



V-MARC India Limited

CIN - L31908UR2014PLC001066

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

Date: **29.05.2026**

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

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Postal Ballot.

Dear Sir/ Madam,

With reference to above and pursuant to Regulation 30 of the listing regulations, we enclose herewith the copy of postal ballot notice dated May 29, 2026 along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations ("Notice") for seeking approval of the Members of the Company.

The notice is being sent only through electronic mode to those members whose names appear in the register of members/list of beneficial owners maintained by the Depositories as on May 22, 2026 ("Cut-off date") and whose e-mail addresses are registered with the Depositories/ RTA.

The remote e-voting facility commences from May 31, 2026, at 9:00 a.m. (IST) and will end on June 29, 2026, at 5:00 p.m. (IST). The e-voting system shall be disabled thereafter. The instructions for remote e-voting are provided in the notice. The copy of notice is also available on the website of the Company at www.v-marc.com and (NSE Limited) at www.nseindia.com.

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

Thanking You,

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

Anuj Ahluwalia
Company Secretary

V-Marc India Limited

(CIN: L31908UR2014PLC001066)

(Registered Office: PLOT NO. 3, 4, 18, 20A SECTOR IIDC, SIDCUL, Haridwar, Uttarakhand, India, 249403)

(Tel.: 01334-239638; Email: cs@v-marc.in; Website: <https://www.v-marc.com>)

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

VOTING STARTS ON	VOTING ENDS ON
Sunday May 31, 2026, at 9:00 Hours (IST)	Monday June 29, 2026, at 17:00 Hours (IST)

Dear Member(s),

Notice is hereby given to the members of **V-Marc India Limited (the “Company”)** that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (“**remote e- voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 (the “**MCA Circulars**”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. **May 22, 2026**.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through National Securities Depository Limited (“NSDL”), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. **May 22, 2026** will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e- voting period commences on **Sunday, May 31, 2026**, at **9:00 a.m.** and ends on **Monday, June 29, 2026**, at **5:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website at www.v-marc.com, website of stock exchanges (NSE Limited) at www.nseindia.com and website of NSDL at www.evoting.nsdl.com.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The Board of Directors on has appointed **M/s Komal & Associates, Practicing Company Secretary (FCS No.- 11636 COP Number -17597)**, as scrutinizer (the “Scrutinizer”) to conduct the postal ballot e-voting process in a fair and transparent manner.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer’s Report will be made available on the website of the Company at www.v-marc.com and website of NSDL at www.evoting.nsdl.com and shall also be intimated to the stock exchange(s), where the shares of the Company are listed. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. **June 29, 2026**. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESS

1. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendation of Board of Directors, the consent of the Members be and is hereby accorded for increase in Authorised Share Capital of the Company from **₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore Only) Equity Shares of ₹ 10/- (Rupees Ten only) each** and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new **Clause V**:

“V. The authorised share capital of the Company is 150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each with a power to increase and reduce the capital of the Company, subject to the provisions of the Act.”

FURTHER RESOLVED THAT the Board of Directors of the Company and/or the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to this Resolution without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

2. APPROVAL FOR ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF SECURITIES PREMIUM ACCOUNT OR OTHER PERMISSIBLE RESERVES:

To consider and, if thought fit, to pass, with or without modifications the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with provisions laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and subject to such approvals, consent, permissions, conditions and sanctions as may be necessary from appropriate Authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions and modifications by the Board of Directors and subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded to Board of Directors for capitalization of a sum not exceeding **Rs. 1,22,10,34,800/- (Rupees One Hundred and Twenty-Two Crore Ten Lakhs Thirty-Four Thousand and Eight Hundred Only)** or such other sum including required for adjustment/treatment of fraction as may be considered necessary by the Board of Directors standing to the credit of the Securities Premium or such other permissible account, for the purpose of issue of bonus equity shares of Rs. 10/- each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- each of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on “Record Date” as may be determined by the Board, in the proportion of **5 (Five) new fully paid-up equity share of Rs. 10/- each for every 1 (One)** existing fully paid-up equity shares of Rs. 10/- each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT:

- a) the bonus issue of shares will be made in the ratio of **5:1 i.e. 5 (Five) new fully paid-up Equity Shares for every 1 (One) Equity Shares** held to the shareholders on such date (Record Date) as may be determined by the Board of Directors after approval of this resolution by shareholders.
- b) the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;
- c) the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- d) Share certificate shall be issued to those to whom the Bonus Shares are allotted within the time prescribed in the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. With regard to the shares held in dematerialized form, the bonus shares will be credited to the respective demat A/c of the holders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorized to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchanges, SEBI, NSDL, CDSL, RTA or any other authority.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if any.

