

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**BOARD'S REPORT****To,****The Members,
Varindera Constructions Limited**

Your directors are pleased to present the 38th Annual Report on the business and operations together with the Audited Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2025 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 31st March 2025		Financial Year ended 31st March 2024	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	19858.76	19858.76	13,889.28	13,889.28
Profit before Finance Cost, Depreciation and Amortisation, Exceptional Items, Other Income and Tax (EBITDA)	3103.35	3105.34	2251.96	2247.07
Less: Finance Costs	495.99	496.12	325.77	325.79
Depreciation and amortisation	257.77	258.02	188.36	188.36
Exceptional Items – gain	-	-	-	
Add: Other Income	305.52	284.44	155.09	150.53
Profit before Tax	2655.11	2635.64	1,892.92	1,883.45
Less: Tax Expense	601.75	601.75	449.62	449.63
Profit after Tax	2053.36	2033.89	1,443.30	1,433.82
Add: Other Comprehensive Income	44.23	46.60	(4.04)	(7.54)
Total Comprehensive Income / (Loss) carried to Other Equity	2097.59	2080.49	1,439.26	1,426.28

The Company's Revenue from Operations on a Standalone basis for FY 2024–25 was ₹ 19,858.76 Million as compared to ₹ 13,889.28 Million in FY 2023–24, thereby showing an increase of 42.98% YoY. The Operating Profit (EBITDA) (Standalone) stood at ₹ 3,103.35 Million as against ₹ 2,251.96 Million in the previous year, marking an uptrend of 37.81 % YoY. The Net Profit for the year stood at ₹ 2,053.36 Million as against ₹ 1,443.30 Million reported in the previous year, reflecting an increase of 42.27% YoY.

The Company's Consolidated Revenue from Operations for FY 2024–25 was ₹ 19,858.76 Million (Previous Year: ₹ 13,889.28 Million), registering an increase of 42.98% YoY. The Consolidated Operating Profit (EBITDA) stood at ₹ 3,105.34 Million (Previous Year: ₹ 2,247.07 Million), marking a growth of 38.19% YoY. The Consolidated Profit after Tax stood at ₹ 2,033.89 Million (Previous Year: ₹ 1,433.82 Million), reflecting a significant increase of 41.83% YoY, Important Financial performance and ratio are represented as follows:

S.No.	Particulars		F.Y. 2024-2025	F.Y. 2023-2024
		Unit	Company	Company
1	EBITDA	INR Million	3,408.87	2,397.60
2	EBITDA Margin (%)	%	17.17%	17.26%
3	Profit after tax ("PAT")	INR Million	2,053.36	1433.82
4	PAT Margin (%)	%	10.34%	10.32%
5	Debt to Equity	Times (x)	0.70	0.69
6	Return on Equity (including total net worth)	%	33.57%	33.18%
7	Return on Capital Employed (including total net worth)	%	25.16%	25.10%
8	Current Ratio	Times (x)	1.51	1.68

Working Capital Days:

S.No.	Particulars	Unit	F.Y. 2024-2025	F.Y. 2023-2024
1	Receivable days	Days	97.60	84.87
2	Unbilled Revenue days	Days	18.36	26.25
3	Payable days	Days	51.99	43.59
4	Inventory days	Days	49.66	51.29
	Working capital days	Days	113.63	118.82

The performance and financial position of the Varindera Construction International Limited (VCIL), Subsidiary Company of the Company is included in the Consolidated Financial Statements.

2) Business Operations

The Company is presently in the process of listing its Equity Shares and was not listed on any stock exchange as on March 31, 2025. As part of the listing process, the Company filed its Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI) on **September 30, 2024**. Subsequently, during the year under review, the Company received In-Principle Approvals for the listing of its equity shares from the following regulatory authorities::

- i. National Stock Exchange of India Limited (NSE) on December 18, 2024;
- ii. BSE Limited (BSE) on December 18, 2024;
- iii. Securities and Exchange Board of India (SEBI) on January 23, 2025. will take the appropriate action as advised by the Company's Book Running Lead Managers (BRLMs).

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 (in Mauritius & Maldives), prioritizing safety, and ensuring timely completion.

Company's focus is on geographically clustering the projects for efficiency and profitability, efficient use of owned construction equipment bank, and backward integration through in-house production of structural parts like window frames and metal doors used in projects.

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 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.

As of March 31, 2025, Company had an open order book of Rs. 76,544.00 Million.

3) Dividend

During the financial year under review, the Board of Directors has not recommended for payment of Dividend as the Company emphasis on its growth journey and due to which it is intended to plough back the profits of the Company into the business activities of the Company.

4) Share Capital of the Company

During the FY 2024-25, there was change in the capital structure of the Company. The Company has increased its authorised share capital from the existing Rs. 50 million divided into 5,00,00,000 Equity Shares of Rs.1/- each to Rs. 240 million divided into 24,00,00,000 Equity Shares of Rs. 1/- each by the approval of the Board as well as members of the Company vide their meetings held on May 27, 2024 and June 07, 2024 respectively.

