VARINDERA CONSTRUCTIONS LIMITED
CIN: U45201DL1987PLC128579
Registered Office: Office No. 613, 6th Floor, Plot No. 4, Vishwadeep Tower, District Centre, Janakpuri A-3, New Delhi, Delhi, India, 110058
Tel: +91 0124-4046363/4056363; **E-mail:** info@vclgroup.in; **Website:** www.vclgroup.in

NOTICE

Notice is hereby given that the Thirty Eight (38th) Annual General Meeting ("AGM") of the Members of Varindera Constructions Limited ("Company/VCL") will be held on Wednesday , the 02**th day of July , 2025** at 03:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility at the deemed location at Registered office of the Company situated at Office No. 613, 6th Floor, Plot No. 4 Vishwadeep Tower, District Centre, Janakpuri A-3, New Delhi, Delhi, India, 110058, to transact the following businesses:

ORDINARY BUSINESS:

1. **TO CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements for the financial year ended 31st March, 2025 containing the Balance Sheet as at 31st March 2025 and the Profit and Loss Account for the financial year ended as at 31st March 2025 along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Auditors' Report and Board's Report thereon and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act, 2013, the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 containing the Balance Sheet as at 31st March, 2025 and the Profit and Loss Account for the financial year ended 31st March, 2025 along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Auditors' Report and Directors' Report thereon, as circulated to the members, be and are hereby adopted"

RESOLVED FURTHER THAT Mr. Varinder Kumar Garg, Chairman & Whole-Time Director and Mr. Vivek Garg, Managing Director & CEO of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including filing of forms with the Registrar of Companies.

RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to certify a copy of these resolutions and provide the same to all concerned parties and relevant authorities.

2. **TO CONSIDER RE-APPOINTMENT OF MR. VIVEK GARG, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-APPOINTMENT.**

To consider re-appointment of Mr. Vivek Garg, who retires by rotation and being eligible, has offered himself for re-appointment. and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution.**

"**RESOLVED THAT** Mr. Vivek Garg (DIN: 02187343), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. NARESH KUMAR JAIN (DIN: 01281538) AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS, NOT LIABLE TO RETIRE BY ROTATION.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Kumar Jain (DIN: 01281538), who was appointed as an Additional Director (Non Executive and Independent) of the Company with effect from 01st May, 2025 under Section 161(1) of the Companies Act, 2013 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, who meets the criteria for independence, and who can hold office upto the date this Annual General Meeting, and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received from a shareholder in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years commencing from 01th May 2025 to 30th April, 2030.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and to comply with all requirements of the Companies Act, 2013 and the Articles of Association of the Company, including filing of e-forms with the Registrar of

VARINDERA CONSTRUCTIONS LIMITED

Companies and to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to above resolution".

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, to give effect to the aforesaid resolution.

4. **TO APPROVE RE-APPOINTMENT OF MRS. SUSHMA GARG AS A WHOLE TIME DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force, as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board of Directors of the Company in their respective meetings held on 06th June, 2025 the consent of the members be and is hereby accorded for the re-appointment of Mrs. Sushma Garg (DIN 01130678) as a Whole Time Director of the Company for a period of 5 years, with effect from May 01, 2026 to April 30, 2031, on the remuneration of upto Rs. 3,00,00,000 (Rupees Three Crores Only) per annum excluding other benefits as mentioned below and more detailed in the Explanatory Statement:

Other Benefits:

Gratuity: As per rules of the Company.
Contribution to the Provident Fund, Superannuation Fund and Annuity Fund: As per rules of the Company.
Encashment of Leave: As per rule of the Company

RESOLVED FURTHER THAT apart from the aforesaid remuneration and benefits, Mrs. Sushma Garg will also be entitled to reimbursement of all expenses incurred in connection with business of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Sushma Garg, Whole Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and to comply with all requirements of the Companies Act, 2013 and the Articles of Association of the Company, including filing of e-forms with the Registrar of

VARINDERA CONSTRUCTIONS LIMITED

Companies and to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to above resolution".

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, to give effect to the aforesaid resolution."

5. RATIFICATION OF REMUNERATION OF COST AUDITORS.

To consider ratification of remuneration of cost auditors and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded to ratify the remuneration payable to M/s. R. K. Bhandari & Co., Cost Accountants (Firm Registration number 10435), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, amounting to Rs. Fifty Thousand Rupees (plus Goods and Services Tax and reimbursement of out of pocket expenses) be and is hereby ratified.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to certify a copy of these resolution and provide the same to all concerned parties and relevant authorities."