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

3. APPROVAL FOR APPOINTMENT OF DR. SHAILESH KUMAR AGRAWAL (DIN: 11622405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the Board be and is hereby accorded to seek approval of the members of the Company by way of Postal Ballot for appointment of Dr. Shailesh Kumar Agrawal (**DIN: 11622405**), who was appointed by the Board as an Additional Director in the capacity of Independent

Director with effect from **23rd March 2026** in meeting of Board of Directors, as an Independent Director of the Company, not liable to retire by rotation, for a term of (five) 5 consecutive years commencing from **23rd March, 2026 up to 22nd March, 2031**”.

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

By Order of the Board
For V-Marc India Limited

Place: Haridwar
Date: May 29, 2026

Sd/-
Vikas Garg
Chairman & Managing Director
DIN-05268238

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, read with section 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder, concerning the Special Business in respect of items set out above, is annexed hereto and forms part of this notice.
2. In terms of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by Postal Ballot.
3. The Board of Directors has appointed **Mrs Komal Ahuja (Proprietor of M/s Komal & Associates, Delhi, FCS No. 11636, CP No. 17597)**, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner, and he has expressed his willingness and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
4. The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with **Big share Services Private Limited**, Registrar and Share Transfer Agent of the Company ('**Bigshare**') and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories, i.e. National Securities Depository Limited ('**NSDL**')/Central Depository Services (India) Limited ('**CDSL**') as on **Friday, May 22, 2026 ('Cut-off date')** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, General Circular No. 03/2022 dated May 5, 2022, General circular No 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020, dated December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020, and April 08, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'). In accordance with the aforesaid MCA Circulars, a physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of member's assent or dissent would take place through the process of remote e-Voting only. A person who is not a member on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
5. A member cannot exercise his vote by proxy on the Postal Ballot. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut- Off Date.
6. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and amendments thereto, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed Bigshare Services Pvt Ltd to facilitate remote e-Voting, enabling the Members to cast their votes electronically (hereinafter referred to as the 'remote e-Voting'). The instructions for evoting are provided in this Postal Ballot Notice, which the members are requested to read carefully before casting their vote.

7. **The portal for remote e -voting will remain open for the members to exercise their voting right from Sunday, May 31, 2026 (9.00 A.M IST) till Monday, June 29, 2026 (5.00 P.M IST), both days inclusive. Please note the e-voting module will be disabled for e-voting by Bigshare after the said date and time.** During this period, the members of the Company holding shares as on the cut-off date may cast their vote electronically. Once a member casts a vote on the resolution, he/she shall not be allowed to change it subsequently.
8. All material documents referred to in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days up to and including the last day for remote e-Voting, i.e., **Monday, June 29, 2026**. Any member seeking to inspect the documents can send an e-mail to 'cs@v-marc.in' with the subject line "Inspection of Documents."
9. The Notice of Postal Ballot is also placed on the website of the Company, i.e. www.v-marc.com, and the website of Bigshare, i.e. <https://ivote.bigshareonline.com> and at the relevant sections of the websites of the stock exchange on which the shares of the Company are listed, i.e. National Stock Exchange of India Limited (www.nseindia.com).
10. Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-Voting instructions by the Members whose e-mail addresses are not registered with the DPs Those persons who are Members of the Company as of the Cut-off date, i.e., **Friday, May 22, 2026**, and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

i. For Temporary Registration for Demat shareholders:

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Bigshare by clicking the link on their website www.bigshareonline.com at the "For Investor" tab by choosing the "E-mail/Bank Detail Registration" heading and follow the registration process as guided therein.

The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an email to Bigshare at investor@bigshareonline.com. On submission of the shareholder's details, the shareholder will receive an OTP, which needs to be entered in the link for verification.

ii. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address in respect of Demat holdings with the respective DP by following the procedure prescribed by the DP.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Sunday, May 31, 2026 (9.00 A.M IST) till Monday, June 29, 2026 (5.00 P.M IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, May 22, 2026, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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. 3. 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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.</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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - 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’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- 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.
 - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

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 pskomalahuja@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Narendra Dev- Deputy Manager) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to 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 cs@v-marc.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 1

The present Authorized Share Capital of the Company is **Rs. 30,00,00,000 /-** ((Rupees Thirty Crore Only) divided into **3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

