BOARD'S REPORT

To,
Dear Members,
Varindera Constructions Limited

Your Board of Director's are pleased to present the Thirty-ninth 39th Annual Report on the business and operations together with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ("FY) ended March 31, 2026, of the Varindera Constructions Limited (the "Company" or "VCL").

1. RESULTS OF OPERATIONS AND STATE OF AFFAIRS - FINANCIAL HIGHLIGHTS

The summary of the Standalone and Consolidated financial performance is set out as below:

(Rs. in Million)

Particulars	**Financial Year ended March 31, 2026**		**Financial Year ended March 31, 2025**	
	Standalone	**Consolidated**	**Standalone**	**Consolidated**
Revenue from Operations	26,170.79	26,077.77	19,858.76	19,858.76
Profit before Finance Cost, Depreciation and Amortisation, Exceptional Items, Other Income and Tax (EBITDA)	3,799.36	3803.15	3,103.35	3,105.34
Less: Finance Costs	585.91	583.11	495.99	496.12
Depreciation and amortisation	495.44	483.81	257.77	258.02
Exceptional Items – gain	-	-	-	-
Add: Other Income	519.00	426.56	305.52	284.44
Profit /(Loss) before Tax	3,237.01	3,162.79	2,655.11	2,635.64
Less: Tax Expense	861.42	864.38	601.75	601.75
Profit/(Loss) after Tax	2,375.59	2,298.41	2,053.36	2,033.89
Add: Other Comprehensive Income	50.44	61.83	44.23	46.60
Total Comprehensive Income / (Loss) carried to Other Equity	2,426.03	2,360.24	2,097.59	2,080.49

The Company's Revenue from Operations on a Standalone basis for FY 2025–26 was ₹ 26,170.79 Million as compared to ₹ 19,858.76 Million in FY 2024–25, thereby showing YoY increase of 31.78%. The Operating Profit (EBITDA) (Standalone) stood at ₹ 3,799.36 Million as against ₹ 3,103.35 Million in the previous year, marking YoY uptrend of 22.43 %. The Net Profit for the year stood at ₹ 2,375.59 Million as against ₹ 2,053.36 Million reported in the previous year, reflecting YoY increase of 15.69%.

The Company's Consolidated Revenue from Operations for FY 2025–26 was ₹ 26,077.77 Million (Previous Year: ₹ 19,858.76 Million), registering YoY increase of 31.32%. The Consolidated Operating Profit (EBITDA) stood at ₹ 3,803.15 Million against ₹ 3,105.34 Million in Previous Year, marking YoY growth of 22.47%. The Consolidated Profit After Tax stood at ₹ 2,298.41 Million against ₹ 2033.89 Million in Previous Year reflecting significant YoY increase of 13.01% YoY, Important Financial performance and ratio are represented as follows:

S. No.	Particulars	Unit	FY 2025-26	FY 2024-25
1	EBITDA	INR Million	4,318.36	3,408.87
2	EBITDA Margin (%)	%	16.50%	17.17%
3	Profit after tax ("PAT")	INR Million	2,375.59	2,053.36
4	PAT Margin (%)	%	09.08 %	10.34 %
5	Debt to Equity	Times (x)	0.81	0.70
6	Return on Equity (including total net worth)	%	24.77 %	33.57 %
7	Return on Capital Employed (including total net worth)	%	26.38 %	25.16 %
8	Current Ratio	Times (x)	1.27	1.50

2. BUSINESS OPERATIONS

The Company filed its Draft Red Herring Prospectus ("DRHP") with SEBI on September 30, 2024 as part of its proposed listing process. Company received In-Principle Approvals for listing from NSE and BSE on December 18, 2024, and from SEBI on January 23, 2025. The approval received from SEBI was valid for 12 months ie. Upto January 22,2026. Geopolitical shifts during the financial year marked by U.S. China trade fragmentation, aggressive reciprocal tariff implementations and Gulf War triggered sever volatility and impacted financial market, driving up crude prices, including record foreign capital outflow from emerging economies. Considering the prevailing Capital Market conditions and in the interest of maximizing stakeholder value, the Company decided to defer the IPO and assess market conditions. Your Company is planning to come up with the IPO at a future date, subject to regulatory and other approvals.

Your Company is an integrated engineering, procurement and construction ("EPC") company with focused experience on construction of Buildings. Company has established a strong reputation in the construction industry over the past three decades, with a consistent track record of delivering high-quality projects in difficult terrains within India and Overseas, prioritizing safety, and ensuring timely completion. In order to expand its footprint outside India and leverage on the EPC experience, your company has formed a Limited Liability Company (LLC) Company in Dubai. Very soon, basis the improvement in Geopolitical scenario, company will start bidding for EPC contracts in Dubai market.

The business of the Company comprises primarily of Building Construction projects, including Residential Buildings in both Government and Private space, Commercial Buildings consisting of redevelopment of Railway Station Buildings, Offices & Complexes, Institutional Buildings like Schools, Sports Universities, Libraries and Court Complexes, Data Centre building etc, Healthcare Buildings like Hospitals, Mediclinic and Area Health Centres etc. and Infrastructure Projects such as construction of Metro Depots, Aircraft Hangars, Roads and resurfacing of Runways for Defence Organizations etc.

During the Financial Year 2025-26, your Company undertook several key initiatives aimed at achieving operational excellence and sustainable growth:

- Entered Industrial & Data Centre vertical with a 120 MW Data Centre project.
- Top 3 customers account for around 50% of unexecuted order book (vs around 90% at the time of filing the DRHP)
- Opened a new Regional Office in Mumbai as part of our strategic expansion.
- Strong credit profile Awarded as Best Professionally Managed company by CIDC
- Awarded as second fastest growing company (in Mid Category with turnover above 2000 Cr) by Construction World.
- Strategic shift in order book concentration with proper mix between Government and Private sector. Nearly 51% of the unexecuted order book is with Private sector vs no presence in FY'24-
- Strong focus on technology and digitization:
- Introduced digital apps in Quality and Safety
- Digitized operational dashboards
- Introduced AI driven approach in Tendering & Contract Management

As of March 31, 2026, Company had an open order book of Rs. 57,196.20 million.