By Order of the Board
For **Varindera Constructions Limited**

Vivek Garg
Managing Director & CEO
DIN: 02187343

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

Date: 06th June, 2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being No. 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. Notice of the AGM along with the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2025 and the Profit and Loss Account for the financial year ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Auditors' Report and Board's Report is being sent by electronic mode to all the Members through e-mail to their registered email addresses as registered with the Company.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN) to the Company at cs@vclgroup.in / to their Depository Participants ("DPs").

5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.

SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14 as the case may be.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

7. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.

8. The facility of remote e-voting is not provided by the Company as provisions of Section 108 of the Companies Act, 2013 are not applicable to us.

9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@vclgroup.in upto Monday, June 23, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

    Members will be able to attend the AGM through VC/ OAVM through Microsoft Team Link as provided in mail accompanying this notice as per following details:

    a. Click **Join the meeting now** in the mail, otherwise you can also join through the **Meeting ID and passcode** as available in the mail.
    b. Then click on "**Continue on this browser**" if you want to join through browser OR click on "**Join on the Teams app**".
    c. Then click on "**Join now**".

11. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company on the website of the Company i.e. www.vclgroup.in upto the date of AGM.

12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 5 of the accompanying Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2, 3 and 4 pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

By Order of the Board
For **Varindera Constructions Limited**

Vivek Garg
Managing Director & CEO
DIN: 02187343

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

Date: 06th June, 2025

EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item no. 3

Based on the recommendation of the Nomination & Remuneration Committee, the Board had appointed Mr. Naresh Kumar Jain (DIN: 01281538) as an Additional Director (Independent & Non-Executive) of the Company effective from 01st May, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and he holds office upto the date of the ensuing Annual General Meeting.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. Naresh Kumar Jain as Independent Director, not liable to retire by rotation for a term of five years commencing from 01st May, 2025 upto 30th April, 2030.

The Company has received the requisite declarations from Mr. Naresh Kumar Jain that he meets the criteria of independence. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder and the Listing Regulations for his appointment and is independent of the management. He is person of integrity and possesses appropriate skills, experience, knowledge and qualifications in his respective field which would be beneficial to the interest of the Company. Keeping in view his vast experience and knowledge that he possesses, the Board considers that his association would be of immense benefit to the Company.

Mr. Naresh Kumar Jain does not hold any equity shares of the Company.

A notice in writing in the prescribed manner, as required under Section 160 of the Companies Act, 2013 and the rules made thereunder, has been received from a shareholder by the Company proposing the candidature of Mr. Naresh Kumar Jain for appointment as Independent Director.

A copy of the draft letter for appointment of Mr. Naresh Kumar Jain as an Independent Director setting out the terms and conditions would be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at cs@vclgroup.in

Except Mr. Naresh Kumar Jain, being an appointee, none of the Directors/KMPs of the Company/their relatives is concerned or interested, whether financially or otherwise in the resolution set out at Item No. 3.

The Board recommends the appointment of Mr. Naresh Kumar Jain as an Independent Director, for the approval by members of the Company.

Item no. 4

Mrs. Sushma Garg [DIN: 01130678] is a Whole Time Director of the Company and is associated with the Company since the incorporation of the Company. She was re-appointed as Whole Time

Director of the Company for a period of three years with effect from May 01, 2023 to April 30, 2026 in Extra Ordinary General Meeting of the Company held on 24th April, 2023.

Keeping in view of her vast experience and exposure, the Board of Directors of the Company at its meeting held on 06th June, 2025 on the recommendation of the Nomination Remuneration Committee approved the re-appointment of Mrs. Sushma Garg as a Whole Time Director of the Company for a period of five years with effect from May 01, 2026 to April 30, 2031 on the managerial remuneration upto Rs. 3,00,00,000 (Rupees Three Crores Only) on the following terms and conditions:

1. Period: For a period of Five years from May 01, 2026 to April 30, 2031

2. Remuneration:

a) **Salary:** In consideration of the performance of her duties, the Company shall pay to Mrs. Sushma Garg, the fixed gross remuneration (Other than the PF, Superannuation and Gratuity) upto Rs. 3,00,00,000/- (Rupees Three Crores only) per annum.

b) **Benefits, Perquisites & Allowances:** She shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company and Other benefits, perquisites & allowances as recommended by the Nomination and Remuneration Committee and approved by the Board.

c) **Limits on Remuneration:** The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mrs. Sushma Garg in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force).

d) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment of Mrs. Sushma Garg as Whole Time Director Garg require approval of members by passing the Special Resolution.

