Date: 19th August 2026

To,	To,
The Secretary **BSE Limited** **Corporate Relationship Department,** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. (Scrip Code: Equity - **544496**)	The Secretary **National Stock Exchange of India Limited** **Listing Department,** Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai –400051. (Scrip Symbol: **VIKRAN**)

Dear Sir/Madam,

Subject: Notice of the 18th Annual General Meeting to be held on September 11, 2026

Please find enclosed the Notice of the 18th Annual General Meeting ('AGM') of Vikran Engineering Limited ('the Company') to be held on Friday, 11th September, 2026 at 11:30 A.M. (IST) through Video Conference ('VC') / Other Audio-Visual Means ('OAVM').

The Notice of 18th AGM and the Annual Report for the Financial Year 2025-26 are being sent electronically to the members, whose email IDs are registered with the Company/Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company and the Depositories and the same can be accessed on the Company's website at www.vikrangroup.com.

Further, in terms of Reg 36(1)(b) of the Listing Regulations, the Company is also sending a letter providing a web-link, including the exact path of the Annual Report for Financial Year 2025-26 and the Notice of the 18th Annual General Meeting of the Company, to those members who have not registered their e-mail addresses with the Company/Depositories.

The following outlines the essential particulars of the meeting:

Sl No	Particulars	Details
1	Day, date and time of the AGM	Friday, 11th September, 2026, at 11.30 A.M. IST
2	Mode of meeting	VC/OAVM
3	Link for participating in the AGM and remote e-voting	www.evoting.nsdl.com
4	Cut-off date for remote e-voting	Friday, 04th September, 2026
5	Remote e-voting commencement date	Monday, 07th September, 2026, 09:00 A.M. (IST)
6	Remote e-voting end date	Thursday, 10th September, 2026, 05:00 P.M. (IST)
7	Record date for the final dividend for FY 2025-26	Friday, 28th August, 2026

The above information shall also be available on the website of the company at www.vikrangroup.com

This is for your information and records.

Thanking You.

Yours faithfully,

FOR VIKRAN ENGINEERING LIMITED

KAJAL SAGAR RAKHOLIYA
Digitally signed by KAJAL SAGAR RAKHOLIYA
Date: 2026.08.19 21:43:17 +05'30'

Kajal Rakholiya
Company Secretary and Compliance Officer
Mem. No. A45271

Place: Thane
Encl.: as above

NOTICE

NOTICE is hereby given that the **Eighteenth (18th) Annual General Meeting** ("AGM") of the Shareholders ("the Shareholders" or "the Members") of **VIKRAN ENGINEERING LIMITED** ("the Company") will be held on Friday, September 11, 2026, at 11:30 A.M.(IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company at B-2 & B-3, B Wing, 3rd Floor, Ashar IT Park, Road No. 16-Z, Wagle Industrial Estate, Thane, Maharashtra, India, 400604.

ORDINARY BUSINESS:

1. To Consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

   a) "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

   b) "**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Nakul Markhedkar (DIN: 07028044), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nakul Markhedkar (DIN: 07028044), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. To declare dividend on equity shares for the financial year ended March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company, for payment of final dividend of ₹ 0.18 (Rupees Zero point One Eight Only) per equity share of face value of Re. 1/- each for the financial year ended March 31, 2026 and that the said dividend be paid out of the profits of the Company."

SPECIAL BUSINESS:

4. To approve amendment of the Object Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provision of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 read with applicable Rules and Regulation made there under (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Company, to alter the Clause 3 of the Memorandum of Association of the Company such that the existing Clause 3(A)(I) shall continue and be re-numbered as Clause 3(A)(I)(a) and the following additional object clauses be inserted as Clause 3(A)(I)(b) and Clause 3(A)(I)(c):

   Clause 3(A)(I)(b): *To build, establish, maintain, operate, lease or transfer Projects comprising Substations, Transmission Lines, Distribution Networks, Renewable Energy, Data Centres, Telecom Infrastructure, Smart Metering and Water Infrastructure (including canals and irrigation projects) in and outside India, under various schemes including Build, Operate and Transfer (BOT), Build, Operate, Lease and Transfer (BOLT), Build, Operate, Own and Transfer (BOOT) and Hybrid Annuity Model (HAM) including mechanical, electrical, structural and civil engineering services, including design, survey, supply, foundation, erection, stringing and commissioning, on an Engineering, Procurement and Construction (EPC) basis, for Power Transmission and Distribution Lines, Substations, Railway and Metro Electrification, Solar Power Plants, Battery Energy Storage Systems (BESS), Data Centres, Telecom Infrastructure, Advance Metering, Water Infrastructure and such other ancillary business in and outside India.*