The Board of Directors have considered it necessary to increase the Authorized Share Capital of the Company which is presently at the Authorized Share Capital of the Company from **₹ 30,00,00,000 /-** (Rupees Thirty Crores Only) divided into **3,00,00,000 (Three Crore) equity shares of ₹ 10/- (Rupees Ten only) to ₹ 1,50,00,00,000 (Rupees One Hundred And Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹. 10/- (Rupees Ten only) each by creation of additional 12,00,00,000 (Twelve Crore) equity shares of ₹ 10/- (Rupees Ten only) each.**

In view of the above, it is necessary to amend **Clause V (a) of the Memorandum of Association to increase the Authorized Share Capital from ₹ 30,00,00,000 /-** (Rupees Thirty Crores Only) to **₹ 1,50,00,00,000 (Rupees One Hundred and Fifty Crore Only).**

The Board of Directors recommends the passing of the Resolution contained in Item no.1 of the accompanying Postal Ballot Notice as an **Ordinary Resolution.**

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their Shareholding in the Company, if any.

ITEM NO. 2

With a view to encourage the participation of retail investors in the long term, increasing the overall tradeable float/ activity level in the Equity shares and retail diversification of shareholding, and with a view to remunerate the equity shareholders, the Board of Directors at its meeting held on **May 11, 2026**, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- each credited as fully paid-up to eligible members of the Company in the proportion of **5 (Five) new fully paid equity share of Rs. 10/- each for every 1 (One) existing fully paid-up equity share of Rs. 10/- each** by capitalizing a sum not exceeding **Rs.1,22,10,34,800/- (Rupees One Hundred and Twenty-Two Crore Ten Lakhs Thirty-Four Thousand Eight Hundred Only)** or such other sum including required for adjustment/treatment of fraction as may be considered necessary by the Board of Directors standing to the credit of the Securities Premium or such other permissible account, for the purpose of issue of bonus shares. Article of Association of the Company permits only securities premium account and capital redemption reserve account by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Bonus Shares so allotted shall rank pari- passu in all respects with the fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter IX of SEBI (ICDR) Regulations 2018

The Company has proposed to create a reserve of up to **Rs. 1,22,10,34,800/- (Rupees One Hundred and Twenty-Two Crore Ten Lakhs Thirty-Four Thousand Eight Hundred Only)** or such other sum

including required for adjustment/treatment of fraction as may be considered necessary by the Board of Directors standing to the credit of the Securities Premium or such other permissible account, for the purpose of issue of bonus equity shares of Rs. 10/- each, credited as fully paid to the eligible members of the Company shall be created towards issuance of bonus shares to the warrant holders post conversion of their warrants into equity shares or such other sum calculated as per number of warrants as may be outstanding as on record dated fixed for the purpose of bonus issue, if as on that date, outstanding number of warrants are different from present. The Authorized Share Capital of the Company is also sought to be increased for the purpose.

In terms of the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of Ordinary Resolution for capitalizing the security premium account in pursuance of issue of bonus shares.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of equity shares held by them in the Company.

ITEM NO. 3

The Members may note that Mr. Raj Kumar Pandey had resigned from the position of Non-executive & Independent Director of the Company with effect from **March 19, 2026**, due to other preoccupations. In order to comply with the applicable provisions of SEBI LODR Regulations, 2015 & Companies Act, 2013, with respect to the composition of the Board of Directors and Committees thereof, the Board of Directors, at the recommendation of Nomination & **Remuneration Committee appointed Dr. Shailesh Kumar Agrawal (DIN: 11622405)** as an Additional Director in the category of Independent Director by the Board of Directors at its meeting held on **23rd March 2026** pursuant to Section 161 of the **Companies Act, 2013**.

In terms of Section 161 of the Act, an Additional Director holds office up to the date of approval of shareholders. Accordingly, the approval of shareholders is required for regularisation of his appointment as an Independent Director of the Company for a term of five consecutive years commencing from **23rd March 2026**.

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

- The Company has received from Dr. Shailesh Kumar Agrawal Consent to act as Director in Form DIR-2;
- Declaration of Independence under Section 149(7) of the Act; and
- Confirmation that he is not disqualified under Section 164 of the Act.

