94,56,960 <hr/> 15,94,56,960
3	<u>RECONCILATION OF SHARE CAPITAL</u>		
	Particulars	Equity Shares Number	Equity Shares Number
	Shares Outstanding at the beginning of the year	1,59,45,696	1,59,45,696
	Shares issued during the year	8,40,000	-
	Shares bought back during the year	-	-
	Shares Outstanding at the end of the year	1,67,85,696	1,59,45,696
4	The company has only one class of equity shares having a par value of Rs.10.00 per share. Each shareholder is eligible for one vote per share. In the event of liquidation of the company, the holders of shares shall be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.		
5	NAME OF SHARE HOLDERS HOLDING SHARES MORE THAN 5%		

S No	Particulars	As on March 31,2021	As on March 31,2020
	<u>Name of Shareholders</u>	No. of Shares held	No. of Shares held
a)	<i>Equity Shares fully paid up</i>		
1	Mr. Vikas Garg	1,25,92,100	1,25,97,100
2	Ms. Meenakshi Garg	33,48,596	33,48,596
3	Mr.Madhukar Chimanlal Sheth	8,40,000	-
	Total (Rs.)	1,67,80,696	1,59,45,696
b)	<i>%age of Equity Shares Held</i>	%age of Shares Held	
1	Mr. Vikas Garg	75.04	79.00
2	Ms. Meenakshi Garg	19.96	21.00
3	Mr.Madhukar Chimanlal Sheth	5.01	-
	Total	100	100
6	<p>The company has issued and allotted 8,40,000/- equity shares of Rs. 10 each through preferential allotment through private placement on 15.03.2021 at issue price of Rs. 39/- per equity share(including premium of Rs. 29 per equity share) aggregating to Rs.3,27,60,000/-. Pursuant to the allotment of equity shares in Private Placement, the paid up equity share capital of the company stands increased at Rs.16,78,56,960/- .Issue Expenses amounting to Rs. 2,43,60,000/- incurred in relation to IPO for fresh issue of shares to general public have been charged off against the Securities Premium Account in accordance with the provisions of Section 52 of the Companies Act, 2013. Proceeds of private placement issue has been utilised as under as per the object of the issue.</p>		
	End Use		
	General Corporate Purpose		3,27,60,000

NOTE No. 3. RESERVE & SURPLUS

S No	Particulars	As on March 31,2021	As on March 31,2020
	<u>Surplus (Profit & Loss Account)</u>		
	Opening Balance	19,35,85,671	14,43,37,007
	Add : Addition during the F.Y.	5,79,34,464	4,92,48,664
	Total (Rs.)	25,15,20,136	19,35,85,671

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066
NOTES TO FINANCIAL STATEMENTS

NOTE No. 4. LONG TERM BORROWINGS

Amount in Rs

S.No.	Long Term Borrowings (* & **)	As on March 31,2021	As on March 31,2020
A)	<u>Secured Borrowings</u>		
1	Term Loan from Punjab National Bank	43,78,971	61,77,791
2	Vehicle Loan from Punjab National Bank (Hyp. Swift Car)	4,83,805	5,83,097
3	Vehicle Loan from Punjab National Bank (Hyp.-Ertiga Car)	7,83,227	8,99,421
4	Vehicle Loan from Punjab National Bank (Hyp.-Fortuner Car)	20,00,850	23,21,013
5	SME Equipment Loan from ECL Finance Limited	20,69,107	1,42,64,562
6	SME Equipment Loan from ECL Finance Limited	89,26,215	52,85,358
7	GECL Working Capital Loan from Punjab National Bank	16,11,299	2,94,61,900
8	GECL Working Capital Loan from Punjab National Bank	7,04,45,873	-
9	GECL Working Capital Loan from ICICI Bank Limited	99,19,516	-
B	<u>Unsecured Borrowings:-</u>		
<u>1</u>	Loan From Related Party (Director) Mr Vikas Garg	-	15,00,000
	Less :-Current Maturities of Long Term Borrowings disclosed under the head "Other Current liabilities"***	(2,94,33,766)	(1,33,70,238)
	Total (Rs.) A+B	7,11,85,097	4,71,22,904

*There is no default in Repayment of Loan.

** Terms & Conditions of above loans are as under:- (In Chronological manner)

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066
NOTES TO FINANCIAL STATEMENTS