3. DIVIDEND

In order to cater the growth plans of the Company and to strengthen its financial position, the Board of Directors have agreed to retain and plough back the profits available for distribution into the business. Therefore, Board of Directors have not recommended dividend for the financial year under review. The Board of Directors of the Company had adopted the Dividend Distribution Policy which is available on the Company's weblink https://www.vclgroup.in.

4. SHARE CAPITAL OF THE COMPANY

During the FY 2025-26, there no was change in the capital structure of the Company. As on March 31, 2026, the capital structure of the Company is as follows:

i. Authorized Share Capital:

The authorized share capital of the Company stands ₹ **24,00,00,000** (Rupees Twenty-Four Crores Only), comprising **24,00,00,000 equity shares** of face value **₹ 1/- each**.

ii. Issued Share Capital:

The issued share capital of the Company is **₹ 15,62,80,000** (Rupees Fifteen Crore Sixty-Two Lakh Eighty Thousand Only), comprising **15,62,80,000 equity shares** of face value **₹ 1/- each**.

iii. Subscribed Share Capital:

The subscribed share capital of the Company is **₹ 15,62,80,000** (Rupees Fifteen Crore Sixty-Two Lakh Eighty Thousand Only), comprising **15,62,80,000 equity shares** of face value **₹ 1/- each**.

iv. Paid-up Share Capital:

The paid-up equity share capital of the Company is **₹ 15,49,80,000** (Rupees Fifteen Crore Forty-Nine Lakh Eighty Thousand Only), comprising **15,49,80,000 equity shares** of face value **₹ 1/- each**.

5. TRANSFER TO RESERVES

The Company has not transferred any amount to the General Reserves in FY 2025-26.

6. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any Associate as on March 31, 2026. Further, The Company has not entered into any joint venture during the financial year 2025-26

During the year under review, VCIL Mauritius Private Limited has launched its flagship luxury residential and commercial project, Blue Lagoon. The project seamlessly blends modern architecture with sea and canal views, offering residents an unmatched lifestyle experience. The project has received overwhelming response and more than 40% booking is received in very shot period of time. Company did groundbreaking ceremony in January 2026 and construction of Residential and Commercial buildings are going on in full swing. o

During the financial year under review, the Company has incorporated a wholly owned subsidiary namely Varindera Constructions LLC, in Dubai, United Arab Emirates, on February 11, 2026. The subsidiary has been incorporated to support the Company's business expansion and strengthen its more presence in international markets.

Details of transactions with existing jointly controlled entities have been mentioned in Note No. 47 of the Standalone Balance Sheet.

Pursuant to Section 129(3) of the Act, read with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of subsidiary in prescribed form AOC-1, is annexed in this Board’s Report. The said statement also provides the details of performance and financial position of the subsidiary and its contribution to the overall performance of the Company.

In terms of the requirement of Section 136 of the Act, the financial statement of the subsidiary is available on the Company’s website at www.vclgroup.in

The Audited Financial Statement of the subsidiary is available for inspection at the Company’s registered office. The physical copies of annual financial statements of the subsidiary will also be made available to the members of the Company upon request.

7. PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

As per Companies Amendment Act, 2017, effective from May 07, 2018, except Section 186(1), nothing contained in Section 186 of the Act shall apply to any loan made, any guarantee given, or any security provided or any investment made by a Company engaged in the business of providing infrastructural facilities. Since the Company is an Infrastructure Company, the provisions of Section 186 are not applicable to the Company except sub-section 1 of section 186 of the Companies Act, 2013.

Particulars of Loans, Guarantees and Investments made during the year are given in the note no. 5 and 6 of the Financial Statements forming part of Annual Report.

9. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Act and implementation requirements of Indian Accounting Standards ("IND-AS") on accounting and disclosure requirements, the audited consolidated financial statements are provided in this Annual Report.

10. EMPLOYEE STOCK OPTION SCHEME (ESOP)

The shareholders of the Company in the Extraordinary General Meeting held on August 29, 2024, approved the Varindera Employee Stock Option Plan 2024. During the reporting financial year 2025-26, the Company has not granted any options.

11. BOARD OF DIRECTORS

The Company ensures that it evolves and follows the corporate governance guidelines and best practices diligently, not just to boost long-term shareholder value, but also to respect rights of the minority. The Company considers its inherent responsibility to disclose timely and accurate information regarding the operations and performance, leadership, and governance of the Company
The composition of the Board of Directors of the Company as on March 31, 2026, and changes occurred among them during the year under review and up to date of signing of Board's Report is given below:

Sr. No.	Name of Directors	DIN	Current Designation
1.	Mr. Varinder Kumar Garg	01563868	Chairman & Whole-Time Director
2.	Mr. Vivek Garg	02187343	Managing Director & CEO
3.	Mrs. Sushma Garg	01130678	Whole-Time Director
4.	Mr. Vinod Kumar	10392103	Non-Executive- Independent Director
5.	Ms. Neeru Abrol	01279485	Non-Executive – Women Independent Director
6	Mr. Naresh Kumar Jain	01281538	Non-Executive- Independent Director

During the year under review, consequent to the vacancy caused by the unfortunate demise of Mr. Kuljit Singh Popli on April 18, 2025, the Board of Directors appointed Mr. Naresh Kumar Jain (DIN: 01281538) as an Additional Non-Executive Independent Director of the Company with effect from May 01, 2025. Subsequently, the Members of the Company approved his appointment as a Non-Executive Independent Director by way of a Special Resolution passed at the Annual General Meeting held on July 02, 2025. Accordingly, Mr. Naresh Kumar Jain continues to hold office as a Non-Executive Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 and the applicable rules made thereunder.

All the Independent Directors of the Company are registered in the data bank of Independent Directors pursuant to the provisions of the Companies (Appointment & Qualifications of Directors) Rules, 2014. The Company has received disclosures from all the Independent Directors that they fulfil conditions specified under Section 149(6) of Companies Act, 2013 and are Independent of the Management of the Company. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013 and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150

of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

In the opinion of the Board, all the directors, including the aforesaid directors, possess the requisite qualifications, experience, expertise, proficiency and hold high standards of integrity.