As on **31st March, 2025**, the capital structure of the Company is as follows:

1. Authorized Share Capital:

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

2. 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.

3. 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.

4. 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) Sub-division/Split of Shares

The Board of Directors of the Company in its meeting held on May 27, 2024 and members of the Company in the Extra Ordinary General Meeting held on June 07, 2024 have approved the sub-division of the authorized share capital of the Company from Rs. 5,00,00,000/- consisting of 5,00,000 equity shares of face value of Rs. 100/- each to Rs. 5,00,00,000 consisting of 5,00,00,000 equity shares of face value of Rs. 1/- each and accordingly the existing issued, paid-up and subscribed share capital of the Company stands sub-divided from equity shares of face value of Rs. 100/- each to equity shares of face value of Rs. 1/- each.

6) Issue of Bonus Shares

Pursuant to Section 63 of the Companies Act, 2013 ("Act") and rules made thereunder, the Board of Directors at its meeting held on May 27, 2024, had approved issue of Bonus Shares amounting to Rs. 149.45 Million by issue of 14,94,45,000 (Fourteen Crores Ninety-Four Lakh Forty-Five Thousand) Equity shares of Rs. 1/- each to the existing shareholders in the proportion of 27 (Twenty-seven) Equity share for every 1 (One) existing fully paid-up Equity shares. The same has also been approved by the members in the Extra Ordinary General Meeting held on June 07, 2024. The said Bonus Shares was allotted by the Board of Directors in its meeting held on July 06, 2024.

7) Transfer to reserves

The Company has not transferred any amount to the General Reserves in FY 2024-25.

8) Subsidiaries, Associates and Joint Ventures

The Company does not have any Associate or Joint Venture Company as on 31st March, 2025.

The Company has a wholly owned subsidiary company named Varindera Constructions International Limited incorporated in Mauritius and a step down subsidiary namely VCIL Mauritius Private Limited incorporated under the laws of the Republic of Maldives incorporated on 22nd September 2024

During the financial year and as on the date of this Report, there are no material subsidiaries of the Company.

Further, Varindera Constructions Limited have entered in the joint arrangements which were set up as an Un-incorporated AOPs for construction of infra facilities. The details of the same 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 statements 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.

9) Public Deposits

The Company did not accept any deposits during the financial year, including from public and, as such, no amount of principal or interest was outstanding as on the balance sheet closure date.

10) 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.

11) 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.

12) Employee Stock Option Scheme (ESOP)

During the financial year, 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, the Company has not granted any options.

The said Scheme comply with the provisions of Section 62(1)(b) read with rules made there under and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

13) Board of Directors

The Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements

The composition of the Board of Directors of the Company as on March 31, 2025 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 ¹
2.	Mr. Vivek Garg	02187343	Managing Director & CEO ²
3.	Mrs. Sushma Garg	01130678	Whole-Time Director
4.	Mr. Vinod Kumar	10392103	Non-Executive- Independent Director ³
5.	Mr. Kuljit Singh Popli ⁵	01976135	Non-Executive - Independent Director ³
6.	Ms. Neeru Abrol	01279485	Non-Executive – Women Independent Director ⁴
7	Mr. Naresh Kumar Jain	01281538	Additional Director (Non-Executive & Independent)

- 1. The Board of Directors on the recommendation of Nomination and Remuneration Committee approved the re-designation of Mr. Varinder Kumar Garg from Managing Director to Chairman & Whole-time Director in its meetings held on July 06, 2024, which was subsequently approved by the shareholders in the extraordinary general meeting held on July 16, 2024.*
- 2. The Board of Directors on the recommendation of Nomination and Remuneration Committee approved the appointment of Mr. Vivek Garg as Managing Director & CEO in its meetings held on July 06, 2024, which was subsequently approved by the shareholders in the extraordinary general meeting held on July 16, 2024.*
- 3. The Board of Directors on the recommendation of Nomination and Remuneration Committee recommended the appointment of Mr. Vinod Kumar and Mr. Kuljit Singh Popli as Non-Executive - Independent Directors of the Company for a period of 5 years i.e. June 07, 2024 to June 06, 2029, the said appointment was approved by the shareholders in the extraordinary general meeting held on June 07, 2024.*
- 4. The Board of Directors on the recommendation of Nomination and Remuneration Committee recommended the appointment of Ms. Neeru Abrol as Non-Executive - Independent Director of the Company for a period of 5 years i.e. August 29, 2024 to August 28, 2029, the said appointment was approved by the shareholders in the extraordinary general meeting held on August 29, 2024.*
- 5. The Board of Directors expresses deep sorrow on the sudden demise of Mr. Kuljit Singh Popli, Independent Director, on April 18, 2025. The Board places on record its sincere appreciation for the valuable contributions made by him during his tenure.*

The Independent Directors of the Company viz. Mr. Kuljit Singh Popli, Mr. Vinod Kumar and Ms. Neeru Abrol have furnished the declarations to the Company confirming that they meet the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16(1)(b) read with Regulation

25(8) of the SEBI Listing Regulations and the Board has taken on record the said declarations after undertaking due assessment of the veracity of the same.