S.No.	Name of Bank	Nature of Facility & Sanctioned Limit	Rate of Interest/Margin	Primary Security	Terms of Repayment
1	Punjab National Bank	Term Loan of Rs. 1.65 Cr.	MCLR(1 year) 8.30%+1.30% =9.60% p.a	Hypothecation of Stocks of Raw Material, Semi Finished and packing material of the company and charge on Block Assets of the company including factory land and building	Repayable in 84 Installments of Rs. 3.33Lac/- commencing w.e.f. September,2019
Collateral Security : a) Factory Land & Building situated at Plot No 3,Sector IIDC, IIE, SIDCUL, Haridwar vide registered lease deed no 4271/4272 dated 12.05.2016 b) Factory Land & Building situated at Plot No 4,Sector IIDC, IIE, SIDCUL, Haridwar vide registered lease deed no 8903 dated 08.12.2009 c) Factory Land & Building situated at Plot No 18,Sector IIDC, IIE, SIDCUL, Haridwar vide registered lease deed no 3986 dated 10.04.2012 d) Factory Land & Building situated at Plot No 15,Sector IIDC, IIE, SIDCUL, Haridwar vide registered lease deed no 7671 dated 21.09.2016 e) Residential House Situated at Plot No N-327, Shivalik Nagar, Phase -III, Haridwar vide sales deed no 1644 dated 01.03.2013					
2	Punjab National Bank	Car Loan of Rs. 7.00 Lacs	MCLR(1 year) 8.45%+0.60% =9.05% pa	Car-Maruti Dezire-VDI	Repayable in 84 Installments - commencing w.e.f. October ,2018
3	Punjab National Bank	Car Loan of Rs. 9.60 Lacs	MCLR(1 year) 8.30%+0.60% =8.90% pa	Car-Maruti Suzuki Ertiga	Repayable in 84 Installments of Rs. 15397/- commencing w.e.f. September,2019
4	Punjab National Bank	Car Loan of Rs. 28 Lacs	MCLR(1 year) 8.45%+0.60% =9.05% p.a	Car-Toyota Fortuner	Repayable in 84 Installments of Rs. 45,121/- commencing w.e.f. September,2018
5	ECL Finance Limited, Delhi	SME Equipment Loan- Rs. 91,50,000/-	Fixed at 10.75% p.a	Plant & Machinery	Repayable in 32 EMI of Rs. 2,98,473/-
6	ECL Finance Limited, Delhi	SME Equipment Loan- Rs. 1,70,50,000/-	Fixed at 11.00% p.a	Plant & Machinery	Repayable in 32 EMI of Rs. 5,58,213/-
7	Punjab National Bank	Guaranteed Emergency Credit Line Working Capital Loan due to COVID-19 for Rs. 3.05 Cr	RRLR	As per Existing Facility	Repayable in 18 Months after Moratorium period of 6 Months from the date of Disbursement
8	Punjab National Bank	Guaranteed Emergency Credit Line Working Capital Loan due to COVID-19 for Rs. 7 Cr	RLLL 6.65% +0.85%= 7.50% pa	As per Existing Facility	4 Years from the date of Disbursement including 12 Month Moratorium
9	ICICI Bank Limited	Guaranteed Emergency Credit Line Working Capital Loan due to COVID-19 for Rs. 99,19,516.40	EBLR 7.70%+0.55%= 8.25% pa	As per Existing Facility	4 Years from the date of Disbursement
10	Vikas Garg	Loans from Director	Nil	NA	NA

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066
NOTES TO FINANCIAL STATEMENTS

***** Current Maturities of Long Term Borrowings:**

S.No.	Particulars	As on March 31,2021	As on March 31,2020
	<u>Secured Borrowings</u>		
1	Term Loan from Punjab National Bank	39,96,000	42,70,791
2	Vehicle Loan from Punjab National Bank (Hyp. Swift Car)	1,01,617	91,652
3	Vehicle Loan from Punjab National Bank (Hyp.-Ertiga Car)	1,28,461	1,08,775
4	Vehicle Loan from Punjab National Bank (Hyp.-Fortuner Car)	3,96,808	3,44,422
5	SME Equipment Loan from ECL Finance Limited	20,69,107	32,16,251
6	SME Equipment Loan from ECL Finance Limited	61,41,653	53,38,347
7	GECL Working Capital Loan from Punjab National Bank	16,11,299	-
8	GECL Working Capital Loan from Punjab National Bank	1,36,11,111	-
9	GECL Working Capital Loan from ICICI Bank Limited	13,77,710	-
	Total (Rs.)	2,94,33,766	1,33,70,238

NOTE NO. 5 OTHER LONG TERM LIABILITIES :

S No	Other Long Term Liabilities	As on March 31,2021	As on March 31,2020
1	Sundry Creditors For Fixed Assets	55,50,783	1,25,05,983
	Total (Rs.)	55,50,783	1,25,05,983

NOTE NO. 6. LONG TERM PROVISIONS:

S No	Long Term Provisions	As on March 31,2021	As on March 31,2020
1	Leave Encashment	8,98,426	8,82,227
2	Gratuity	48,66,765	42,18,177
	Total (Rs.)	57,65,191	51,00,404

NOTE NO. 7 SHORT TERM BORROWINGS :

S No.	Short Term Borrowings	As on March 31,2021	As on March 31,2020
1	From Punjab National Bank	30,63,75,503	30,77,11,705
2	From ICICI Bank Limited	4,99,50,681	4,99,21,653
3	From National Small Industries Co. Ltd.	2,97,89,115	2,99,26,357
4	From ICICI Bank Limited-Non Fund Based Limit	-	-
5	From Punjab National Bank-FITL	46,13,705	-
	Total (Rs.)	39,07,29,003	38,75,59,715

S. No.	Name of Bank	Nature of Facility & Sanctioned Limit	Rate of Interest/Margin	Primary Security	Terms of Repayment
1	Punjab National Bank	Working Capital Limit-Fund Based for Rs. 30.50 Cr. And Non-Fund Based Limit of Rs. 23 Cr	MCLR(1 year) 8.30%+1.30% =9.60% pa	Hypothecation of Stocks of Raw Material, Semi Finished and packing material of the company and charge on Block Assets of the company including factory land and building	Repayable on Demand
	Collateral Security:				
2	ICICI Bank Limited	CC Limit of Rs. 4 Cr.+ Rs. 50 Crore LC Limit	MCLR(6M)+1.25 %	First Pari pasu Charge on all movable assets & Book Debts	Repayable on Due Date
	Collateral Security : a) Exclusive Charge of Factory land in the name of V Marc Electricals Private Limited situated at Plot No B -18, Sector-1 Kotdwar, Uttaranchal, Siggaddi, Growth Center Industrial Area, Kotdwar-246149 b) An Intermediary Industrial Property situated at Khasra No. 2& 6 Mukarrabpur, Tehsil Roorkee Distt. Haridwar c) Corporate Guarantee of V -Marc Electricals Private Limited and unconditional guarantee of Directors of the Company				
3	National Small Industry Co. Limited	Raw Material Assistance against bank guarantee and bill discounting scheme	9% pa	Nil	Repayable on Due Date
4	ICICI Bank Limited	Purchase LC Bill Discounting Limit of Rs. 15.00 Cr & Sales LC Bill Discounting Limit of Rs. 5 Cr.	Applicable Rate at the time of Submission of Bill	Nil	Repayable on Due Date

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066

NOTES TO FINANCIAL STATEMENTS

NOTE NO. 8 TRADE PAYABLES :

Trade Payables	As on March 31,2021	As on March 31,2020
Trade Payable to MSME*	61,38,924	-
Trade Payable to Others	34,43,27,018	44,70,46,771
Total (Rs.)	35,04,65,942	44,70,46,771

* Company is in the process of identifying suppliers who are micro enterprises or small enterprises under the Micro, Small & Medium Enterprises Development Act, 2006.