Additional Information in respect of Dr. Shailesh Kumar Agrawal, including brief profile, Pursuant to listing Regulations and Secretarial Standard on General Meetings, is provided below:

Dr. Shailesh Kumar Agrawal is an eminent engineering professional with a Ph.D. in Earthquake Engineering from IIT Roorkee. He holds an MTech. in Structural Engineering from IISc Bangalore, where he was the Topper of the Group, Master of Science (S&T) from BITS Pilani and a B.Tech. from GB Pant University as a Silver Medallist. With over 37 years of experience, Dr. Agrawal served as the

Executive Director of the Building Materials & Technology Promotion Council (BMTPC) under the Ministry of Housing & Urban Affairs from 2008 to 2025. His career also includes 20 years as a Scientist at CSIR-CBRI, Roorkee, specializing in disaster mitigation, structural dynamics, and the rehabilitation of distressed structures.

Key Highlights:

- National Leadership: Spearheaded the promotion of emerging housing technologies under the Pradhan Mantri Awas Yojana (PMAY)-Urban.
- Awards: Recipient of the Bharat Ratna Atal Bihari Vajpayee Tech Titan of India (2023) and Lifetime Achievement Awards from the Indian Concrete Institute and Concrete Engineers Association.
- Academic Contribution: Published approximately 100 research papers and five books; currently serves as a Visiting Faculty at SPA, New Delhi.
- Expertise: Recognized authority in earthquake-resistant construction, global housing technology challenges, and sustainable building systems.

The Nomination and Remuneration Committee has reviewed his profile and recommended his appointment. The Board is of the opinion that Dr. Shailesh Kumar Agrawal fulfils the conditions specified for appointment as an Independent Director under the Act and the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and is independent of the management.

Considering the timelines and to ensure compliance, it is proposed to seek the approval of shareholders by way of **Postal Ballot** in accordance with Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

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

Name of Director	Dr. Shailesh Kumar Agrawal
Director Identification Number (DIN)	11622405
Date of Birth & Age	Date of Birth: November 06, 1965 Age:60 Years
Nationality	Indian
Date of First/Original Appointment	March 23,2026
Qualification(s)	<ul style="list-style-type: none"> • Ph.D. (Earthquake Engg.), 2001 (IIT Roorkee) • Master of Science (S&T), 1990 (BITS Pilani) • M.Tech. (Structural Engg.)- Topper of the Group, 1988 (IISc Bangalore) • B.Tech. (Civil Engg.) - Silver Medalist, 1986 (GB Pant University of Agriculture & Technology, Pantnagar)
Number of Shares held in the Company	NIL
Brief Profile/Resume	Refer Agenda Item No. 3 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Nature of expertise in specific functional areas including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>As Executive Director of BMTPC from 2008-2025, working towards the mandate of Affordable Housing for All through Pradhan Mantri Awas Yojna (PMAY)-Urban by promoting & transferring emerging housing technologies for faster & sustainable development at the grass root level for the common people of India.</p> <p>The current areas of work are (a) alternate building materials & construction technologies, Disaster Mitigation & Management, Skill development & Capacity Building and Project Management & Consultancy (b) Transplanting best construction systems from the globe for faster delivery of quality, sustainable & affordable houses across India (c) Vulnerability Atlas of India.</p> <p>Prior to this assignment, devoted 20 years (1988-2008) to provide S&T backup in the area of building science & technology in the capacity of scientist at CSIR-CBRI with special emphasis on earthquake engineering., structural dynamics, distressed structures, repair & rehabilitation, computer aided structural analysis & design through continued R&D with quality objectives in applied research, societal based R&D programmes, resource generation, and publications</p>
Listed entities (other than V-Marc India Limited) in which he holds the directorship and the membership of Committees of the board along with listed entities from which the person	NIL

has resigned in the past three years	
Directorship held in other companies	NIL
Committee Positions in other Public Companies	NIL
Number of Board meetings attended	One Meeting of Board of Directors since his appointment as Additional Non-Executive Independent Director
Terms and Conditions of Appointment/ Reappointment	Non-executive & Independent Director of the Company, not liable to retire by rotation for a period of Five consecutive years with effect from March 23, 2026. Also, please refer Agenda Item No. 3 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act,2013
Details of proposed remuneration from the Company	He shall be paid remuneration by way of sitting fee for attending the meeting of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other Committee meetings and profit related commission within the limits under Section 197 of the Companies Act, 2013, as payable to other Non-Executive Directors in terms of the “Policy on Appointment and Remuneration of Director(s), KMP(s) And SMP(s)”, as approved by the Nomination & Remuneration Committee or the Board or Shareholders, from time to time. The said policy is available at the website of the Company i.e.
Last Remuneration drawn from the Company (including Sitting fee and Commission)	NIL
Relationships between Directors inter-se and other Key Managerial Personnel	Not Related