The Company has also received Form MBP-1 pursuant to Section 184(1) read with relevant rules and Form DIR-8 from all the Directors pursuant to Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

APPOINTMENT OF INDEPENDENT DIRECTOR AND JUSTIFICATION OF THE APPOINTMENT

During the year under review, Mr. Naresh Kumar Jain (DIN: 01281538) was appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from May 01, 2025, and ending on April 30, 2030. His appointment was approved by the Members of the Company by way of a Special Resolution passed at the 38th Annual General Meeting held on July 02, 2025.
Mr. Naresh Kumar Jain is a highly accomplished professional with over 45 years of experience in the corporate, legal, and governance domains, including more than 30 years in senior managerial roles. A law graduate from Delhi University and a Fellow Member of the Institute of Company Secretaries of India (ICSI), Mr. Jain is also an Honorary Fellow Member of the Institute of Certified Public Secretaries of Kenya.

DIRECTORS RETIRING BY ROTATION

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Varindera Kumar Garg, Chairman & Whole-time director of the Company will retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing Annual General Meeting. The Company has received requisite consent and declaration from Mr. Varinder Kumar Garg seeking re-appointment as the ensuing Annual General Meeting. A resolution seeking approval of the members for reappointment and their brief resume along with other details as stipulated under the Companies Act, 2013 read with Secretarial Standards, form part of the Notice of the AGM.

RE- APPOINTMENT OF DIRECTORS

During the FY 2025-26, Mrs. Sushma Garg (DIN: 01130678) has been re-appointed as a Whole Time Director of the Company by passing special resolution at 38th Annual General Meeting of the Company held on July 02, 2025, for a period of Five years with effect from May 01, 2026, to April 30, 2031.

12. RESIGNATION / CESSATION:

During the financial year under review, there was no resignation or cessation of any Director from the Board of the Company, except for the cessation of Mr. Kuljit Singh Popli, Independent Director, consequent to his unfortunate demise on April 18, 2025.

13. KEY MANAGERIAL PERSONNEL

As on date of this report, the following persons are the Key Managerial Personnel ("KMP") of the Company pursuant to Section 2(51) and Section 203 of the Act:

a) Mr. Varinder Kumar Garg, Chairman & Whole-Time Director
b) Mr. Vivek Garg, Managing Director & Chief Executive Officer
c) Mrs. Sushma Garg, Whole-Time Director
d) Mr. Krishna Kumar Mishra, Chief Financial Officer*
e) Mr. Anurag Srivastava, Company Secretary

*During the year under review, Mr. Vikas Jain resigned from the position of Chief Financial Officer (CFO) of the Company with effect from the close of business hours on December 22, 2025. Subsequently, the Board appointed Mr. Krishna Kumar Mishra as the Chief Financial Officer of the Company with effect from March 16, 2026.

14. BOARD COMMITTEES

In compliance with the statutory requirements, the Company has constituted mandatory Committees viz. Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee.

In addition to the above, the Company has also established Operating Committee viz. Executive Committee to handle day to day operational matters of the Company.

During the year under review, the Company has constituted the Those Charged with Governance (TCWG) Committee in accordance with the applicable legal and regulatory requirements. The Committee has been established to facilitate an effective two-way communication process between the Statutory Auditors ("Auditors") and Those Charged with Governance ("TCWG"), thereby strengthening oversight, transparency, accountability, and corporate governance within the Company.

The Committees are formed with approval of the Board and function Charters as per the applicable provisions. These Committees play an important role in the overall management of day- to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board.

AUDIT COMMITTEE

The Audit Committee of the Board is constituted in accordance with Section 177 of the Act read with Regulation 18 of the SEBI Listing Regulations, 2015. The composition, quorum, terms of reference, functions, powers, roles and scope are in accordance with Section 177 of the Act read with the Regulation 18 of the SEBI Listing Regulations, 2015.

The details of the members of audit committee as on March 31, 2026, and up to date of signing of Board's Report is given below and all the members of the committee are financially literate and possesses financial expertise:

Sr. No.	Members of the Committee	Designation
1	Mr. Vinod Kumar, Independent Director	Chairperson
2	Mr. Vivek Garg, Managing Director & CEO	Member
3	Mr. Naresh Kumar Jain, Independent Director	Member

The Board of the Company has appointed Mr. Vinod Kumar as the Chairperson of the Audit Committee Meeting of the Company.
In view of the vacancy caused due to the demise of Mr. Kuljit Singh Popli, Mr. Naresh Kumar Jain was appointed as a Member of the Audit Committee w.e.f. 01st May 2025, to ensure the continued compliance with the statutory composition requirements.

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Stakeholder's Relationship Committee has been constituted by the Board at its meeting held on July 06, 2024, in accordance with Section 178 (5) of the Act read with Regulation 20 of SEBI Listing Regulations.

The details of the constituted members of Stakeholder's Relationship Committee as on March 31, 2026, and changes occurred among them during the year under review and up to date of signing of Board's Report is given below.

Sr. No.	Members of the Committee	Designation
1	Mr. Vinod Kumar, Non-Executive - Independent Director	Chairperson
2	Mr. Vivek Garg, Managing Director & CEO	Member
3	Mr. Varinder Kumar Garg, Chairman & Whole-Time Director	Member

The Board of the Company has appointed Mr. Vinod Kumar as the Chairperson of the Stakeholder's Relationship Committee Meeting of the Company until otherwise decided by the Board or by the Stakeholder's Relationship Committee itself in its meeting held on July 06, 2024. During the financial year 2025-26, no meeting of Stakeholder's Relationship Committee was conducted due to its non-applicability.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been re-constituted by the Board in accordance with the provision of Section 178 of Act read with Regulation 19 of SEBI Listing Regulations. For better

Corporate Governance and ensure participation of newly appointed Independent Directors in the decision making of the Company.