There is no principal and interest overdue to Micro and Small enterprises. During the year Rs. 5,18,816/- interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTE NO. 9 OTHER CURRENT LIABILITIES :

S No	Other Current Liabilites	As on March 31,2021	As on March 31,2020
1	Current Maturities of Long term Borrowings	2,94,33,766	1,33,70,238
2	Statutory Dues Payable	85,48,231	33,30,765
3	Expenses Payable	1,18,89,556	1,13,82,926
4	Other Payables	83,80,478	91,90,811
	Total (Rs.)	5,82,52,031	3,72,74,740

NOTE NO. 10. SHORT TERM PROVISIONS :

S No	Short Term Provisions	As on March 31,2021	As on March 31,2020
1	Provision for Taxation	97,71,001	1,74,93,946
2	Leave Encashment	71,425	-
3	Gratuity	4,69,027	-
	Total (Rs.)	1,03,11,453	1,74,93,946

NOTE NO. 11 PROPERTY PLANT & EQUIPMENT

S No.	Property Plant & Equipment	As on March 31,2021	As on March 31,2020
a)	Tangible Fixed Assets		
	<i>Gross Block</i>	30,20,65,071	18,42,52,283
	<i>Less: Accumulated Depreciation</i>	10,23,95,261	8,39,60,647
	<i>Net Block</i>	19,96,69,810	10,02,91,636
b)	Intangible Assets		-
	<i>Gross Block</i>	-	-
	<i>Less: Accumulated Depreciation</i>	-	-
	<i>Net Block</i>	-	-
c)	Capital Work in progress	88,60,135	10,35,84,740
d)	Intangible Assets under Development		-
	Total (Rs.)	20,85,29,945	20,38,76,376

Note: These figures are only abstract of Depreciation Schedule. Detailed Depreciation Chart is separately enclosed.

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
CIN-U31908UR2014PLC001066
NOTES TO FINANCIAL STATEMENTS

NOTE No. 11. STATEMENT OF PROPERTY, PLANT AND EQUIPMENTS :

As at March 31, 2021

TANGIBLE ASSETS

Particulars	Cost or Deemed Cost					Accumulated Depreciation				Net Block	
	Opening as at April 01, 2020	Additions	Revaluation	Deductions	Closing as at March 31, 2021	Opening as at April 01, 2020	For the Year	Deletions/Adjustments	Closing as at March 31, 2021	As at 31-03-2021	As at 31-03-2020
Land	5,42,84,708	-	-		5,42,84,708	-			-	5,42,84,708	5,42,84,708
Building	2,58,01,840	3,40,95,705			5,98,97,545	1,49,79,075	25,34,047		1,75,13,122	4,23,84,423	1,08,22,765
Computers	11,40,887	11,36,798			22,77,685	9,91,645	2,82,563		12,74,208	10,03,477	1,49,242
Furniture & Fixtures	22,79,844	36,72,928			59,52,772	19,21,121	4,35,040		23,56,161	35,96,611	3,58,723
Plant & Machinery	9,50,76,534	7,95,06,745	-	5,99,389	17,39,83,890	6,37,95,459	1,45,63,619	4,33,837	7,79,25,241	9,60,58,649	3,12,81,075
Vehicles	56,68,470	-			56,68,470	22,73,347	10,53,182		33,26,529	23,41,941	33,95,123
Electricals Fitting	-	-							-	-	-
Total (A)	18,42,52,284	11,84,12,177	-	5,99,389	30,20,65,071	8,39,60,647	1,88,68,451	4,33,837	10,23,95,261	19,96,69,810	10,02,91,636
Capital Work in Progress											
Plant & Building not put to use	10,35,84,740	2,16,74,722	-	11,63,99,327	88,60,135	-	-	-	-	88,60,135	10,35,84,740
Total (B)	10,35,84,740	2,16,74,722	-	11,63,99,327	88,60,135	-	-	-	-	88,60,135	10,35,84,740
INTANGIBLES											
Total (C)	-	-	-	-	-	-	-	-	-	-	-
TOTAL (A+B+C)	28,78,37,024	14,00,86,899	-	11,69,98,716	31,09,25,206	8,39,60,647	1,88,68,451	4,33,837	10,23,95,261	20,85,29,945	20,38,76,376

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
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NOTES TO FINANCIAL STATEMENTS

NOTE NO. 12. DEFERRED TAX ASSETS

S No	Deferred Tax Assets	As on March 31,2021	As on March 31,2020
a)	Deferred tax Assets (DTA)		
	Unabsorbed depreciation	-	-
	Others	-	-
	Total Deferred tax Assets (DTA)	-	-
b)	Deferred tax Liabilities (DTL)		
	Difference between Tax Depreciation & Book Depreciation	(9,59,147) -	15,81,123
	Other DTL	-	-
	Deferred tax Liabilities (DTL)	(9,59,147) -	15,81,123
c)	Net deferred tax Assets	9,59,147	15,81,123
	Less: Deferred Tax Assets not recognized considering matter of prudence	-	-
A.	Net Deferred Tax Assets	9,59,147	15,81,123
B	Mat Credit Entitlement	-	-
	Total Deferred tax Assets (A + B)	9,59,147	15,81,123

Note: The company has not recognized such DTA in the accounts considering matter of prudence. Last year figures have been recasted to align with current year presentation.