   3(A)(I)(c): *To carry on the business of generating, distributing, supplying, transmitting, purchasing, selling and dealing in conventional and non-conventional* *energy resources in any and all forms, including renewable energy and to develop, construct, own, operate, maintain, lease or transfer power plants and power generating stations of every kind, including solar, wind, hydro/hydel, thermal, nuclear, energy storage and other renewable energy systems, together with all associated buildings, structures, machinery, equipment, cables and energy-saving devices and to act as developers, contractors, distributors, dealers, service providers, installers, designers and operators and to manufacture, fabricate, own, lease, hire, import, export, supply and deal in all apparatuses, equipment, machinery and plant required for or capable of being used in connection with the generation, transmission, distribution, application, accumulation, supply and employment of electricity, power, energy and related Infrastructure and to undertake all activities ancillary or incidental to the above objects in and outside India.*

RESOLVED FURTHER THAT Object Clause 3 of the Memorandum of Association of the Company be and is hereby altered accordingly.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorised on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this Resolution, including signing and executing all necessary applications, forms, documents and writings and to file necessary e-Forms with the Ministry of Corporate Affairs and to comply with all other statutory requirements in this regard."

5. To approve alteration of the Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as **a Special Resolution:**

"**RESOLVED THAT** pursuant to Section 14 of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') and rules made thereunder, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with relevant circulars issued by SEBI from to time, (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws), approval of the members of the Company be and is hereby accorded to the Company, to alter the Nominee Director Clause 137 (e) in the Articles Of Association of the Company and include the following clause:

Clause 137 (e) Nominee Director

"A person nominated by the Debenture Trustee as a Nominee Director on the Board of the Company in accordance with clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable laws, regulations and guidelines, as amended from time to time, shall be appointed as a Nominee Director on the Board of the Company. The Debenture Trustee shall have the right to remove such Nominee Director and, in the event of death, resignation or vacancy for any reason whatsoever of such Nominee Director, to nominate another person as Nominee Director. The right of the Debenture Trustee to nominate and/or remove the Nominee Director shall subsist for so long as such debentures remain outstanding, subject to applicable laws and the terms of the relevant Debenture Trust Deed."

RESOLVED FURTHER THAT for giving effect to above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any duly authorised Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power conferred by this resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the members of the Company."

6. To approve limits under Section 180(1)(a) of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT supersession of the earlier resolution passed by the Members of the Company at the Extra-Ordinary General Meeting of the Company held on 30th April, 2025, whereby the Members had approved the limits of the Company up to ₹ 1,000 Crore (Rupees One Thousand Crore only) towards Fund Based facilities and up to ₹ 2,000 Crore (Rupees Two Thousand Crore only) towards Non-Fund Based facilities, and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorised by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders/ Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed ₹ 3,500 Crore (Rupees Three Thousand Five Hundred Crore only), comprising Fund Based facilities up to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only), being an enhancement from the existing limit of ₹ 1,000 Crore (Rupees One Thousand Crore only) and Non-Fund Based facilities up to ₹ 2,000 Crore (Rupees Two Thousand Crore only) which shall remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

7. To approve borrowing limits under Section 180(1) (c) of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

   "RESOLVED THAT supersession of the earlier resolution passed by the Members of the Company at the Extra-Ordinary General Meeting of the Company held on 30th April, 2025, whereby the Members had approved the limits of the Company up to ₹ 1,000 Crore (Rupees One Thousand Crore only) towards Fund Based facilities and up to ₹ 2,000 Crore (Rupees Two Thousand Crore only) towards Non-Fund Based facilities, and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, bonds, financial facility, through the issuance of debentures (listed/unlisted, secured/unsecured, rated, taxable, redeemable, non-convertible debentures) including market linked debentures or such structured bonds/ debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, at any point in time, exceed a sum of ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only) in respect of Fund Based facilities, while the limit in respect of Non-Fund Based facilities shall remain unchanged at ₹ 2,000 Crore (Rupees Two Thousand Crore only).