The details of the members of Nomination and Remuneration Committee as on March 31, 2026, and up to date of signing of Board's Report is given below:

Sr. No.	Members of the Committee	Designation
1	Mr. Vinod Kumar, Independent Director	Chairperson
2	Mr. Varinder Kumar Garg, Chairman & Whole-Time Director	Member
3	Ms. Neeru Abrol, Independent Director	Member
4	Mr. Naresh Kumar Jain, Independent Director	Member

The Board of the Company has appointed Mr. Vinod Kumar as the Chairperson of the Nomination and Remuneration Committee Meeting of the Company. In view of the vacancy caused due to the demise of Mr. Kuljit Singh Popli, Mr. Naresh Kumar Jain was appointed as a Member of the Nomination and Remuneration Committee w.e.f. 02nd May 2025, to ensure the continued compliance with the statutory composition requirements.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee has been constituted by the Board in accordance with Regulation 21 of SEBI Listing Regulations on July 06, 2024 and reconstituted on 16th March 2026, to have fair, transparent, better Corporate Governance, better participation and decision making in the Risk Management Committee.

The details of the constituted members of Risk Management Committee as on March 31, 2026, and changes occurred among them during the year under review and up to date of signing of Board's Report is given below

Sr. No.	Members of the Committee	Designation
1	Mr. Varinder Kumar Garg, Chairman & Whole-Time Director	Chairperson
2	Mr. Vinod Kumar, Independent Director	Member
3	Mr. Vivek Garg, Managing Director & CEO	Member
4	Mr. Vikas Jain*	Member
5	Mr. Krishna Kumar Mishra**	Member

The Board of the Company has appointed Mr. Varinder Kumar Garg as the Chairperson of the Risk Management Committee Meeting of the Company

**Ceased w.e.f. December 22, 2025*
***Appointed w.e.f. March 16, 2026*

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CSR is commitment of the Company to improve the quality of life of the community and society at large and an initiative to assess and take responsibility for the company's effects on environment and social wellbeing. The Company believes in undertaking business in such a way that it leads to overall development of all stakeholders and society.

The details of the members of Corporate Social Responsibility Committee on March 31, 2026, and up to date of signing of Board's Report is given below:

Sr. No.	Members of the Committee	Designation
1	Mr. Varinder Garg, Chairman & Whole-Time Director	Chairperson
2	Mr. Vinod Kumar, Independent Director	Member
3	Mr. Vivek Garg, Managing Director & CEO	Member

The Board of the Company has appointed Mr. Varinder Garg as the Chairperson of the Corporate Social Responsibility Committee Meeting of the Company until otherwise decided by the Board.

EXECUTIVE COMMITTEE

The Executive Committee has been constituted by the Board in accordance Companies Act 2013

The details of the constituted members of Executive Committee as on March 31, 2026, and up to date of signing of Board's Report is given below.

Sr. No.	Members of the Committee	Designation
1	Mr. Varinder Kumar Garg, Chairman & Whole-Time Director	Chairperson
2	Mr. Vivek Garg, Managing Director & CEO	Member
3	Mrs. Sushma Garg Whole Time Director	Member

15. MEETINGS

BOARD MEETINGS

The Board of Directors of the Company met six times during the FY 2025–26. The meetings were held on the following dates: May 01, 2025, May 02, 2025, June 06, 2025, September 06, 2025, November 21, 2025, and March 16, 2026. The maximum interval between any two consecutive Board meetings did not exceed the prescribed limit of one hundred and twenty days, in compliance with applicable regulatory requirements.

AUDIT COMMITTEE MEETINGS

The members of Audit Committee met 5 times during the FY 2025-26. The Meetings were held on the May 02, 2025, June 06, 2025, September 06, 2025, November 21, 2025, and March 16, 2026. The maximum time gap between any two consecutive Meetings did not exceed as per the provisions of the Companies Act, 2013.

NOMINATION & REMUNERATION COMMITTEE MEETINGS

The members of Nomination & Remuneration Committee met 3 times during the FY 2025-26. The Meetings were held on the May 01, 2025, June 06, 2025, and March 16, 2026. The maximum time gap between any two consecutive Meetings did not exceed as per the provisions of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETINGS

The members of Corporate Social Responsibility Committee met 2 times during the FY 2025-26. The Meetings were held on the June 06, 2025, and September 06, 2025. The maximum time gap between any two consecutive Meetings did not exceed as per the provisions of the Companies Act, 2013.

RISK MANAGEMENT COMMITTEE MEETINGS

The members of Risk Management Committee met 2 times during the FY 2025-26. The Meetings were held on the March 16, 2026, and March 30, 2026. The maximum time gap between any two consecutive Meetings did not exceed as per the provisions of the SEBI Listing Regulations.

EXECUTIVE COMMITTEE MEETING

The members of Executive Committee met 17 times during the FY 2025-26. The Meetings were held on 4th April 2025, 3rd June 2025, 31st July 2025, 14th August 2025, 25th August 2025, 8th September 2025, 18th September 2025, 6th October 2025,15th October 2025, 24th October 2025, 7th November 2025, 6th December 2025, 11th December 2025, 18th December 2025, 19th January 2026, 9th February 2026, and 2nd March 202. The maximum time gap between any two consecutive Meetings did not exceed as per the provisions of the Companies Act, 2013.

16. FAMILIARIZATIN PROGRAM OF INDEPENDENT DIRECTORS

A Familiarization Program for Independent Directors was conducted on 16th March 2026, with the objective of enabling them to gain a deeper understanding of the Company’s operations, business environment, strategic priorities, regulatory landscape, and their roles and responsibilities as members of the Board. The program included detailed presentations by senior management on the Company’s organizational structure, key business segments, financial performance, risk management framework, internal controls, and corporate governance practices.

17. ISSUE OF SWEAT EQUITY SHARES

The Company has not issued sweat equity shares; therefore, no disclosure is required as per Rule 8(13) of the Companies (Share Capital and Debentures) Rules 2014.

18. PERFORMANCE EVALUATION

One of the key functions of the Board is to monitor and review the Board evaluation framework. In compliance with the provisions of the Act, the Nomination and Remuneration Committee has approved the process, format, attributes and criteria for the performance evaluation of the Board, Board Committees and Individual Directors.