NOTE NO. 13 LONG TERM LOANS AND ADVANCES :

S No.	Long Term Loans & Advances	As on March 31,2021	As on March 31,2020
	<u>Capital Advances/Securities (Unsecured)</u>		
1	Advance for Land	18,90,000	18,90,000
2	Advance for Machinery	2,02,640	5,80,134
	Total (Rs.)	20,92,640	24,70,134

NOTE NO. 14. STATEMENT OF OTHER NON -CURRENT ASSETS :

S No.	Other Non Current Assets	As on March 31,2021	As on March 31,2020
1	Security Deposits	51,37,427	24,82,167
2	Margin Money held with banks as per terms of sanction of Loan	1,28,11,601	1,28,07,744
	Total (Rs.)	1,79,49,028	1,52,89,911

NOTE NO. 15. INVENTORIES :

S No.	Inventories	As on March 31,2021	As on March 31,2020
1	Raw Material	10,11,73,245	9,08,31,030
2	Stock in Process	99,67,490	1,02,54,234
3	Finished Goods	43,76,94,226	31,60,74,982
4	Packing Materials	34,00,685	11,24,490
5	Scrap	35,11,011	10,30,965
	Total (Rs.)	55,57,46,657	41,93,15,701

Finished goods are valued of cost or net realizable value on FIFO method. The quantity and value of the stock as taken & certified by the management of the company.

V-MARC INDIA LIMITED
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NOTES TO FINANCIAL STATEMENTS

NOTE NO. 16 TRADE RECEIVABLES :

S No	Trade Receivables	As on March 31,2021	As on March 31,2020
	<u>Unsecured, considered Good</u>		
1	Debts Outstanding for a period < 6 Month	29,83,07,622	49,57,36,975
2	Debts Outstanding for a period > 6 Month	5,01,45,388	7,91,54,001
	Total (Rs.)	34,84,53,010	57,48,90,976

NOTE NO. 17. CASH AND CASH EQUIVALENT :

S No	Cash & Cash Equivalents	As on March 31,2021	As on March 31,2020
1	Cash-in-Hand	63,129	4,78,377
2	<u>Balance in Banks with:-</u>		
a)	Punjab National Bank (A/c No. 1496002100907708)	9,952	1,00,41,576
b)	ICICI Bank Limited	11,862	5,679
c)	Punjab National Bank (A/c No 1496002100907814)	3,03,560	93,640
d)	Punjab National Bank (A/c No 1496002100908895)	2,60,000	-
	Total (Rs.)	6,48,503	1,06,19,272

NOTE NO. 18. SHORT-TERM LOANS AND ADVANCES :

S No	Short Term Loans & Advances	As on March 31,2021	As on March 31,2020
	<i><u>Unsecured but Considered Good</u></i>		
1	Advance to Staff and others	6,42,040	2,54,000
2	FDR more than 1 year kept in Bank as Margin Money against Loan	5,13,34,910	6,53,96,314
3	Staff Imprest	1,87,078	4,90,138
4	Interest on Electricity Receivable	-	92,543
	Total (Rs.)	5,21,64,028	6,62,32,995

NOTE NO. 19. OTHER CURRENT ASSETS :

S No.	Other Current Assets	As on March 31,2021	As on March 31,2020
1	Prepaid Expenses	1,56,26,686	19,89,679
2	VAT Recoverable	18,19,401	18,19,401
3	GST Input	6,89,628	43,57,559
4	TDS/TCS Recoverable	15,40,883	5,35,180
5	Advance to Suppliers	71,54,014	41,68,787
6	Earnest Money Deposits	1,20,50,493	-
7	Cheque Received / Issued under clearing	8,62,12,532	-
	Total (Rs.)	12,50,93,637	1,28,70,606

NOTE NO. 20. REVENUE FROM OPERATIONS :

S No	Revenue From Operations	As on March 31,2021	As on March 31,2020
1	Sales of Goods Manufactured-Retails	1,23,02,74,183	1,03,62,30,307
2	Sales of Goods Manufactured-Government Clients	52,10,35,686	67,59,18,785
	Total (Rs.)	1,75,13,09,869	1,71,21,49,092
	Less: Excise Duty	-	-
	Total (Rs.)	1,75,13,09,869	1,71,21,49,092

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
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NOTES TO FINANCIAL STATEMENTS

NOTE NO. 21 OTHER INCOMES :

S No	Other Income	1As on March 31,2021	As on March 31,2020
1	Rental Income	60,000	21,667
2	Interest on late payment from customer	-	3,45,043
3	Interest on Security Deposit	80,617	1,04,944
4	Interest on FDR	34,63,720	38,23,237
5	Profit on Sale of Assets	84,448	-
	Total (Rs.)	36,88,785	42,94,891

NOTE NO. 22 COST OF MATERIAL CONSUMED :

S No	Particulars	As on March 31,2021	As on March 31,2020
a)	Raw Material Consumed		
	Opening Stock	9,19,55,520	8,64,64,365
	Add: Purchases	1,50,60,01,373	1,45,31,71,678
	less: Discount Rec.	-	-
	Total	1,59,79,56,893	1,53,96,36,043
	Less: Closing Stock	10,45,73,931	9,19,55,520
	Raw Material Consumed	1,49,33,82,963	1,44,76,80,523

NOTE NO. 23. CHANGE IN INVENTORIES :

