

Corporate Office  
801-A & B, 802-A, B & C, 8th Floor,  
Well-done Tech Park, Sohna Road,  
Sec-48, Gurugram - 122018 (Haryana)  
Tel / Fax : +91 124 4896700



**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: 27.09.2024**

NSE Symbol: **K2INFRA**  
ISIN: **INE0DEZ01013**

**Subject: Disclosure of Consolidated Scrutinizers Report**

Dear Sir/ Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Scrutinizers' Report on Remote E-Voting and Electronic Voting during the 11th (Eleventh) Annual General Meeting ("AGM") of Members of the V-Marc India Limited ("Company") held on **Wednesday, September 25, 2024, at 11.00 A.M. (IST)** through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), which was commenced at 11:20 A.M (IST) and concluded at 11: 50 A.M (IST).

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

Thanking You,

Yours Faithfully,  
For **K2 Infragen Limited**

**Jyoti Lakra**  
Company secretary & Compliance officer

**Place: Gurugram**

**CONSOLIDATED SCRUTINIZERS' REPORT**

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

To  
The Chairman  
**K2 Infragen Limited**  
**CIN:** U74110HR2015PLC076796  
**Registered office:** 801 A, B & 802 A, B,  
C, 8TH Floor Welldone Tech Park,  
Sector-48, Sohna Road, Gurgaon, Haryana, India , 122018.

**For 9<sup>th</sup> (Ninth) Annual General Meeting ("AGM") of Members of the Company held on Wednesday, September 25, 2024, at 11.00 A.M. (IST) convened through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").**

Dear Sir,

I, Devender Suhag, Proprietor of M/s SMD & Co., Company Secretary in whole-time practice, (holding Membership No. F9545 and C.P. No 26611) was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at Annual General Meeting (AGM) under the provisions of Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 (collectively referred to as "**MCA Circulars**"), and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 ("**SEBI Circular**") issued in this regard on the resolutions as set-out in the Notice dated September 03, 2024 ('Notice') for 9<sup>th</sup> (Ninth) Annual General Meeting of Members of the Company held on Wednesday, September 25, 2024 at 11.00 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

**Regd Office: C1-2767, Sector-43, Sushant Lok 122003, Gurgaon, Haryana.**  
**Email: dsuhag@smdandco.in Contact No: +91-8130586611**

**I submit my report as under:**

1. The remote e-voting period commenced on Saturday, September 21, 2024 at 09.00 A.M. and ended on Tuesday, September 24, 2024 at 5.00 P.M. via e-voting platform on the designated website of Kfintech, Authorised agency to provide e-voting facility viz: <https://evoting.kfintech.com/>. The Company appointed Kfintech, as service provider, to provide video conferencing/OAVM facility to the Members who participated through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the "cut-off date" i.e. **Wednesday, September 18, 2024** were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions (Item nos. 1 to 10) as set out in the Notice.
3. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. My responsibility as Scrutinizer is restricted to make consolidated Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM.
4. After the closure of the e-voting at the AGM, the e-voting conducted at the AGM and the remote e-voting conducted prior to the AGM were unblocked and were downloaded in the presence of two witnesses, Honey Bhardwaj and Sneha Aggarwal who are not in the employment of the Company. The votes casted by the Members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company.
5. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.
6. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

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**ORDINARY BUSINESS:****Resolution 01: Ordinary Resolution****1. To receive, consider and adopt:**

(a) The audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors' thereon; and

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	-	-	15	6229100	-	-
E-Voting at AGM/IPOLL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

(b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and reports of Auditors' thereon.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	-	-	15	6229100	-	-
E-Voting at AGM/IPOLL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

### Resolution 02: Ordinary Resolution

To appoint a director in place of Mr. Rajesh Tiwari (DIN:06947965) who retires by rotation and being eligible offers himself for re-appointment.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	1	685460	14	5543640	-	-
E-Voting at AGM/IPOLL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>17</b>	<b>5610240</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 5610240**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

### Resolution 03: Ordinary Resolution

To appoint a director in place of Ms. Priya Sharma (DIN: 02743915) who retires by rotation and being eligible offers herself for re-appointment.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	2	2848849	13	3380251	-	-
E-Voting at AGM/IPOLL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>16</b>	<b>3446851</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 3446851**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**Votes Invalid due to being interested in resolution**

**\*1 shareholder participated but he abstained from voting.**

**SPECIAL BUSINESS:****Resolution 04: Ordinary Resolution**

Appointment of Mr. Ajai Kumar Singh Chauhan (DIN: 08863524) as an Independent Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	-	-	15	6229100	-	-
E-Voting at AGM/IPOLL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

**Resolution 05: Ordinary Resolution**

Appointment of Ms. Shipra Sharma (DIN: 08926052) as an Independent Director of the Company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	-	-	15	6229100	-	-
E-Voting at AGM/IPO LL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting**

**Resolution 06: Ordinary Resolution**

Appointment of Mr. Sagar Bhatia (DIN: 10366005) as an Independent Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
<b>Remote e-voting</b>	16	7235788	-	-	15	6229100	-	-
<b>E-Voting at AGM/IPOLL</b>	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

**Resolution 07: Ordinary Resolution**

Appointment of Mr. Devender Kumar Valecha (DIN:06847789) as a Director:

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
<b>Remote e-voting</b>	16	7235788	-	-	15	6229100	-	-
<b>E-Voting at AGM/IPOLL</b>	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

### Resolution 08: Ordinary Resolution

Appointment of Mr. Devender Kumar Valecha (DIN:06847789) as an Executive Director:

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	-	-	15	6229100	-	-
E-Voting at AGM/IPOLL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

### Resolution 09: Ordinary Resolution

Appointment of Mr. Naresh Kumar (DIN: 09163376) as Director:

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	-	-	15	6229100	-	-
E-Voting at AGM	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**



## Resolution 10: Ordinary Resolution

Appointment of Mr. Naresh Kumar (DIN: 09163376) as an Executive Director:

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	16	7235788	-	-	15	6229100	-	-
E-Voting at AGM/IPOLL	03	66600	-	-	03	66600	-	-
<b>TOTAL</b>	<b>19</b>	<b>7302388</b>	-	-	<b>18</b>	<b>6295700</b>	-	-

**Total Valid Votes (Total Votes - Invalid votes) = 6295700**

**Votes in Favour (% of Total Valid Votes) = 100%**

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

**\*1 shareholder participated but he abstained from voting.**

- All the papers relating to remote e-voting and e-voting at the Annual General Meeting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and thereafter, I shall hand over all the related papers to the Company Secretary of the Company.
- Based on the above voting, I confirm that all the resolutions have been carried on with requisite majority, accordingly i request the Chairman/Authorised Person of the 9<sup>th</sup> AGM, to announce the result of the meeting.

**For SMD & Co.**

**(Company Secretaries)**

Devender  
Suhag  
CS Devender Suhag

Digitally signed by  
Devender Suhag  
Date: 2024.09.27  
13:43:33 +05'30'

**Scrutinizer**

**PR No: 3866/2023**

**UDIN: F009545F001339918**

**FCS No: 9545**

**C.P. No: 26611**

**Date: 27.09.2024**

**Place: Gurgaon**

**Counter Signed by Chairman/Authorised Person**