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.

Consequent to the vacancy arising from demise of Mr. Kuljit Singh Popli, Mr. Naresh Kumar Jain (DIN: 01281538) has been appointed as an Additional Director (Non-Executive & Independent) with effect from 01st May 2025, subject to the approval of shareholders at the ensuing General Meeting.

The requisite resolution for appointment of Mr. Naresh Kumar Jain as Independent Director by members of the Company has been set out in the Notice of the ensuing Annual General Meeting

APPOINTMENT OF INDEPENDENT DIRECTOR AND JUSTIFICATION OF THE APPOINTMENT

Mr. Naresh Kumar Jain was appointed as an Additional Director (Non-executive and Independent) of the Company w.e.f May 01, 2025 by the Board of the Company to hold office upto the date of ensuing Annual General Meeting of the Company.

Mr. Naresh Kumar Jain is a highly accomplished professional with over 44 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.

He has held several distinguished positions including as the Chairman of the Northern India Regional Council (NIRC) of ICSI in 1992, Council Member of ICSI (1995-97), Secretary of ICSI (2003-2005) and the Secretary and CEO of ICSI (2005-2012). He has served as a member of numerous high-level committees and advisory groups under the Ministry of Corporate Affairs (MCA), SEBI, the Planning Commission, and other regulatory and international institutions such as IFCS and CSIA.

Currently, Mr. Jain is engaged as an Independent Director, Corporate Advisor, and Partner at Global FinServe LLP, and contributes actively to industry bodies including ASSOCHAM and PHD Chamber. He has been a sought-after faculty member for various national and international forums, training board leadership teams and addressing governance and compliance issues at conferences organized by DPE, IICA, OECD, World Bank, IOD, and others.

His global exposure includes participating and training in programs by the Global Corporate Governance Forum (IFC – World Bank) and addressing global platforms such as INSOL, ICGN, and the Indo-UK Task Force on Corporate Affairs. A prolific thought leader, Mr. Jain has also authored numerous articles for national economic dailies and professional journals.

Mr. Naresh Kumar Jain possesses the desired knowledge and experience for being appointed as Independent Director of the Company.

Hence, Board of Directors of your Company propose to appoint Mr. Naresh Kumar Jain as an Independent Director of the Company, not liable to retire by rotation for a term of five years commencing from 01st May, 2025 upto 30th April, 2030. The requisite resolution for appointment of Mr. Naresh Kumar Jain as an Independent Director by members of the Company has been set out in the Notice of the ensuing Annual General Meeting. Mr. Naresh Kumar Jain also meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013. The Board is of the opinion that your Company will benefit from the knowledge and experience of Mr. Naresh Kumar Jain.

DIRECTORS RETIRING BY ROTATION

In terms of the provisions of the Companies Act, 2013, Mr. Vivek Garg (02187343), Managing Director & CEO 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. Vivek Garg seeking re-appointment as the ensuing general meeting.

RE- APPOINTMENT OF MRS. SUSHMA GARG, WHOLE-TIME DIRECTOR

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 EGM of the Company held on 24th April, 2023.

As her term of office is going to expire on April 30, 2026, keeping in view of her vast experience and exposure, the Board of Directors of the Company at its meeting held on 06th June, 2025 the recommendation of the Nomination Remuneration Committee held on 06th June, 2025 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).

The requisite resolution for appointment of Mrs. Sushma Garg as a Whole-Time Director by members of the Company has been set out in the Notice of the ensuing Annual General Meeting.

The Board recommends her 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 Mrs. Sushma Garg seeking re-appointment as the ensuing general meeting.

Details of the proposal for directors seeking Appointment/ re-appointment are mentioned in the annexure to the Explanatory Statement of the Notice of 38th Annual General Meeting. The Board recommends their re-appointment to the members for their approval.

14) Resignation / Cessation:

During the financial year under review, Mrs. Surbhi Agarwal, Director resigned from the Company w.e.f. May 04, 2024, due to her personal reason and pre-occupation. Mr. Nitin Kaushal and Mr. Mayank Garg, Independent Directors resigned from the Company w.e.f. July 06, 2024 due to their personal reason and other commitments.

The Board of Directors placed on record, a deep sense of appreciation for Mrs. Surbhi Agarwal, Mr. Nitin Kaushal and Mr. Mayank Garg's remarkable efforts and the outstanding contribution towards the growth and success of the Company.

15) 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. Vikas Jain, Chief Financial Officer
- e) Mr. Anurag Srivastava, Company Secretary.

16) 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 and IPO Committee to handle day to day operational matters of the Company. During the reporting financial year, IPO Committee meeting was not conducted.

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.