S No	Change in Inventories	As on March 31,2021	As on March 31,2020
a)	<u>Work-in-progress</u>		-
	Opening Balance	1,02,54,234	1,07,69,995
	Closing Balance	(99,67,490)	(1,02,54,234)
b)	<u>Finished Goods:-</u>		-
	Opening Balance	31,71,05,947	21,15,86,300
	Closing Balance	(44,12,05,237)	(31,71,05,947)
			-
			-
	Total (Rs.)	(12,38,12,545)	(10,50,03,886)

NOTE NO. 24. EMPLOYEE BENEFIT EXPENSES :

S No	Employee Benefit Expenses	As on March 31,2021	As on March 31,2020
1	Salary to Directors	1,81,50,000	1,46,00,000
2	Wages	3,22,85,377	4,05,72,822
3	Salary	2,47,29,503	2,69,90,903
4	Contribution to Provident fund	18,07,444	22,81,878
5	Contribution to Employees State Insurance Scheme	6,93,857	9,88,450
6	Gratuity Expenses	13,17,736	26,27,648
7	Leave Encashment Expenses	1,18,490	2,76,444
8	Staff Welfare	14,07,625	33,99,610
	Total (Rs.)	8,05,10,032	9,17,37,755

NOTE NO. 25. FINANCE COSTS :

S No	Finance Cost	As on March 31,2021	As on March 31,2020
1	Bank Charges & Commission	88,92,779	1,50,21,171
2	Interest on Loans	4,34,05,034	4,51,25,229
	Total (Rs.)	5,22,97,812	6,01,46,400

NOTE NO. 26. DEPRECIATION AND AMORTIZATION EXPENSES :

S No	Depreciation and Amortization Expenses	As on March 31,2021	As on March 31,2020
1	Depreciation	1,88,68,451	1,00,82,463
	Total (Rs.)	1,88,68,451	1,00,82,463

V-MARC INDIA LIMITED
(FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED)
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NOTES TO FINANCIAL STATEMENTS

NOTE NO. 27. OTHER EXPENSES :

S No	Other Expenses	As on March 31,2021	As on March 31,2020
A	<u>Direct Expenses</u>		
1	Consumable Goods	11,97,141	20,75,586
2	Freight & loading charges	21,66,438	24,75,082
3	Electricity Expenses	1,16,54,388	1,26,54,269
4	Repair & Maintenance -Plant & Machinery	29,05,830	19,97,559
5	Generator Running Exp.	54,29,284	67,61,331
6	Job Works charges	2,53,08,567	4,16,60,200
7	License & Testing Fee	44,01,227	45,54,496
B	<u>Indirect Expenses</u>		
1	Business Promotion	3,90,475	13,07,883
2	Carriage Outward	1,36,50,176	1,27,89,119
3	Loading & Unloading	11,42,713	14,99,498
4	Commission on Sales	1,02,74,588	1,36,20,817
5	Conveyance Expenses	15,95,546	15,08,258
6	Discount & Late Delivery Charges	3,28,70,910	1,20,00,067
7	Advertisement Expenses	60,70,030	31,20,852
8	Diwali Expenses	16,51,451	39,55,899
9	Donation	1,04,152	33,600
10	Electricity Expenses	58,509	53,104
11	Fees & Taxes	2,33,789	1,42,780
12	Insurance	12,90,622	23,17,463
13	Legal and professional charges	31,52,472	31,03,973
14	Rent	90,54,970	36,53,769
15	Postage & Courier Expenses	3,36,607	2,12,160
16	Printing & Stationery	3,21,741	2,93,508
17	Repair & Maintenance	5,02,795	6,66,164
18	Security Factory premises	27,08,275	20,67,093
19	Sundry Expenses	3,82,966	3,90,384
20	Telephone Expenses	3,38,613	3,70,710
21	ROC Fees	4,31,500	90,800
22	Tender Fee	5,09,695	8,48,964
23	Audit Fee	3,20,000	3,20,000
24	Miscellaneous Expenses	3,07,335	2,34,000
25	Travelling Expenses.	17,37,216	15,17,896
26	Interest on Income Tax, Late Fee & Other Interest	9,22,690	24,37,398
27	Interest on Purchase of Goods	50,01,917	10,07,906
28	Interest on Security Deposits	1,06,301	-
29	Bad Debts	50,76,400	-
30	CSR Expenditure*	8,17,174	11,57,074
	Total (Rs.)	15,44,24,501	14,28,99,662

***Corporate Social Responsibility:-**

S No	Particulates	As on March 31,2021	As on March 31,2020
a)	Amount of CSR required to be spent as per s.135 of Companies Act,2013 read with Schedule-VII	8,17,174	11,57,074
b)	Amount of CSR Spent during the Year	-	9,09,388
c)	Sector wise Break up of Expenditure		
	Health	-	9,09,388

**V -MARC INDIA LIMITED
FORMERLY KNOWN AS ASIAN GALAXY PRIVATE LIMITED
(CIN-U31908UR2014PLC001066)**

NOTE NO. 1

NOTES FORMING PART OF THE BALANCE SHEET AS ON 31.03.2021 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31.03.2021
Significant Accounting Policies and Notes to accounts

Corporate Information

The Company was incorporated on 04.03.2014. Earlier, the Company was having two units one at plot no. 3-4, Sec. IIDC, SIDCUL, Haridwar while another Unit at Plot No. 18 and 20 A, Sec. 88 and IIDC, SIDCUL, Haridwar. Both Units were engaged in Manufacturing of PVC Insulated Wires & Cables

Significant Accounting Policies

SIGNIFICANT ACCOUNTING POLICIES

1. Use of Estimates

The preparation of Summary Financial Information in conformity with GAAP requires that the management of the Company to make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of property, plant and equipment and intangible assets, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

2.Accounting Assumptions:-

(I) Going Concern:-

The enterprise is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. It is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

(ii) Consistency:-

It is assumed that accounting policies are consistent from one period to another.