Pursuant to the provisions of the Companies Act, 2013 a formal evaluation of the Board of the Directors was required for your Company. The Board of Directors has carried out annual evaluation of its own performance, Board Committees, Individual Directors and Independent Directors. The Board evaluation was done on 16th March 2026 at the meeting of Board of Directors. The performance of the Board was evaluated by the Board after seeking inputs from the directors on the basis of criteria such as the Board Composition and structure, effectiveness of Board Processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. In a separate meeting of the IDs, the performance of the Non-Independent Directors, the Board as a whole and Chairman of the Company were evaluated taking into account the views of Executive Directors. The NRC reviewed the performance of the individual Directors and the Board as a whole. In the Board meeting that followed the meeting of the IDs and the meeting of NRC, the performance of the Board, its committees, and individual directors were discussed.

BOARD DIVERSITY AND POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Board of Directors values the significance of diversity and firmly believes that diversity of background, gender, age, ethnicity, geography, expertise, knowledge, perspectives etc., leads to sharper and balanced decision-making and overall sustainable development. At VCL, we recognise the importance of diversity and inclusion in our boardroom and strive to maintain a diverse composition that reflects the richness of the global community we serve.

The Company has in place a Nomination and Remuneration and Board Diversity Policy which provides for the process w.r.t. selection, appointment, remuneration of directors, key managerial personnel and senior managerial personnel including other matter as provided under Section 178 of the Act. The said Policy is available on the Company's website and can be accessed by weblink https://www.vclgroup.in/.

19. NOMINATION & REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT EMPLOYEES

The Nomination and Remuneration Committee has laid down the framework for remuneration of Directors, Key Managerial Personnel and Senior Management Personnel in the Nomination and Remuneration Policy.

The Policy also provides for the criteria for determining qualifications, positive attributes and independence of Director and lays down the framework on Board diversity and the matters prescribed under the Act. The said Policy is available on the Company's website and can be accessed by weblink https://www.vclgroup.in.

20. CORPORATE SOCIAL RESPONSIBILITY POLICY

A brief outline of the Corporate Social Responsibility ('CSR') Policy as recommended by the CSR Committee and approved by the Board of Directors of the Company, and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure I** of this Report in the prescribed format.

The said Policy is available on the Company's website and can be accessed by weblink https://www.vclgroup.in.

21. RELATED PARTY TRANSACTIONS

All related party transactions entered into by your Company during the FY 2025-26 were on an arm's length basis and in the ordinary course business.

The related party transactions attracting the compliance under the Act were placed before the Audit Committee and / or Board and / or Members for necessary review and approval.

Further, during the year, the Company had not entered into any contract(s)/ arrangement(s) / transaction(s) with the related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company for FY2025-26.

Details of related party transactions entered into by the Company, in terms of Indian Accounting Standard 24 (Ind AS-24) have been disclosed in the notes to the standalone/consolidated financial statements forming part of this Integrated Report.

The Policy on dealing with Related Party Transactions, as approved by the Audit Committee and the Board of Directors, is placed on the Company's website at https://vclgroup.in.

22. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any equity shares with differential rights; therefore, no disclosure is required as per Rule 4(4) of the Companies (Share Capital and Debentures) Rules 2014.

23. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors hereby confirmed that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

b. the selected accounting policies were applied consistently, and the Directors 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 as at March 31, 2026, and of the Profit of the Company for the year ended on that date.

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. the annual accounts have been prepared on a going concern basis.

e. the internal financial controls have been laid down to be followed by the Company, and such controls are adequate and are generally operated effectively during the year.

f. proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and are operating effectively.

24. TRANSFER OF UNCLAIMED DIVIDEND AND EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (‘IEPF Rules’), all unpaid or unclaimed dividends are required to be transferred by the Company to IEPF, after the completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be required to be transferred to IEPF.

During the year under review, there were no unclaimed dividend was due to be transferred to the Investor Education and Protection Fund.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under the Companies (Accounts) Rules, 2014 is given in **Annexure III** forming part of this Annual Report.

26. SECRETARIAL STANDARDS

During FY 2025-26, the Company has complied with the applicable provisions of the Secretarial Standards (SS-1 and SS-2) relating to ‘Meetings of the Board of Directors’ and ‘General Meetings’ issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs in terms of the provisions of Section 118 of the Act. The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

27. STATUTORY AUDITORS

Pursuant to Section 139 of the Act read with rules made thereunder, as amended, M/s. SS Kothari Mehta & Company LLP, Chartered Accountants (FRN: 000756N) were appointed as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the 37th AGM till the conclusion of the 42nd AGM to be held in the year 2028-29. The Statutory Auditors have confirmed that they are not disqualified to continue as Statutory Auditors and are eligible to hold office as Statutory Auditors of the Company. Representative of M/s. SS Kothari Mehta & Company LLP, Statutory Auditors of the Company attended the previous AGM of your Company held on July 02, 2025.

The Audit Report as submitted by M/s. SS Kothari Mehta & Company, Chartered Accountants (FRN: 000756N), Statutory Auditors on the Annual Financial Statements (Standalone and Consolidated) of the Company for the FY 2025-26 is part of the Annual Report.

The audit reports, issued by the Statutory Auditors of the Company, on standalone and consolidated financial statements of the Company for the financial year ended on March 31, 2026, does not contain any qualification or adverse remarks. The comments of the Statutory Auditors, when read together with the relevant notes to accounts and accounting policies are self-explanatory and therefore do not call for any further comments.

28. INTERNAL AUDIT

Pursuant to Section 138 of the Companies Act, 2013 and rules made there under, M/s. GSA & Associates LLP, Chartered Accountants was appointed as an Internal Auditor of the Company for the financial year 2025-26 to oversee and carry out internal audit based on an internal audit plan. The Internal Audit Reports were also placed before the Audit Committee and the Board and based on the reports, the Company has taken necessary measures to strengthen internal controls.

29. SECRETARIAL AUDIT

The Secretarial Audit for the FY 2025-26 was conducted by M/s. CL & Associates, Company Secretaries in Practice, re-appointed by the Board of Directors in accordance with the provisions of Section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is attached to this Annual Report at **Annexure IV.**

Further, regarding the observation in Secretarial Audit Report, the Board assures members that corrective measures are taken to strengthen compliance. Delayed e-forms were filed with additional fees, and steps are being taken to ensure timely filings in the future. The Board is committed to maintaining strong governance and compliance

30. REPORTING OF FRAUD:

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, the details of which need to be mentioned in the Board's Report.