All decisions pertaining to the constitution of Committees, appointment of Members and fixing of terms of reference/ role of the Committees are taken by the Board. The Board had constituted / re-constituted various Committees in compliance with the provisions of the Act and the SEBI Listing Regulations viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

AUDIT COMMITTEE

The Audit Committee of the Board is constituted in accordance with Section 177 of the Act and 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 and the Regulation 18 of the SEBI Listing Regulations, 2015. For better Corporate Governance and ensure participation of newly appointed Independent Directors in the decision making of the Company. The Board at its meeting held on July 06, 2024 re-constituted the audit committee.

The details of the re-constituted members of audit committee as on 31st March, 2025 and changes occurred among them during the year under review 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 ¹
2	Mr. Vivek Garg, Managing Director & CEO	Member
3	Mr. Kuljit Singh Popli, Independent Director***	Member ³
4	Mr. Naresh Kumar Jain, Independent Director ***	Member ³

Note:

1. Mr. Vinod Kumar was appointed as Chairperson of the Audit Committee w.e.f July 06, 2024.
2. Mr. Nitin Kaushal and Mr. Mayank Garg ceased to be members of Audit committee w.e.f. July 06, 2024 due to resignation from Board.
3. Mr. Kuljit Singh Popli was appointed as Member of the Audit Committee w.e.f July 06, 2024.

***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.

Mr. Anurag Srivastava, Company Secretary acts as Secretary to the Committee.

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 and SEBI Listing Regulations. The composition, quorum, terms of reference, functions, powers, roles and scope are in accordance with Section 178(5) of the Act and the Regulation 20 of the SEBI Listing Regulations.

The details of the constituted members of Stakeholder's Relationship Committee as on 31st March, 2025 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 ¹
2	Mr. Vivek Garg, Managing Director & CEO	Member ²
3	Mr. Varinder Kumar Garg, Chairman & Whole-Time Director	Member ³

Note:

1. Mr. Vinod Kumar was appointed as Chairperson of the Stakeholder's Relationship Committee w.e.f July 06, 2024.
2. Mr. Vivek Garg was appointed as Member of the Stakeholder's Relationship Committee w.e.f July 06, 2024.
3. Mr. Varinder Kumar Garg appointed as Member of the Stakeholder's Relationship Committee w.e.f July 06, 2024.

Mr. Anurag Srivastava, Company Secretary acts as Secretary to the Committee.

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 and 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 Board at its meeting held on July 06, 2024 re-constituted the Nomination and Remuneration Committee.

The details of the re-constituted members of Nomination and Remuneration Committee as on 31st March, 2025 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, Independent Director	Chairperson ¹
2	Mr. Varinder Kumar Garg, Chairman & Whole-Time Director	Member
3	Ms. Neeru Abrol, Independent Director	Member ⁴
4	Mr. Kuljit Singh Popli, Independent Director***	Member
5	Mr. Naresh Kumar Jain, Independent Director***	Member

Note:

1. Mr. Vinod Kumar was appointed as Chairperson of the Nomination and Remuneration Committee w.e.f July 06, 2024.
2. Mr. Kuljit Singh Popli was appointed as Member of the Nomination and Remuneration Committee w.e.f July 06, 2024.
3. Mr. Nitin Kaushal and Mr. Mayank Garg ceased to be members of Nomination and Remuneration Committee w.e.f. July 06, 2024 due to resignation from Board.
4. Ms. Neeru Abrol was appointed as Member of the Nomination and Remuneration Committee w.e.f 11.09.2024

***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.

Mr. Anurag Srivastava, Company Secretary acts as Secretary to the Committee.

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 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 31st March, 2025 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 ¹
2	Mr. Vinod Kumar, Independent Director	Member ²
3	Mr. Vivek Garg, Managing Director & CEO	Member ³
4	Mr. Vikas Jain, Chief Financial Officer	Member ⁴

Note:

1. Mr. Varinder Kumar Garg was appointed as Chairperson of the Risk Management Committee w.e.f July 06, 2024.
2. Mr. Vinod Kumar was appointed as Member of the Risk Management Committee w.e.f July 06, 2024.
3. Mr. Vivek Garg was appointed as Member of the Risk Management Committee w.e.f July 06, 2024.
4. Mr. Vikas Jain was appointed as Member of the Risk Management Committee w.e.f July 06, 2024.

Mr. Anurag Srivastava, Company Secretary acts as Secretary to the Committee.

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.

To ensure participation of newly appointed Independent Directors in the decision making regarding the CSR, the Board at its meeting held on July 06, 2024 has re-constituted the Corporate Social Responsibility Committee.