(iii) Accrual:-

Revenues and costs are accrued, that is, recognized as they are earned or incurred (and not as money is received or paid) and recorded in the financial statements of the periods to which they relate. (The considerations affecting the process of matching costs with revenues under the accrual assumption are not dealt with in this Statement.)

3.Valuation of Inventories

Stock of Finished goods are valued at lower of Cost of material consumed plus manufacturing expenses incidental there to or market value. Scrap is valued lower at cost or market value.

4.Cash Flow Statements

Cash flows are reported using the indirect method as set out in accounting standard -3 on cash flow statement issued by the Institute of Chartered accountants of India.

5.Depreciation and Amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the WDV method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

6.Revenue Recognition

- Revenue is recognized to the extent it is possible that economic benefits will flow to the company and the revenue can be reliably measured and there is a reasonable certainty regarding ultimate collection.
- Revenue from sale of materials/ products is recognized on transfer of all significant risks and rewards of ownership of the goods to the customers, which generally coincides with the dispatch of goods. Sales are stated exclusive of GST/ VAT, trade discounts and sales returns.
- Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the rate applicable.
- Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exists.

7.Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment (if any). The cost of a property, plant and equipment comprises its purchase price and any attributable to cost of bringing the asset to its working condition for its intended use. Expenditure on addition, improvements and renewals is capitalized and expenditure for maintenance and repair is charged to Profit and Loss account.

8.Earnings per Share

Basic Earnings per Share is calculated by dividing the net profit after tax for the year attributable to Equity Shareholders of the Company by the weighted average number of Equity Shares outstanding at the end of the year. Diluted earnings per share is calculated by dividing net profit attributable to equity shareholders (after adjustment for diluted earnings) by average number of weighted equity share outstanding at the end of the year.

9. Taxes on Income

Tax expenses comprise of current and deferred tax

Current tax is measured at the amount expected to be paid on the basis of relief and deductions available in accordance with the provisions of Indian Income Tax Act, 1961 and includes Minimum Alternate Tax (“MAT”) paid by the company on book profits in accordance with the provisions of the Income Tax Act, 1961. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period and will be able to set off such MAT credit entitlement.

Deferred income tax reflects the impact of the current year reversible timing differences between the taxable income and accounting income for the Year and reversal of timing differences of the earlier Year. Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognised only to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

In FY 2019-20 and onwards, in pursuant to section 115BAA of the Income Tax Act, 1961 announced by Government of India through Taxation Law (Amendment) Bill, 2019, the company has an irrevocable option of shifting to lower tax rates along with consequent reduction in certain tax incentives including lapse of accumulated MAT Credit.

10. Impairment of Assets:

An Asset is considered as impaired in accordance with AS -28 “Impairment of Assets” when at the balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the assets belongs, exceeds its recoverable amount (i.e. the higher of the assets net selling price and value in use). In assessing the value in use, the estimated future cash flows expected from the continuing use of asset and from its ultimate disposal are discounted to their present values using a predetermined discount rate. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the profit and loss account.

11. Provision of Contingent Liabilities

Contingent Liabilities as defined in AS 29 on “Provision, Contingent Liabilities and Contingent Assets” are disclosed here. Provision is made if it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

12. Retirement Benefits to Employees

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and bonus etc. are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

Long term employee benefits

i) Defined contribution plan:

Provident fund and employees' state insurance schemes:

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary (subject to a maximum basic salary, as per the provisions of The Employees Provident Fund & Miscellaneous Provisions Act, 1952). These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the employees' state insurance scheme, which is also a defined contribution scheme recognized and administered by the Government of India.

The Company's contributions to both these schemes are expensed off in the Statement of Profit and Loss. The Company has no further obligations under these plans beyond its monthly contributions.

ii) Defined benefit plan:

a) Gratuity:

The company pays gratuity as per Gratuity Act and hence the company has started to create provisions in Books of Accounts for payment of Gratuity as per Actuarial Valuation report.

b) Leave Encashment:

As per company Policy, Leave Encashment is paid to employee at the of Retirement/Leaving from Organization. In current year company has created provision on the basis of Actuarial Valuation Report.

13. Government Grant

Government Grants are recognized when there is a reasonable assurance that the same will be received. Revenue grants are recognized in the Statement of Profit and Loss. Capital grants relating to specific fixed assets are reduced from the gross value of the respective Fixed Assets. Other capital grants are credited to Capital Reserve.

14. Borrowing Cost

Borrowing costs are determined in accordance with the provisions of Accounting Standard -16. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

15. Provisions, contingent liabilities and contingent assets provisions

Provisions are recognized when the Company has a present obligation as a result of past events and it is more likely that an outflow of resources will be required to settle the obligations and the amount has been reliably estimated. Such provisions are not discounted to their present value and are determined based on the management's estimation of the obligation required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect management's current estimates.

Contingent liabilities

A disclosure for a contingent liability is made where it is more likely than not that a present obligation or possible obligation may result in or involve an outflow of resources. When no present or possible obligation exists and the possibility of an outflow of resources is remote, no disclosure is made.

Contingent assets

Contingent assets are neither recorded nor disclosed in the financial statements.

16. Current Assets, Loans and Advances

The balance under item of Sundry Debtors, Loans and Advances and Current liabilities are subject to confirmation and reconciliation and consequential adjustments, wherever applicable. However in the opinion of the Management, the realizable value of the current assets, loans and advances in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

17.

In the opinion of the board of directors, the current assets, loans and advances are approximately of the same value if realized in the ordinary courses of business and the provision for all known liabilities is adequately made and not in excess of the amount reasonably consider necessary.

V-Marc India Limited
(Formerly Known as Asian Galaxy Private Limited)

Notes to the Audited Standalone Statement of the Financial results for the half year ended on March 31,2021.