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary and Compliance officer of the Company be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

8. To approve limits under Section 186 of the Companies Act, 2013 for giving loans, guarantees, securities and making investments and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of the earlier resolutions, if any, passed by the Members of the Company in this regard, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 1500 Crores (Fund based) (Rupees One Thousand Five Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary and Compliance officer of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

9. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the statement annexed to this Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified."

10. To grant approval for payment of remuneration to Mrs. Kanchan Markhedkar, Key Managerial Personnel (KMP) and Chief Human Resource Officer (CHRO) of the Company, being a related party for holding an office or place of profit in the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 177, 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing

Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and as per the recommendation of Nomination & Remuneration Committee and Audit Committee and pursuant to approval of the Board of the Company dated 11th August 2026, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to renew /enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business for Mrs. Kanchan Markhedkar, Key Managerial Personnel (KMP) and Chief Human Resource Officer (CHRO) of the Company, being related party, for the continuation of her appointment to hold an office or place of profit in the Company during the Financial Year 2026-27 on terms and conditions as may be approved by the Board and subject to the maximum remuneration not exceeding ₹ 3,67,73,205 (Rupees Three Crores Sixty Seven Lakhs Seventy Three Thousand Two Hundred Five only) per annum and such other perquisite, allowances, incentives, benefits, facilities, schemes, reimbursements, leave encashment, provident fund contribution, gratuity, health and other insurances, vehicle or any other kind of benefit as granted to senior employees of the Company as per rules and policies of the Company, as applicable, from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation in the Act and or the Rules in this regard, the Board of Directors (and any committee thereof, if so, required by law) be and are hereby authorised to act in accordance with such applicable law without further reference to, or requirement to seek approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, modify and vary the terms and conditions of employment of, and the remuneration, including salary, allowances, perquisites, incentives and benefits payable to Mrs. Kanchan Markhedkar, to the extent the Board may deem fit, and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this Resolution and to sign and file necessary documents, e-form with the Ministry of Corporate Affairs."

11. To grant approval for payment of remuneration to Mr. Vipul Markhedkar, Key Managerial Personnel (KMP) and Chief Business Officer (CBO**)** of the Company, being a related party for holding an office or place of profit in the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

    "RESOLVED THAT pursuant to Section 177, 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and as per the recommendation of Nomination & Remuneration Committee and Audit Committee and pursuant to approval of the Board of the Company dated 11th August 2026, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to renew /enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business for Mr. Vipul Markhedkar, Key Managerial Personnel (KMP) and Chief Business Officer (CBO) of the Company, being related party, for the continuation of his appointment to hold an office or place of profit in the Company during the Financial Year 2026-27 on terms and conditions as may be approved by the Board and subject to the maximum remuneration not exceeding ₹ 2,19,83,280 (Rupees Two Crores Nineteen Lakhs Eighty-Three Thousand Two Hundred Eighty only) per annum and such other perquisite, allowances, incentives, benefits, facilities, schemes, reimbursements, leave encashment, provident fund contribution, gratuity, health and other insurances, vehicle or any other kind of benefit as granted to senior employees of the Company as per rules and policies of the Company, as applicable, from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation in the Act and or the Rules in this regard, the Board of Directors (and any committee thereof, if so, required by law) be and are hereby authorised to act in accordance with such applicable law without further reference to, or requirement to seek approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, modify and vary the terms and conditions of employment of, and the remuneration, including salary, allowances, perquisites, incentives and benefits payable to Mr. Vipul Markhedkar, to the extent the Board may deem fit, and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this Resolution and to sign and file necessary documents, e-form with the Ministry of Corporate Affairs."