The Board recommends the passing of the resolution as a 'Special resolution' as set out in Item No. 4 in the Notice convening the meeting. Hence, the members are requested to pass the Special Resolution accordingly.

None of the directors and key managerial personnel of the Company or their relatives other than the proposed appointee Mrs. Sushma Garg , Mr. Varinder Kumar Garg and Mr. Vivek Garg and, are concerned or interested in the proposed resolution.

Item no. 5

The Board, on the recommendation of Audit committee, has approved the re-appointment of M/s. R. K Bhandari and Co., Cost Accountants, as Cost Auditor of the Company to audit the cost records maintained by the Company for the financial year ending 31st March, 2025. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item no.5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested, whether financially or otherwise, in the resolution set out at Item no. 5.

The Board recommends the Ordinary Resolution at Item No. 5 for approval by the members.

By Order of the Board
For **Varindera Constructions Limited**

VARINDERA CONSTRUCTIONS LIMITED

Vivek Garg
Managing Director & CEO
DIN: 02187343

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

Date: 06th June, 2025

ANNEXURE II

PROFILE OF DIRECTOR

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed.

Name	**Mr. Vivek Garg**
Director Identification Number (DIN)	02187343
Age	35
Original Date of Appointment	May 14, 2008
Qualification	Bachelor of Technology, Civil Engineering from the Amity University, Uttar Pradesh Master of Science in Construction Management from the City University, London
Experience and Expertise	He has 17 years of experience in the construction business industry
Remuneration Last Drawn	Rs. 19.88 Million remuneration from the Company in the financial year 2024-25.
Remuneration to be paid	Upto Rs. 5,00,00,000/- (Rupees Five Crore only) per annum excluding other benefits as following: Gratuity: As per rules of the Company. Contribution to the Provident Fund, Superannuation Fund and Annuity Fund: As per rules of the Company. Leave Encashment: As per rule of the Company
Number of Board Meetings attended during the current financial year	3 out of 3 (till date of this Notice)
Shareholding	Mr. Vivek Garg holds 282800 shares in the Company.
Relationship with other Directors and KMP	Son of Mr. Varinder Kumar Garg, Chairman & Whole-Time Director and Ms. Sushma Garg, Whole-Time Director
Membership / Chairpersonship of Committees of the Company	1. Audit Committee (Member) 2. Stakeholders Relationship Committee (Member)

	3. Risk Management Committee (Member) 4.Corporate Social Responsibility Committee (Member) 5. IPO Committee (Member) 6. Executive Committee (Member)
Directorships held in other companies	Varindera Constructions International Limited
Memberships / ~~Chairpersonship~~ of Committees held in other Indian companies	NIL
Recognition or awards	Mr. Vivek Garg has received various awards from MES BUILDERS ASSOCIATION OF INDIA for his valuable contribution. Some of them are as follows: 1. Meritorious Service Award 2. In the year of 2018, he received appreciation award for dedicated service to the nation by successfully completing various prestigious project of "MES" DEFENCE AND OTHER DEPARTMENTS. 3. In the year of 2019, he received appreciation award for outstanding contribution in nation building on completion of various prestigious project of "MES" DEFENCE AND OTHER DEPARTMENTS TIMELY 4. In the year of 20222, he received award of Excellence.

Name	**Mrs. Sushma Garg**
Director Identification Number (DIN)	01130678
Age	61
Original Date of Appointment	December 15, 1987
Qualification	Bachelor of Arts Master of Arts, Political Science from the Maharshi Dayanand University.
Experience and Expertise	She has 37 years of experience in the construction business .
Justification for her Appointment	Due to holding experience of 37 year specially in construction industry, Mrs..Sushma Garg's position on the board is very crucial. She is one of the founder director and member of the company. Her extensive experience and strategic insights continue to guide our overall direction and decision-making processes. We recognize that effective governance requires diverse perspectives, and Mrs. Garg brings valuable expertise that contributes to our organizational goals. . We are continuously exploring ways to enhance our HR and administrative functions, and we believe that even limited involvement from board members, she can provide significant benefits in the function of HR and Admin. She is also one of the member of VCL Foundation which has been established with the vision of providing technical education and skill development among the youth of India by providing scholarships, fellowships and other forms of financial assistance to the needy and deserving students for pursuing education, vocational training, skill development etc. In view of the Board, her knowledge, experience and her long association and deep understanding about the company and her involvement in HR, Admin and CSR activities will navigate the challenges and opportunities in these areas and her extensive experience can play a pivotal role in propelling the company to a new heights.