1. The financial results were reviewed by the Audit Committee and approved by Board of Directors in their meeting held on July 5th 2021.
2. The company was listed on 09th April, 2021, hence disclosure of Investor Complaints received / pending as on March 31, 2021 is not applicable.
3. Figures of previous period/year have been regrouped/recast wherever necessary to make the Financial Statements comparable.
4. During the Period the company has issued 8,40,000/-Equity Shares through private placement.
5. During the period, the valuation of closing stock has been carried out on FIFO basis at Cost or Net Realizable Value whichever is lower.
6. Deferred Tax and provision for Income Tax has been recognized in each Interim Period on the estimates made by management.
7. On account of the spread of COVID-19, the company has resumed operations in a phased manner aligning with relaxation in lockdown by Government. The management is continuously and closely monitoring the developments and possible effects that may result from the current pandemic on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation and expects to recover the carrying cost of assets. As the situation is still continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these financial results.

For and on behalf of the Board of Directors
of V-Marc India Limited

(Sandeep Kumar Srivastava)	(Vikas Garg)
Director	Director
DIN -08685957	DIN -05268238

Notice to AGM

NOTICE OF THE 8TH (EIGHTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th (Eighth) Annual General Meeting (“AGM”) of the shareholders of V-Marc India Limited will be held on Wednesday, September 29, 2021 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 Adopt of the audited financial statement of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon:-

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

2.To re-appoint M/s Rajeev Singal Co., Chartered Accountants (FRN: 008692C) as statutory auditors for a term of four years and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s Rajeev Singal Co., Chartered Accountants (FRN: 008692C), be and is hereby re-appointed as statutory auditors of the Company, for a term of four consecutive years to hold office from the conclusion of ensuing 8th Annual General Meeting until the conclusion of the 12th Annual General Meeting subject to ratification at every Annual General Meeting, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.

3.To appoint a director in place of Mrs. Meenakshi Garg (DIN 05258233), who retires by rotation and being eligible, offers herself for re-appointment. 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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act, and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Meenakshi Garg (DIN 05258233), who was appointed by the Board of Directors as Non-Executive Non-Independent Director of the company with effect from February 4, 2021, the approval of the members/shareholders of the Company be and are hereby accorded to the re-appointment of Mrs. Meenakshi Garg (DIN 05258233) in terms of Section 161 of the Companies Act, 2013, and be and is hereby re-appointed as an Non-Executive Non Independent Director of the Company on the Board of the Company for a period of five consecutive years from 04.02.2021 to 03.02.2026.

SPECIAL BUSINESS:

4.Ratification of Remuneration of M/s. Ahuja Sunny & Co, Cost Accountants, (Firm Registration No 101411), Haryana, appointed as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2022:-

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

“RESOLVED THAT pursuant to the provisions of Sections 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014

and other applicable provisions, if any of the Companies Act, 2013, the remuneration payable to M/s. Ahuja Sunny & Co, Cost Accountants, (Firm Registration No 101411), appointed by the Board of Directors, as the Cost Auditor of the Company to conduct audit of cost accounting records of the Company maintained under Companies (Cost Records and Audit) Rules, 2014 and (Cost Records and Audit) Amendment Rules, 2014, for the Financial Year 2021-22 at a remuneration of ` 50,000/- (Rupees Fifty Thousand only) and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, be and is hereby ratified and confirmed.”

5.Appointment of Mr. Mukesh Bansal (DIN 02852531), as an Independent Director of the Company: -

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, Mr. Mukesh Bansal (DIN 02852531), who was appointed as Independent Director at the board meeting held on February 4, 2021, the approval of the members/shareholders of the Company be and are hereby accorded to the appointment of the Mr. Mukesh Bansal (DIN 02852531), as an Independent Director of the Company on the Board of the Company for a period of five consecutive years from 04.02.2021 to 03.02.2026.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof], Mr. Mukesh Bansal be paid such sitting fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

6.Appointment of Mr. Raj Kumar Pandey (DIN 08639710), 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 Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, Mr. Raj Kumar Pandey (DIN 08639710), who was appointed as Independent Director at the board meeting held on February 4, 2021, the approval of the members/shareholders of the

Company be and are hereby accorded to the appointment of the Mr. Raj Kumar Pandey (DIN 08639710), as an Independent Director of the Company on the Board of the Company for a period of five consecutive years from 04.02.2021 to 03.02.2026.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof], Mr. Mukesh Bansal be paid such sitting fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

7. Approval for Related Party Transactions

To pass the following resolution as a Special Resolution:

“ **RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with V-Marc Electricals Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of goods and services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 85 Crores (Rs. Eighty-Five Crores) for the financial year 2021-22, for Sale of Goods upto a maximum of Rs.5 Crores (Rs. Five Crores) for the Financial year 2021-22 and For Jobwork Charges upto a maximum of Rs. 10 Crores (Rs. Ten Crores) for the Financial Year 2021-22 provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

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

Haridwar
August 31, 2021

By Order of the Board of Directors
For V-Marc India Limited
Sd/-
(Kanchan Gupta)
Company Secretary
Mem. No.: A64223

Registered Office

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

Tel :+91-01334-239638;

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

CIN: L31908UR2014PLC001066

NOTES:

1.In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

2.Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3.The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4.The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5.Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.v-marc.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Or on the website of the Company i.e. www.v-marc.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The relevant details pursuant to regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed with the notice.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to officenns@gmail.com (Scrutinizer), cs@v-marc.com (Company) and with a copy marked to evoting@nsdl.co.in.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held by them in electronic form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.v-marc.com. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in electronic form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.
15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.
16. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain close from Friday, 24th September, 2021 to Wednesday, 29th September, 2021 (both days inclusive) in connection with the Annual General Meeting.
17. The Company or its Registrars and Transfer Agents, BIGSHARE SERVICES PRIVATE LIMITED cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
19. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
20. Non-Resident Members: Non Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:
- a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier

21. The Company has fixed Thursday, 23rd September, 2021 as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote in the Meeting.
22. Ms. Nityanand Singh, Company Secretary in Practice (M. No: 2668, COP No.2388) has been appointed as a Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.
23. The Explanatory Statement, pursuant to section 102 of the companies Act, 2013 setting out facts concerning the business under Item no.4 to 8 is attached with the notice.
24. All documents referred to in the notice and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11:00 a.m. and 4:00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
26. **The Instructions for members for remote E-Voting are As under:-**
The remote e-voting period begins on Saturday, 25th September, 2021 at 09:00 A.M. and ends on Tuesday, 28th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2021.