The details of the re-constituted members of Corporate Social Responsibility Committee on 31st March, 2025 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 Garg, Chairman & Whole-Time Director	Chairperson ¹
2	Mr. Vinod Kumar, Independent Director	Member ²
3	Mr. Vivek Garg, Managing Director & CEO	Member ³

Note:

1. Mr. Varinder Kumar Garg was appointed as Chairperson of the Corporate Social Responsibility Committee w.e.f July 06, 2024.
2. Mr. Vinod Kumar was appointed as Member of the Corporate Social Responsibility Committee w.e.f July 06, 2024.
3. Mr. Vivek Garg appointed as Member of the Corporate Social Responsibility Committee w.e.f July 06, 2024.
4. Mr. Nitin Kaushal and Mr. Mayank Garg ceased to be members of Corporate Social Responsibility Committee w.e.f. July 06, 2024 due to resignation from Board.

Mr. Anurag Srivastava, Company Secretary acts as Secretary to the Committee.

17) Meetings

Agenda and supporting documents of Board Meetings, Annual General Meeting and Committee Meetings is prepared and circulated in advance to the Directors of the Company.

Board Meetings

The Board of Directors of the Company met 10 (Ten) times during the financial year 2024-25. The meetings were held on the following dates: April 22, 2024; May 6, 2024; May 27, 2024; July 6, 2024; August 28, 2024; September 11, 2024; September 23, 2024; September 30, 2024; December 6, 2024; and March 28, 2025. 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 6 (Six) times during the financial year 2024-25. The Meetings were held on the 27.05.2024, 11.09.2024, 30.09.2024, 06.12.2024, 15.02.2025 and 28.03.2025. 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 4 (Four) times during the financial year 2024-25. The Meetings were held on the 02.05.2024, 06.07.2024, 28.08.2024 and 11.09.2024. 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 (Two) 2 times during the financial year 2024-25. The Meetings were held on the 11.09.2024 and 28.03.2025. The maximum time gap between any two consecutive Meetings did not exceed as per the provisions of the Companies Act, 2013.

18) Familiarization Program of Independent Directors

In compliance with the requirements of the SEBI Listing Regulations, the Company has put in place a familiarization program for Independent Directors to familiarize them with their role, rights and responsibility as Directors, the operations of the Company, business overview etc. The policy on familiarization programme was adopted by the Board in its meeting held on 28th August, 2024. The details of the familiarization program are available on the website of the Company and can be accessed by weblink <https://www.vclgroup.in/>.

A Familiarization Program for Independent Directors was conducted on 26th March, 2025, 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.

19) A statement regarding opinion of the Board with regard to integrity, expertise, and experience (including the proficiency) of the Independent Directors appointed during the financial year 2024-25.

Mr. Vinod Kumar and Mr. Kuljit Singh Popli were appointed as Non-Executive - Independent Directors of the Company for a period of 5 years i.e. June 07, 2024 to June 06, 2029 and Ms. Neeru Abrol was appointed as Non-Executive - Independent Director of the Company for a period of 5 years i.e. August 29, 2024 to August 28, 2029. The Company has received declaration from the Independent Directors that they meet the criteria of independence as prescribed under Section 149 of the Act and Regulation 16 (1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. In the opinion of the Board, they possess the requisite qualifications, experience, expertise, proficiency and hold high standards of integrity to be appointed as Independent Director of the Company.

20) 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.

21) 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 28th March 2025 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. Separate meetings of independent directors were also conducted on 26th March, 2025 for evaluation of the performance of non-independent directors and the board as a whole considering the views of executive directors and non-executive directors.

22) 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/>.

23) 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/>.

24) 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/>.

25) Related Party Transactions

All related party transactions entered into by your Company during the Financial Year 2024-25 were on an arm's length basis and in the ordinary course business. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is annexed to this report in Annexure-2. Note no. 39 to financial statements also contain information regarding related party transactions

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.

The Company has in place a policy on Related Party Transactions and the same is available on the Company's website at <https://www.vclgroup.in/>

26) 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.

27) Directors' Responsibility Statement

In accordance with the provisions of Section 134 of the Act, your Directors confirm 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, 2025 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.

28) 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.

29) 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.

30) Secretarial Standards

During FY 2024-25, 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.

31) 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 16.09.2024.

As required under Section 139 of the Act, the Company has obtained consent letter from them to the effect that their appointment, would be in accordance with the conditions prescribed under the Act and the Rules made thereunder, as may be applicable.

The Audit Report as submitted by M/s. SS Kothari Mehta & Company, Chartered Accountants (FRN: 000756N), Statutory Auditors on the Annual Financial Statements (Standalone & Consolidated) of the Company for the financial year 2024-25 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report except following observation which has been suitably replied by the Board as under:

Auditor's Observation:

Based on our examination which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems, except that the audit trail at the data base level for certain master table fields was enabled from September 07, 2024. In respect of the accounting software used for branch operation, the audit trail feature was enabled and operated from August 22, 2024 for one branch and from August 25, 2024 for another branch. Further during the course of our Audit, we did not come across any instance of the Audit trail feature being tempered with and in respect of the accounting software where the feature was enabled. The audit trail has been preserved by the company as per the Statutory requirements for record retention.