31. COST AUDIT

The Company is maintaining the accounts and cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act and rules made thereunder. The Board, on the recommendation of the Audit Committee, had appointed M/s. R K Bhandari & Co., Cost Accountants, as Cost Auditors, for the financial year ending March 31, 2026, M/s. R K Bhandari & Co., Cost Accountants, have vast experience in the field of cost audit and have been conducting the audit of the cost records of the Company for the past several years. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Companies Act, 2013. The Cost Audit Report by the Cost Auditors of the Company issued by M/s. R K Bhandari & Co., Cost Accountants do not have any qualifications, observations, adverse remark and the said report is self-explanatory and therefore does not call for any further explanation.

Further, in terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, at the recommendations of Audit Committee, has appointed M/s R K Bhandari & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the FY 2026-27 at a remuneration of Rs. 50,000 (Fifty

Thousand Only) plus out of pocket expenses and applicable taxes. The Board hereby recommends the remuneration of the Cost Auditors for ratification by the Members of the Company at their ensuing Annual General Meeting.

32. RISK MANAGEMENT

The Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business processes of the Company on a continuous basis.

Once identified, these risks are managed systematically by categorizing them into Enterprise Level Risk and Project Level Risk. These risks are further broken down into various subcategories of risks such as operational, financial, contractual, order book, project cost and time overrun etc. and proper documentation is maintained in the form of activity log registers, mitigation reports, and monitored by respective functional heads.
The Company has in place Risk Management Policy and the same is available on the Website of the Company viz. https://vclgroup.in.

33. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

i. The Company has an adequate system and processes to identify, assess, mitigate and monitor key business risks through internal financial control mechanism to ensure that the resources are used efficiently and effectively. The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, safeguarding of its assets, prevention and detection of frauds and errors.

The internal control is supplemented by an extensive internal audits programme. Your Company has appointed M/s Ernst and Young LLP as an Internal Auditor for the FY 2026-27. Risk based internal audit plan is prepared which includes Project Audit, Function Audit and will also ensure design and operating effectiveness of the internal controls.

34. VIGIL MECHANISM & WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board & its Powers) Rules, 2014, your Company has well defined policy on Vigil Mechanism & Whistle Blower. This enables stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/employee(s) and also direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any, reported under this Policy will be appropriately and expeditiously investigated by the CFO/ Chairman of the Audit Committee.

Your Company hereby affirms that no Employee/person has been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy has been appropriately communicated within your company. The said Policy is available on the Company website and can be accessed by weblink https://www.vclgroup.in.

35. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company believe in zero tolerance towards any action which falls under the ambit of Sexual Harassment. Company is fully committed to maintain the dignity of every woman employee working in your company. The Company follows a comprehensive policy on prevention, prohibition, and redressal of sexual harassment, aligned with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and its applicable Rules made thereunder, as amended from time to time. The Company has complied with the requirements for constituting Internal Complaints Committees across as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

For the financial year ended March 31, 2026, the Company did not receive any sexual harassment complaints.

36. DISCLOSURE OF COMPLIANCE OF MATERNITY BENEFIT ACT 1961

The Company complies with the provisions of the Maternity Benefit Act, 1961 and provides maternity benefit to eligible women employees. Adequate facilities and support are provided in line with statutory requirements.

37. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS, IF ANY

During the FY 2025-26, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company’s operations in the future.

38. MATERIAL CHANGES AND COMMITMENT IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR TILL THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of this report.

39. ANNUAL RETURN

Pursuant to the provisions of Section 134(3) and Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the Financial Year ended March 31, 2026, is available on the website at the web link i.e. https://www.vclgroup.in.

The Annual Return will be electronically submitted to the Registrar of Companies within the timelines prescribed under the Act.

40. GREEN INITIATIVES

In furtherance of the Green Initiative in Corporate Governance announced by the Ministry of Corporate Affairs, the Company had in past requested the shareholders to register their email addresses with the Registrar/Company for receiving the report, accounts, and notices etc. in electronic mode.

Further, Ministry of Corporate Affairs and SEBI vide various Circulars have granted exemption to all the Companies from dispatching physical copies of Notices and Annual Reports to Shareholders and it is always advisable to all the shareholders to keep their email ids registered/ updated with the Company in order to receive important communication/information on time.

41. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in nature of the business of the Company during the financial year ended on March 31, 2026.

42. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as on March 31, 2026.

43. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The above statement is not applicable on the Company during the period under review.

44. PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEE FOR THE BENEFIT OF EMPLOYEES

The Company has not made any provision for the purchase of its own share by employees or by the trustee(s) for the benefit of employees, therefore, no disclosure is required as per Rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

45. SHIFTING OF REGISTERED OFFICE

The Members of the Company passed a Special Resolution at the Extra-Ordinary General Meeting held on 23rd March 2026, approving the shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana, subject to the approval of the Central

Government (powers delegated to the Regional Director) in accordance with the provisions of the Companies Act, 2013.

The proposed shifting of the Registered Office is intended to facilitate better coordination with the Company's business operations, improve administrative efficiency, and ensure more effective management and control of its affairs. The Company is currently in the process of obtaining the necessary approvals for the aforesaid shifting of its Registered Office from the NCT of Delhi to the State of Haryana.

46. OTHER INFORMATION

- There has been no issue of equity shares with differential rights as to dividend, voting or otherwise.
- There was no revision of financial statements and Board’s Report of the Company for the preceding financial years, during the year under review.
- During the period under review, the Company has not made any political contribution to any political party.

47. ACKNOWLEDGEMENT

The Board of Directors places on record its sincere gratitude to all stakeholders, including customers, vendors, suppliers, bankers, and employees, for their continued trust, support, and cooperation extended to the Company during the financial year. The Company deeply values the adherence to its core values and principles by all stakeholders. The Board also acknowledges and appreciates the dedication, commitment, teamwork, and contribution of employees at all levels, whose collective efforts have been instrumental in driving the consistent growth and success of the Company

The Board of Directors also convey sincere appreciation for the assistance and collaboration received from various departments of both Central and State Governments, Organizations, and Agencies toward the company’s endeavours.