Remuneration Last Drawn	Rs. 7.41 Million remuneration from the Company in the financial year 2024-25.
Remuneration to be paid	Rs. 30.00 Million per annum Excluding other benefits as following: Gratuity: As per rules of the Company. Contribution to the Provident Fund, Superannuation Fund and Annuity Fund: As per rules of the Company Leave Encashment : As per rule of the Company
Number of Board Meetings attended during the current financial year	3 out of 3 (till date of this Notice)
Shareholding	Mrs. Sushma Garg holds 4,77,65,200 shares in the Company.
Relationship with other Directors and KMP	Wife of Mr. Varinder Kumar Garg, Chairman & Whole-Time Director and Mother of Mr. Vivek Garg, Managing Director & CEO.
Membership / Chairpersonship of Committees of the Company	NIL
Directorships held in other companies	Surbhi Metals (India) Private Limited Vivek Infraprojects Private Limited Arogyacity Healthcare and Research Centre Private Limited Varindera Developers and Infrastructure Private Limited Varindera Constructions International Limited NAS Buildcon Private Limited
Memberships / ~~Chairpersonship~~ of Committees held in other Indian companies	NIL
Recognition or awards	NIL

Name	Mr. Naresh Kumar Jain
Director Identification Number (DIN)	01281538
Age	72
Original Date of Appointment	May 1st , 2025
Qualification	A science and law graduate from Delhi University and A Fellow Member of the Institute of Company Secretaries of India (ICSI),
Experience and Expertise	Mr. Naresh Kumar Jain is a highly accomplished professional having more than 4 decade experience in legal affairs, corporate governance, and regulatory compliance, including more than three and half decades in senior leadership roles. He is a Fellow Member of the Institute of Company Secretaries of India (ICSI) and an Honorary Fellow of the Institute of Certified Public Secretaries – Kenya. Throughout his career, he has held esteemed positions such as the Company Secretary, the Director – Legal in listed entities and as the Secretary & CEO of ICSI, Chairman of NIRC–ICSI, and Council Member of ICSI. Mr. Jain has been actively associated with key regulatory, government and industry bodies, including the Ministry of Corporate Affairs, SEBI, and ASSOCHAM. A recognized thought leader, he is a sought-after speaker at domestic and global platforms such as INSOL, OECD and World Bank and has authored several articles on various topics including board and corporate governance sustainability, corporate compliance management etc. His continued contributions have significantly shaped corporate policy and promoted best practices in governance, both nationally and internationally. He is presently Corporate Advisor and an Independent Director on Boards of multiple listed and unlisted entities

Justification for Appointment	Vast experience of Mr. Jain in the filed of legal affairs, corporate governance, and regulatory compliance, will provide invaluable insights and expertise, enabling the Company to navigate complex regulatory landscapes, ensure compliance, and make informed strategic decision. Mr. Jain's understanding of regulatory compliance is crucial for navigating complex legal landscapes, ensuring that the company adheres to laws and regulations, which is essential for risk management and corporate integrity. Further, his contribute towards more robust discussions and decision-making processes, will enhance the board's overall effectiveness. It is also pertinent to mention that the presence of Mr. Jain on the board of the company can reinforce a culture of accountability and good governance, which is increasingly important to stakeholders.
Remuneration Last Drawn	NIL
Remuneration to be paid	NIL
Number of Board Meetings attended during the current financial year	2 out of 3 (till date of this Notice)
Shareholding	NIL
Relationship with other Directors and KMP	None
Membership / Chairpersonship of Committees of the Company	1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member)
Directorships held in other companies	1. PNC Inratech Limited 2. Sampann Utpadan India Limited 3. Calcom Vision Limited 4. Asian Hotels (North) Limited 5. Optiemus Infracom Limited 6. Model Economic Township Limited

Memberships / Chairpersonship of Committees held in other Indian companies	1. PNC Inratech Limited- Audit Committee (Member) 2. Sampann Utpadan India Limited- Stake holders Relationship Committee (Chairman) 3. Calcom Vision Limited: Audit Committee (Member) 4. Asian Hotels (North) Limited Stake holders Relationship Committee (Member) 5. Optiemus Infracom Limited (a) Audit Committee (Member) (b) Nomination and Remuneration Committee (Member) (c) CSR Committee: Chairman 6. Model Econimic Township Limited (a) Audit Committee (Member) (b) Nomination and Remuneration Committee (Member) (c) CSR Committee: Member
Recognition or awards	Authored several articles for various national economic newspapers, journals and professional magazines.