Board's response:

Accounting Software Systems for maintaining the books of account was fully operational during the financial year 2024-25. Due to initial year of implementation of accounting software, certain features of the audit trail were activated/enabled in the middle of the financial year. There is no impact on financial statements or financial position of the Company.

32) Internal Audit

Pursuant to Section 138 of the Companies Act, 2013 and rules made there under, M/s. Kirtane & Pandit LLP, Chartered Accountants was appointed as an Internal Auditor of the Company to oversee and carry out internal audit of its activities based on an internal audit plan.

33) Secretarial Audit

The Secretarial Audit for the financial year 2024-25 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

34) 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, 2025 on 11th September 2024.

Cost Audit report for the FY 2024-25 does not have any qualification, reservation, disclaimer or adverse remark.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders. Accordingly, the Board recommends the same for approval by shareholders at the ensuing AGM.

The Board, on the recommendation of Audit Committee, has re-appointed R.K. Bhandari & Co., Cost Accountants, Cost Accountants, as Cost Auditors of the Company for FY 2025-26 in its meeting held on 06th June, 2025.

35) Risk Management

The Company has established a well-documented and robust risk management framework under the provisions of the Act. 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 Organisational 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 Risk Management Committee has also been constituted and terms of reference has been specified as per the SEBI (LODR) Regulations.

The Company has in place Risk Management Policy and the same is available on the Website of the Company viz. <https://vclgroup.in/>

36) Internal Control Systems and their adequacy

The Company has an adequate system of internal control to ensure that the resources are used efficiently and effectively so that:

- assets are safeguarded and protected against loss from unauthorized use or disposition.
- all significant transactions are authorised, recorded and reported correctly.
- financial and other data are reliable for preparing financial information.
- other data are appropriate for maintaining accountability of assets.

The internal control is supplemented by an extensive internal audits programme, review by management along with documented policies, guidelines and procedures.

37) Internal Financial Controls and their adequacy

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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Act.

38) 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 behaviour, 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 Managing Director & CEO and 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 MD & CEO / Chairman of the Audit Committee.

Your Company hereby affirms that no Director/ Employee has been denied access to the Chairman of the Audit Committee and that no complaint was received during the Financial Year under review.

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

39) Sexual Harassment

The Company has always believed in providing a conducive work environment devoid of any discrimination and harassment including sexual harassment. The Company has a well formulated Policy on Prevention and Redressal of Sexual Harassment. The objective of the Policy is to prohibit, prevent and address issues of sexual harassment at the workplace. This Policy has striven to prescribe a code of conduct for the employees and all employees have access to the Policy document and are required to strictly abide by it. The Policy covers all employees, irrespective of their nature of employment and is also applicable in respect of all allegations of sexual harassment made by an outsider against an employee.

The Company has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. During the financial year 2024-25, no case of Sexual Harassment was reported.

The Annual Report of the Internal Complaints Committee of the Company pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder for the year ended December 31, 2024 has duly been filed with the office of District Officer.

40) Reporting of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report under Section 143(12) of the Act and the Rules made thereunder.

41) Significant and material Orders passed by the Regulators/Courts, if any

During the FY 2024-25, 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.

42) 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 except there was a revision in rating of the Company from A Stable to A+.

43) Annual Return

In terms of Section 92(3) read with Section 134(3)(a) of the Act and rules thereto, the draft Annual Return of the Company in Form MGT-7 for the financial year ended on March 31, 2025, is available on the Company's website at www.vclgroup.in. The Annual Return will be electronically submitted to the Registrar of Companies within the timelines prescribed under the Act.

44) Green Initiatives

In line with the Green Initiatives, the Notice of the Annual General Meeting of the Company is being sent to all Members whose email addresses are registered with the Company/Depository Participant(s). Members who have not registered their e-mail addresses, are requested to register their e-mail IDs with Company's Registrar and Share Transfer Agents.

45) 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, 2025.

46) 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, 2025.

47) 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.

48) 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.

49) Shifting of Registered Office

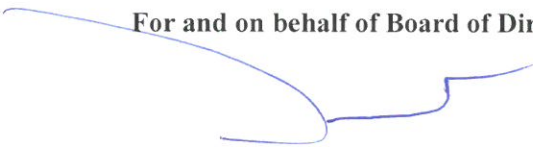
The Board of Directors of the Company, by way of resolution passed through circulation on July 26, 2024, has approved the shifting of the Company's registered office from 408 Suneja Tower IDISTT Centre Janakpuri, New Delhi - 110058, India to Office No. 613, 6th Floor, Plot No. 4 Vishwadeep Tower, District Centre, Janakpuri A-3, West Delhi, New Delhi – 110058, India, with effect from July 26, 2024.

50) Acknowledgement

Your Directors would like to acknowledge and place on record their sincere appreciation to all Stakeholders, Clients, Financial Institutions, Banks, Central and State Governments, the Company's valued Investors and all other Business Partners, for their continued co-operation and support extended during the financial year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to promote its development.