SD/-

For and on behalf of Board of Directors

Varinder Kumar Garg
Chairman & Whole-Time Director

DIN: 01563868
Address: PH-1, B -Block, the Villas DLF, Phase-II DLF
122002, Haryana, India

Place: Gurugram
Date: 14/08/2026

ANNEXURE I TO THE BOARD'S REPORT

REPORTING ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. A brief outline of the CSR Policy of the Company:

The Corporate Social Responsibility (CSR) Policy as revised and recommended by the CSR Committee and approved by the Board of Directors of the Company on July 06, 2024, is available on the Company's website and can be accessed by weblink: https://www.vclgroup.in.

VCL is aware of its social responsibilities and strive hard to commit towards the society. The Company remains steady in pursuing holistic growth with responsibility towards the people and the environment.

VCL's CSR Policy is in compliance with the provisions of Companies Act, 2013.

2. Composition of CSR Committee for Financial year ending 2025-2026:

S No.	Name and Nature of Directorship	Designation	Number of Meeting of CSR Committee held during the year	Number of Meeting of CSR Committee attended during the year
1.	Mr. Varinder Kumar Garg	Chairperson/ Chairman & Whole-Time Director	2	2
2.	Mr. Vivek Garg	Member/Managing Director & CEO	2	2
3.	Mr. Vinod Kumar	Member/Independent Director	2	2

3. Provide the web link where the Composition of the CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the Company's website:

CSR Committee:
https://www.vclgroup.in

CSR Policy
https://www.vclgroup.in

CSR Projects:
NIL

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

N.A.

5. (a) Average net profit of the Company as per section 135(5): ₹ 1470.01 Million

(b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 29.40 million

(c) Surplus arises from the CSR projects or programmes or activities of the previous financial years - Nil

(d) Amount required to be set off for the financial year- 0.25 million

(e) Total CSR obligation for the financial year - ₹ 29.40 million

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).
Rs. 29.40 million

(b) Amount spent in Administrative Overheads. - NIL

(c) Amount spent on Impact Assessment, if applicable. - NIL

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] – Rs. 29.40 million

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. 2025-26 (in Million)	**Amount Unspent (in ₹)**				
	The total amount transferred to Unspent CSR Account as per section 135(6)		**Amount transferred to any fund specified under Schedule VII as per the second provision to section 135(5)**		
	Amount	**Date of transfer**	**Name of the Fund**	**Amount**	**Date of Transfer**
Rs. 29.40 million	0.00	NA	NA	0.00	NA

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

Sr. No.	**Particulars**	**Amount (in Million)**
(i)	Two percent of average net profit of the Company as per section 135(5)	29.40
(ii)	Amount available for set off from preceding financial years	0.25
(iii)	Total amount spent for the Financial Year	29.50
(iv)	Excess amount spent for the financial year [(i)-(ii)-(iii)]	0.35
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(vi)	Amount available for set off in succeeding financial years	0.35

7. **Details of Unspent CSR amount for the preceding three financial years:**

<table>
<tr><th rowspan="2">Sr No.</th><th rowspan="2">Preceding Financial Year</th><th rowspan="2">Amount transferred to Unspent CSR Account under section 135 (6) (in `)</th><th rowspan="2">Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)</th><th rowspan="2">Amount spent in the reporting Financial Year (In Rs.)</th><th colspan="3">Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.</th><th rowspan="2">Amount remaining to be spent in succeeding financial years. (in `)</th></tr>
<tr><th>Name of the Fund</th><th>Amount (In Rs.)</th><th>Date of Transfer</th></tr>
<tr><td>1.</td><td>2024</td><td></td><td></td><td></td><td rowspan="3">Donation to Swachh Bharat Kosh</td><td></td><td></td><td>NIL</td></tr>
<tr><td>2.</td><td>2023</td><td></td><td></td><td>5198533</td><td>519853</td><td>26.06.2024</td><td>NIL</td></tr>
<tr><td>3.</td><td>2022</td><td></td><td></td><td>521184</td><td>521184</td><td>26.06.2024</td><td>NIL</td></tr>
</table>

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. – N.A.

SD/-

For and on behalf of Board of Directors

Varinder Kumar Garg
Chairman of CSR Committee

Place: Gurugram
Date: 14/08/2026

Vivek Garg
Managing Director & CEO

Place: Gurugram
Date: 14/08/2026

ANNEXURE II TO THE BOARD'S REPORT

INFORMATION AS PER SECTION 134 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

(a) Conservation of energy

(i)	The steps taken or impact on conservation of energy	Your Company is continuously taking steps for conservation of energy such as installation of more energy efficient technology and products
(ii)	The steps taken by the Company for utilizing alternate sources of energy	The company also evaluates its processes regularly to identify such opportunities. The Company does not own any manufacturing facility, the Operations of the Company are not energy intensive. However, the Company always focuses on conservation of energy, wherever possible.
(iii)	The capital investment on energy conservation equipment	NIL

(b) Technology absorption

<table>
<tr><td>(i)</td><td>The efforts made towards technology absorption</td><td>Technology has proven to be a transformative force across industries. The Company actively embraces emerging trends and strives to automate operations wherever feasible. The Company also ensures that employees are equipped and trained to work with automated systems. In the years ahead, the Company will continue to adopt relevant technological developments in a strategic and efficient manner to overcome industry challenges and enhance overall performance.</td></tr>
<tr><td>(ii)</td><td>the benefits derived like product improvement, cost reduction, product development or import substitution</td><td rowspan="3">NIL</td></tr>
<tr><td rowspan="2">(iii)</td><td>in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)</td></tr>
<tr><td>(a) the details of technology imported</td></tr>
</table>

	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	

(C) Foreign exchange earnings and Outgo

- **Foreign exchange earned (actual inflows during the year): ₹2507. 77 Million**
- **Foreign exchange outgo (actual outflows during the year): ₹1105.78 Million**