12. To Issue Senior, Secured/Unsecured, Rated, Listed/ Unlisted, Taxable, Redeemable, Non-Convertible Debentures/Market Linked Debentures ("NCDs") or other Debt Securities, on a Private Placement and/ or Public Issue Basis for an amount not exceeding Rs. 1000 Crores and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), the rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, approval of the members of the Company, be and is hereby accorded for issuance of Senior, Secured/Unsecured, Rated, Listed/Unlisted, Taxable, Redeemable Non-Convertible Debentures/ Market Linked Debentures ("NCDs") or other debt securities, on a private placement basis and/or public issue basis, in one or more tranches/series at par/ premium/ discount by way of fresh ISIN including by way of reissuance or commercial papers/debt securities, for an aggregate amount not exceeding ₹ 1000 Crores (Rupees One Thousand Crores only), on such terms and conditions as may be determined by the Board or any duly constituted committee thereof.

RESOLVED FURTHER THAT Mr. Rakesh Ashok Markhedkar, Chairman and Managing Director and Mr. Nakul Markhedkar, Whole-Time Director and Ms. Kajal Rakholiya, Company Secretary and Compliance Officer of the Company (the "Authorised Persons") be and are hereby severally authorised to do all such acts, deeds and things as they deem necessary or desirable in connection with the finalisation of the terms of, and completing all applicable requirements for the issue, offer and allotment of the Debentures, including, without limitation the following:

a) seeking, if required, any approval, consent or waiver from any/all concerned governmental and regulatory authorities, that may be required in connection with the issue, offer and allotment of the Debentures;

b) execute the term sheet in relation to the Debentures;

c) execute, file and deliver all necessary documents, instruments and do all acts necessary including for the obtainment of the in-principle listing approvals and final listing approvals and the listing thereof on (NSE/BSE), if required;

d) finalise the terms and conditions of the appointment of an arranger, a debenture trustee, a registrar and transfer agent, a credit rating agency, a legal counsel, the depository(ies) and such other intermediaries including their successors and their agents, as may be required in relation to the issue, offer and allotment of the Debentures;

e) take all such actions as for setting up of recovery expense fund/debenture redemption reserve;

f) negotiating, approving and deciding the terms of the issue, offer and allotment of the Debentures and all other related matters;

g) creating and perfecting the security as required in accordance with the terms of the Transaction Documents (as defined below) over [identified receivables, fixed assets and current assets] of the Company or pledge of shares held by the company in its subsidiary as more particularly set out in the Transaction Documents in relation to the issue, offer and allotment of the Debentures;

h) approving, amending, varying or modifying finalising the private placement offer cum application letter ("PPOA"), general information document, key information document or information documents ("**Disclosure Documents**") in accordance with all applicable laws, rules, regulations and guidelines for each tranche of Debentures;

i) entering into arrangements with the depository(ies) in connection with the issue, offer and allotment of the Debentures in dematerialised form;

j) opening a fixed deposit and marking a lien on the fixed deposit;

k) to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents, the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and/or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):

    (i) the PPOA or Disclosure Documents for the issue, offer and allotment of the Debentures;

    (ii) the debenture trust deed, the debenture trustee agreement, the deed of hypothecation, the deed of personal guarantee, the demand promissory note, lien letter, escrow agreement, pledge agreement, and any other documents required for the creation of security interest over the movable fixed assets and currents assets of the Company, or the issue, offer and allotment of the Debentures (including any powers of attorney in connection thereto), and any other document/undertakings/agreements in relation thereto (collectively, the "Transaction Documents");

    (iii) any other documents required for the purposes of the issue, offer and allotment of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and

    (iv) any other document designated as a Transaction Document by the debenture trustee/holders of the Debentures.

    (v) Creation of pledge of shares held by the company in its subsidiary in favour of debenture trustee to secure the issuance of Debentures, negotiating, executing, filing and delivering any documents, instruments, deeds, amendments, papers, applications, notices or letters, opening of bank account (if required) as may be required in connection with the issue, offer and allotment of the Debentures and dealing with regulatory authorities in connection with the issue, offer and allotment of the Debentures including but not limited to the RBI, the relevant registrar of companies, the Central Registry of Securitisation Asset Reconstruction and Security Interest, the Ministry of Corporate Affairs, or National Securities Depository Limited, Central Depository Services (India) Limited, and such other authorities as may be required.

l) Take all steps for listing of the Debentures/NCDs including all post listing work as per applicable regulations.

RESOLVED FURTHER THAT the contents of the Transaction Documents including the general information document and the key information document have been perused by the Board of Directors and the final and ultimate responsibility of the contents mentioned herein shall also lie with the board of directors.