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: 06/06/2025

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 6th July, 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 2024-25:

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 (Chairman & Whole-Time Director)	Chairperson	2	2
2.	Mr. Vivek Garg (Managing Director & CEO)	Member	2	2
3.	Mr. Vinod Kumar (Independent Director)	Member	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): ₹ 1080.85 Million

(b) Two percent of average net profit of the company as per sub-section (5) of section 135. - ₹ 21.62 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- 17.66 Million

(e) Total CSR obligation for the financial year - ₹ 21.62 Million

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).
Rs. 4.20 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. 4.20 million

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

Total Amount Spent for the Financial Year. 2024-25 (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. 4.20 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)	21.62
(ii)	Amount available for set off from preceding financial years	17.66
(iii)	Total amount spent for the Financial Year	4.20
(iv)	Excess amount spent for the financial year [(i)-(ii)-(iii)]	0.24
(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	0.24

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

Sr No.	Preceding Financial Year	Amount transferred to Unspent CSR Account	Balance Amount in Unspent CSR	Amount spent in the reporting Financial	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining
					Name of the Fund	Amount (in `)	Date of transfer	

		under section 135 (6) (in `)	Account under sub- section (6) of section 135 (in Rs.)	al Year (in `)				to be spent in succee ding financi al years. (in `)
1.	2023			5198533	Donation	519853	26.06.2024	NIL
2.	2022			521184	to	521184	26.06.2024	NIL
3.	2021			4194383	Swachh Bharat Kosh	4194383	26.06.2024	NIL

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NO

==

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.

For and on behalf of Board of Directors


Varinder Kumar Garg
Chairman of CSR Committee

Place: Gurugram
Date: 06/06/2025


Vivek Garg
Managing Director & CEO

Place: Gurugram
Date: 06th June, 2025

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, 2025

(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

(i) :

(i)	The efforts made towards technology absorption	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.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	

	(a) the details of technology imported	
	(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	

© **Foreign exchange earnings and Outgo**

- Foreign exchange earned (actual inflows during the year): ₹2,697,140,850.58
- Foreign exchange outgo (actual outflows during the year): ₹1,183,919,365.99

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: 06/06/2025

CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, South Delhi, New Delhi – 110 074, India
Tel: +91 11-2630 2076; Mobile: +91 8375823958; E-mail: support@corp-nexus.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(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, 2025 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, 2025 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, to the extent applicable to the Company proposed to be listed.
- (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 following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable to the Company proposed to be listed.
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company proposed to be listed.
- (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

CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, South Delhi, New Delhi – 110 074, India
Tel: +91 11-2630 2076; Mobile: +91 8375823958; E-mail: support@corp-nexus.com

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 mostly 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, Standards, etc. subject to filing to some e-forms with the Registrar of Companies with the delayed fee.

During the financial year, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that the audit trail at the database level for certain master table fields was enabled from September 07, 2024.

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.

We further report that during the audit period, the Company undertook the following specific events/actions having a major bearing on its affairs in pursuance of the applicable laws, rules, regulations, guidelines, and standards referred to above:

1. During the financial year, the Company filed a suo motu application under Section 454 of the Companies Act, 2013 for adjudication of penalty due to non-compliance with the provisions of Section 29(1A) of the Act, vide e-Form GNL-1 (SRN: F99824443) dated September 30, 2024.
2. During the financial year, the Company filed a suo motu application under Section 454 of the Companies Act, 2013 for adjudication of penalty due to non-compliance with the provisions of Section 135 of the Act and related matters, vide e-Form GNL-1 (SRN: F96838479) dated July 17, 2024.
3. The Company received in-principle approval from Securities and Exchange Board of India vide letter dated January 23, 2025, in respect of the draft Red Herring Prospectus filed on September 30, 2024. The said approval is valid for one year. In-principle approvals were also received from BSE Limited and National Stock Exchange of India Limited on December 18, 2024.

CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, South Delhi, New Delhi – 110 074, India
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4. The Board of Directors, in its meeting held on May 27, 2024, and the shareholders at the Extraordinary General Meeting held on June 07, 2024, approved the sub-division of Equity Shares having a face value of ₹100/- each into Equity Shares of ₹1/- each ("Sub-division"). Consequently, Clause V of the Memorandum of Association was amended accordingly.
5. In the Board meeting held on May 27, 2024, and pursuant to Section 63 and other applicable provisions of the Companies Act, 2013, it was proposed to capitalize a sum of ₹149.45 million as Bonus Equity Shares ₹115.83 million from the securities premium and ₹33.62 million from free reserves—by issuing 14,94,45,000 (Fourteen Crores Ninety-Four Lakhs Forty-Five Thousand) Equity Shares of ₹1/- each to existing Equity Shareholders in the ratio of 27 (Twenty-Seven) Equity Shares for every 1 (One) fully paid-up Equity Share held. This was approved by the shareholders at the Extraordinary General Meeting held on June 07, 2024.
6. The Company increased its authorised share capital to ₹240 million (i.e. 24,00,00,000 Equity Shares of ₹1/- each), with approvals obtained from the Board and shareholders in their meetings held on May 27, 2024, and June 07, 2024, respectively.
7. On July 06, 2024, the Board of Directors allotted the Bonus Equity Shares to the shareholders. Pursuant to this allotment, the paid-up share capital of the Company increased to ₹154.98 million (15,49,80,000 Equity Shares of ₹1/- each) as on the date of signing this report.