SD/-
For and on behalf of Board of Directors

Varinder Kumar Garg
Chairman & Whole-Time Director
DIN: 01563868
Address: PH-1, B -Block, the Villas DLF, Phase-II DLF
122002, Haryana, India

Place: Gurugram
Date: 14/08/2026

ANNEXURE III TO THE BOARD'S REPORT

Form No. MR-3

Secretarial Audit Report For the year ended March 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companie (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Varindera Constructions Limited

Office No. 613, 6th Floor, Plot No. 4, Vishwadeep Tower, District Centre, Janakpuri A-3, West Delhi, New Delhi-110058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Varindera Constructions Limited [CIN: U45201DL1987PLC128579] (**"hereinafter called "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 secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 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 March 31, 2026 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; ***(Not Applicable).***

(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~~;

(v) The regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); (***Not Applicable).***

(vi) As informed and certified by the Company's management, there are no laws specifically applicable to the Company based on its sector or business operations. The Company is primarily engaged in the construction sector, undertaking projects such as highways, residential and commercial complexes, institutional buildings, railway stations, and metro rail projects on an EPC basis. Additionally, the Company is also involved in the infrastructure maintenance and operations business, which includes the maintenance and operation of BOT projects.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India related to board and general meetings and the Company has generally complied with the same.

We report that, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, as applicable. During the financial year, certain e-forms were filed with the Registrar of Companies with additional fees.

We further report that

The Board of Directors of the Company and its committees are duly constituted with proper balance of Executive Directors Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the board and committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where meetings were convened at shorter notice) 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 the decisions at Board and Committee meetings were approved unanimously. There was no instance of any dissent raised by any member in any of the business matter convened at such meetings.

We further report that 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.

For CL & Associates, Company Secretaries,

Unique Code: P2021DE084900

Abhishek Lamba, Partner

Membership No. F10489

Certificate of Practice No. 13754

Peer Review No. 7371/2025

UDIN: F010489H001113195

Date: 14/08/2026

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure -I and forms an integral part of this report.

Annexure -I

To,

The Members,

Varindera Constructions Limited

Office No. 613, 6th Floor, Plot No. 4, Vishwadeep Tower, District Centre, Janakpuri A-3, West Delhi, New Delhi-110058

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

1. Maintenance of secretarial record 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 verification was 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.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

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

CL & Associates, Company Secretaries,

Unique Code: P2021DE084900

Abhishek Lamba, Partner

Membership No. F10489

Certificate of Practice No. 13754

Peer Review No. 7371/2025

UDIN: F010489H001113195

Date: 14/08/2026

Place: New Delhi

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries
(Information in respect of each subsidiary to be presented with amounts in Rs.)

Name of the subsidiary	**Varindera Constructions International Limited (Wholly owned Subsidiary)**	**VCIL Mauritius Private Limited (step-down subsidiary)**	**Varindera Constructions LLC (Dubai) (Wholly owned Subsidiary)**
The date since when subsidiary was acquired	July 10,2023	22nd September 2024	February 11, 2026.
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	01st April 2025 to 31st March 2026	01st April 2025 to 31st March 2026	11th February 2026 to 31st March 2026
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Mauritius Rupee	Mauritius Rupee	AED
Share capital	MUR 10,00,000 equivalents to INR **18,90,000/-**	-	0.00
Reserves and surplus	MUR (44,151,005) equivalents to INR (87,630,914.72)	MUR (255592) equivalents to INR (507299)	AED (120379) equivalents to INR (3064283.55)
Total assets	MUR 60,49,68,921 equivalents to INR 1,200,742,314.40	MUR 4768126 equivalents to INR 9463776.48	AED 60306 equivalents to INR 1,535,107.32
Total Liabilities	MUR 60,49,68,921 equivalents to INR 1,200,742,314.40	MUR 4768126 equivalents to INR 9463776.48	AED 60306 equivalents to INR 1,535,107.32
Investments	0.00	0	0.00

Turnover	MUR 2,66,59,453 equivalents to INR 52,913,682.31	MUR 1250191 equivalents to INR 2481379.09	0.00
Profit before taxation	MUR (2,80,98,157) equivalents to INR (55,769,222.01)	MUR (123243) equivalents to INR (244612.70)	AED (120379) equivalents to INR (3064283.55)
Provision for taxation	0.00	0	0.00
Profit after taxation	MUR (2,80,98,157) equivalents to INR (55,769,222.01)	MUR (123243) equivalents to INR (244612.70)	AED (120379) equivalents to INR (3064283.55)
Proposed Dividend	0.00	0	0.00
Extent of shareholding (in percentage)	100%	65%	100%

Notes:
The following information shall be furnished at the end of the statement:
1. Names of subsidiaries which are yet to commence operations- Nil
2. Names of subsidiaries which have been liquidated or sold during the year- Nil

Exchange Rate: MUR: 1.9848 Indian Rupees Exchange Rate and AED: 25.4553 Indian Rupees Exchange Rate

Part "B": Associates and Joint Ventures during the financial year- NIL

SD/-
For and on behalf of Board of Directors

Varinder Kumar Garg
Chairman
DIN: 01563868

Vivek Garg
Managing Director & CEO
DIN: 02187343

Krishna Kumar Mishra
Chief financial Officer

Anurag Srivastava
Company Secretary

Registered Office: Office No. 613, 6th Floor, Plot No. 4, Vishwadeep Tower, District Centre, Janakpuri A-3, West Delhi, New Delhi, Delhi, India, 110058
Corporate Office: Plot No 65 Sector 18, Vill Sarhaul Opp Hipa, Haryana, India, 122001

Place: Gurugram
Date: 14/08/2026

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 transactions under third proviso thereto.

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

All transactions are entered on Arm's length basis and hence no details to be given here.

2. Details of material contracts or arrangement or transactions at arm's length basis: NA.

SD/-

For and on behalf of Board of Directors

Varinder Kumar Garg
Chairman & Whole-Time Director
DIN: 01563868
Address: PH-1, B -Block, the Villas DLF, Phase-II DLF
122002, Haryana, India

Place: Gurugram
Date: 14/08/2026