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

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


Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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 re-directed to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p>
<p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p>
<p>8. Now, you will have to click on "Login" button.</p>
<p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Narendra Dev) at evoting@nsdl.co.in

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

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

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

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

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

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

**ANNEXURE- I TO NOTICE
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE
8TH ANNUAL GENERAL MEETING
[PURSUANT TO REGULATION 36(3) OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

Name of Director	Mrs. Meenakshi Garg
Date of Birth	25-12-1981
Age	39 year
Date of Appointment	04/03/2014
Expertise in specific Functional Areas	Associated with Wires & Cables Industry since last 20 years
Qualifications	B.Com
Directors in other Public Companies	-
Other Positions	-
Membership of Committees in other unlisted Public Companies	-
Inter Relationship	Wife of Mr. Vikas Garg (Managing Director) and She is the Promoter of the Company
Shares held in the Company as at 31 st March,2021	33,48,596/- (19.95%)

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

ITEM NO. 4

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 August 31, 2021 appointed M/s. Ahuja Sunny & co, Cost Accountants, (Firm Registration No 101411),, as the Cost Auditor for audit of the cost records of the Company for the Financial Year ending March 31, 2022, at a remuneration amounting ` 50,000 (Rupees Fifty Thousand only) plus taxes as applicable and out of pocket expenses, if any. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Audit shall be ratified by the shareholders of the Company.

Accordingly, the consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 5 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022 by the shareholders at the ensuing Annual General Meeting of the Company.

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

None of the Director's, Key Managerial Personnel or there relatives are concerned or interested in the proposed Ordinary Resolution as set out in item No. 4 of this Notice.

ITEM NO. 5

The Board of Directors of the Company had appointed Mr. Mukesh Bansal (DIN : 02852531) as an Additional Director of the company, in the category of Non-Executive Independent Director, with effect from February 4, 2021.

As per the provisions of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has also received consent in writing from Mr. Mukesh Bansal, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Mukesh Bansal, Independent Director of the Company, have also given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Mukesh Bansal (DIN : 02852531) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for his appointment as an Independent Director 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 and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company www.v-marc.com.

The Board considers that the Company would be benefited by his experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mr. Mukesh Bansal (DIN: 02852531), shall hold office of a Director for a period as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mukesh Bansal (DIN : 02852531) as Independent director is now being placed before the Members for their approval. A brief profile of the Independent Director to be appointed is given below:

Mr. Mukesh Bansal is a practicing Chartered Accountants with over 20 years of experience in auditing, taxation, business and management consulting. He holds degree of Chartered Accountancy, Company Secretary and has also passed Diploma in System Audit (DISA). He has also served as Secretary and Chairman of CIRC in the past.

ITEM NO. 6

The Board of Directors of the Company had appointed Mr. Raj Kumar Pandey (DIN : **08639710**) as an Additional Director of the company, in the category of Non Executive Independent Director, with effect from February 4, 2021.

As per the provisions of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has also received consent in writing from Mr. Raj Kumar Pandey, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Raj Kumar Pandey, Independent Director of the Company, have also given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Raj Kumar Pandey (DIN : **08639710**) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for his appointment as an Independent Director 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 and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company www.v-marc.com.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Raj Kumar Pandey (DIN : **08639710**) as Independent director is now being placed before the Members for their approval. A brief profile of the Independent Director to be appointed is given below:

Mr. Raj Kumar Pandey holds a degree of Company Secretary from “The Institute of Company Secretaries of India” and is having experience of more than 12 years in the Corporates. He was associated with Patanjali Food & Herbal Park Private Limited for around 10 years in leadership roles in establishing the Mega Food Park, Scheme of Ministry of Food Processing Industries.

The Board considers that the Company would be benefited by her experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mr. Raj Kumar Pandey (DIN : **08639710**), shall hold office of a Director for a period as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Raj Kumar Pandey, being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary resolution set out at item no 6 for the approval of the Members.

ITEM NO. 7

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

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

The value of proposed aggregate transactions with V-Marc Electricals Private Limited is likely to exceed the said threshold limit, as specified for the F.Y 2021-22.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with V-Marc Electricals Private Limited in the financial year 2021-22.

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

S.No	Particulars	Remarks
1.	Name of the Related Party	V-Marc Electricals Private Limited
2.	Name of the Director or KMP who is related	Vikas Garg & Meenakshi Garg
3.	Nature of Relationship	Common Promoter
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	<p>Contract for purchase of raw material shall be on a continuous basis. Monetary value of proposed aggregate transactions during financial year 2021-22 is expected to be Rs.85.00 Crore</p> <p>Contract for Sale of Goods shall be on continuous basis. Monetary value of proposed aggregate transactions during financial year 2021-22 is expected to be Rs.5 Crores.</p> <p>Contract for Job-work shall be on continuous basis. Monetary value of proposed aggregate transactions during financial year 2021-22 is expected to be Rs.10 Crores</p>

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as an Special Resolution.

By Order of the Board of Directors
Sd/-
(Kanchan Gupta)
Company Secretary
M. No. ACS 64223