For CL & Associates, Company Secretaries,
Unique Code: P2021DE084900

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Abhishek Lamba, Partner

Membership No. F10489

Certificate of Practice No. 13754

Peer Review No. 4741/2023

UDIN: F010489G000558586

Date: June 06, 2025

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.

CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, South Delhi, New Delhi – 110 074, India
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Annexure -1

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.

For CL & Associates, Company Secretaries,
Unique Code: P2021DE084900

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Abhishek Lamba, Partner

Membership No. F10489

Certificate of Practice No. 13754

Peer Review No. 4741/2023

UDIN: F010489G000558586

Date: June 06, 2025

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.)

- 1) **S. No.** -1
- 2) **Name of the subsidiary** - Varindera Constructions International Limited
- 3) **The date since when subsidiary was acquired** - July 10,2023
- 4) **Reporting period for the subsidiary concerned, if different from the holding company's reporting period.** - 01st April 2024 to 31st March 2025
- 5) **Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.** – Mauritius Rupee
- 6) **Share capital** – MUR 10,00,000 equivalents to INR 18,72,200
- 7) **Reserves and surplus:** MUR (1,56,72,464) equivalents to INR (2,93,41,988)
- 8) **Total assets:** MUR 16,16,91,375 equivalents to INR 30,27,18,592
- 9) **Total Liabilities:** MUR 16,16,91,375 equivalents to INR 30,27,18,592
- 10) **Investments:** 0.00
- 11) **Turnover:** MUR 1,82,60,272 equivalents to INR 3,32,75,694
- 12) **Profit before taxation:** MUR (1,04,92,714) equivalents to INR (1,91,20,873)
- 13) **Provision for taxation:** 0.00[
- 14) **Profit after taxation:** MUR (1,04,92,714) equivalents to INR (1,91,20,873)
- 15) **Proposed Dividend:** 0.00
- 16) **Extent of shareholding (in percentage)** – 100%

Notes:

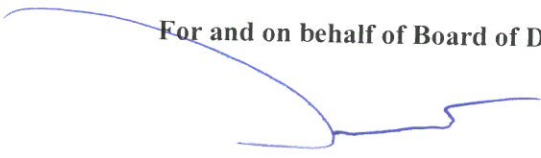
The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations- One (A step down subsidiary namely VCIL Mauritius Private Limited incorporated under the laws of the Republic of Maldives incorporated on 22nd September 2024)
2. Names of subsidiaries which have been liquidated or sold during the year- Nil

Exchange Rate: MUR1.8722 to Indian Rupee Exchange Rate

Part "B": Associates and Joint Ventures- NIL

For and on behalf of Board of Directors



Varinder Kumar Garg
Chairman
DIN: 01563868



Vivek Garg
Managing Director & CEO
DIN: 02187343



Vikas Jain
Chief financial Officer



Anurag Srivastava
Company Secretary & Compliance Officer

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: 06/06/2025

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.

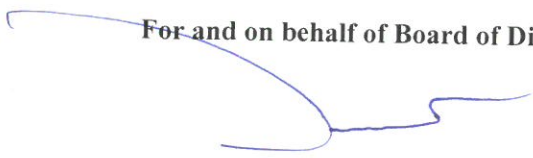
1. Details of contracts or arrangements or transactions not at arm's length basis

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

Name(s) of the related party & nature of relationship	Nature of contracts/ Arrangement / transactions	Duration of the contracts/ agreements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances , if any:
Ankita Garg (Relative of Directors and Promoters)	Remuneration		To pay remuneration upto Rs. 2,40,00,000/- per annum to Mrs. Ankita Garg who is related party under the provisions of the Companies Act, 2013 and who shall be holding an office or place of profit in the Company.	May 29, 2021	Nil
Baljit Sharma (Relative of Director)	Remuneration		To pay remuneration upto Rs. 60,00,000/- per annum to Mr. Baljit Sharma who is related party under the provisions of the Companies Act, 2013 and who shall be holding an office or place of profit in the Company.60,00,000/-	May 29, 2021	Nil
Varindera Constructions International Limited	Construction services for the construction of the Project as well as supply of construction materials and equipment and contract labour		For execution of construction services for the construction of the Luxury Residential Buildings and Commercial Building in Hulhumale Phase 2 as well as supply of construction materials and equipment and contract labour, if required for an amount upto Rs. 4913.3 million consisting of Rs. 320 million for the commercial and Rs.4593.3 million for residential projects with Varindera Constructions International Limited	March 28, 2025	Nil

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: 06/06/2025