The following shall be the authorised persons to approve the general information document/key information document:

i. Executive Chairperson and Compliance Officer; or

ii. Managing Director or Chief Executive Officer and Compliance Officer; or

iii. Chief Financial Officer and Compliance Officer; or

iv. Whole-Time Director and Compliance Officer; or

v. any two Key Managerial Personnel.

they are duly authorised to attest as per this clause by the board of directors or the governing body, as the case may be, by a resolution, a copy of which should also disclosed in the offer document."

RESOLVED FURTHER THAT the Authorised Persons be and are hereby severally authorised to make all such submissions and filings in relation to the issue, offer and allotment of the Debentures with the relevant registrar of companies, the Ministry of Corporate Affairs, or the depository(ies), depository participant, and/or any other relevant governmental authorities.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to delegate the powers to any other employee/representative/agent as may be deemed necessary to do all such acts, execute such documents and pay all stamp duty as may be required in connection with any of the matters relating to the issue, offer and allotment of the Debentures.

RESOLVED FURTHER THAT Board delegate its power to Corporate Affairs Committee to issue and allot Debentures to the investors as per the terms and conditions determined in Debenture Trustee Deed.

RESOLVED FURTHER THAT copies of the foregoing resolutions certified to be true copies by any Director or the Company Secretary and Compliance Officer of the Company be furnished to such persons as may be deemed necessary."

By Order of the Board
Vikran Engineering Limited
(Formerly Known as Vikran Engineering & Exim Private Limited)

Sd/-
Rakesh Ashok Markhedkar
Chairman and Managing Director
DIN: 07009284

Registered Office: B-2 & B-3, B Wing, 3rd Floor,
Ashar IT Park, Road No. 16-Z,
Wagle Industrial Estate, Thane, 400604.
Email: info@vikrangroup.com

Place: Thane
Date: August 11, 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its initial General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and General Circular No. 03/2025 dated September 22, 2025, being the latest and such other relevant circulars issued from time to time in between (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024, being the latest and other applicable circulars issued in this regard (collectively referred to as the "SEBI Circulars") has permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of members at a common venue, subject to compliance with the framework prescribed under the MCA Circulars, SEBI Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the AGM of the Company is scheduled to be held through VC/ OAVM. The deemed venue for the AGM will be the Registered Office of the Company.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vikrangroup.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

8. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") setting out the material facts concerning each item of special business i.e. Item Nos. 4 to 12 set out in the Notice is annexed hereto.

9. The relevant details with respect to "Director seeking re-appointment at this AGM" are provided as Annexure I. [Regulation 36(3) of the SEBI Listing Regulations and

Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]

10. The cut-off date for determining the eligibility of shareholders to exercise remote e-Voting rights and attendance at AGM is 4th September 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cutoff date should treat this Notice for information purpose only.

11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Private Limited.

12. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

13. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

14. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder along with all the documents referred to in the Notice will be available for inspection by the members in electronic mode at the Annual General Meeting, and also from the date of circulation of this Notice up to the date of AGM, i.e. 11th September 2026 without any payment of fee by the members. Members seeking to inspect such documents can send an email to Companysecretary@vikrangroup.com.

15. Pursuant to Section 112 and 113 of the Companies Act, 2013, representative of members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through Video conference.

16. Authorized Representatives of Corporate Members and Representatives appointed in pursuance of Section 112 of the Companies Act, 2013 intending to attend the meeting are requested to send/present to the Company a Certified Copy of the Board Resolution/ Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address Companysecretary@vikrangroup.com; if they have voted from individual tab and not uploaded same in the NSDL e-voting system for the scrutinizer's verification;

17. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, "Bigshare", Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093, Maharashtra, India.

    Telephone: 022-6263 8200
    Email: investor@bigshareonline.com

18. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.

19. Since the AGM will be held through Video Conferencing, the Route Map is not annexed to this Notice.

20. The Record Date for the purpose of payment of dividend for the financial year ended 31st March 2026, is 28th August 2026. The dividend of ₹ 0.18/- per equity share of ₹ 1 each, (18%) if approved by the Members at the AGM, will be paid subject to deduction of tax at source ('TDS'), on or after 14th September 2026, by way of electronic mode.

21. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members, and the Company is required to deduct TDS from the dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs by 26th August 2026.

22. Updating of mandate for receiving dividend directly in bank account through Electronic Mode or any other means in a timely manner: Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.

23. Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by 26th August 2026.

24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP, and holdings should be verified from time to time.

25. SEBI vide Circular dated 31st July 2023, read with Master Circular dated 28th December 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login)

26. Ms. Geeta Canabar (Certificate of Practice No. 8330), M/s. Geeta Canabar & Associates, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favor or against, if any, forthwith the Chairperson of the Company.

27. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.vikrangroup.com and on the website of NSDL immediately after the result is declared by the Chairperson. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING

The remote e-voting period commences at 09:00 AM (IST) on 7th September 2026 and ends at 05:00 PM (IST) on 10th September 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. September 4, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) Existing **IDeAS** user can visit the e-Services website of NSDL viz. https:// eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3) If you are not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:/ / www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

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

8. Now, you will have to click on "Login" button.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in your login or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/

Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to geetacan@gmail.com with a copy marked to evoting@nsdl.com.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email companysecretary@vikrangroup.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@vikrangroup.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@vikrangroup.com The same will be replied by the company suitably.
6. Members can raise questions during the meeting only if they have registered themselves as a speaker shareholder by emailing in advance at companysecretary@vikrangroup.com.

However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

By Order of the Board
Vikran Engineering Limited
(Formerly Known as Vikran Engineering & Exim Private Limited)

Sd/-
Rakesh Ashok Markhedkar
Chairman and Managing Director
DIN: 07009284

Registered Office: B-2 & B-3, B Wing, 3rd Floor,
Ashar IT Park, Road No. 16-Z,
Wagle Industrial Estate, Thane, 400604.
Email: info@vikrangroup.com

Place: Thane
Date: August 11, 2026

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the special business proposed in this Notice:

ITEM NO. 4:

The Company proposes to alter the Objects Clause of its Memorandum of Association ("MOA") to align the same with its present and proposed business activities and to enable the Company to undertake additional business operations that are incidental or conducive to its growth and expansion.

The proposed amendment is intended to provide greater operational flexibility and to facilitate the Company in pursuing new business opportunities in accordance with its long-term business strategy. The alteration will enable the Company to carry on such additional activities as may be considered advantageous in the future.

The Object clause 3 of the Memorandum of Association of the Company is being amended by inserting the new sub-clauses therein. The Board at its meeting held on May 22, 2026 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of Annual General Meeting. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

None of the Directors, senior management personnel and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5:

The Company proposes to raise funds through the issuance of listed debt securities/debentures from time to time. In accordance with Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Articles of Association of the Company are required to contain provisions relating to the appointment of a person nominated by the Debenture Trustee as a Nominee Director. Such nomination is governed by clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time.

Accordingly, it is proposed to amend the existing Articles of Association of the Company by inserting a suitable provision relating to appointment of a Nominee Director nominated by the Debenture Trustee, in accordance with the applicable provisions of the aforesaid SEBI regulations.

Accordingly, it is proposed to insert the following provision in the Articles of Association of the Company:

Clause 137 (e) Nominee Director

"A person nominated by the Debenture Trustee as a Nominee Director on the Board of the Company in accordance with clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable laws, regulations and guidelines, as amended from time to time, shall be appointed as a Nominee Director on the Board of the Company. The Debenture Trustee shall have the right to remove such Nominee Director and, in the event of death, resignation or vacancy for any reason whatsoever of such Nominee Director, to nominate another person as Nominee Director. The right of the Debenture Trustee to nominate and/or remove the Nominee Director shall subsist for so long as such debentures remain outstanding, subject to applicable laws and the terms of the relevant Debenture Trust Deed."

A copy of the existing Articles of Association and the proposed amended Articles of Association will be available for inspection by the Members electronically, without any fee, from the date of circulation of this Notice up to the date of the AGM.

The Board recommends the passing of resolution set out at item no. 5 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO. 6 & 7:

At the Extra-Ordinary General Meeting ("EOGM") of the Company held on April 30, 2025, the Members had accorded their consent under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, inter alia, for borrowing of monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) up to ₹ 1,000 Crore (Rupees One Thousand Crore Only) under Fund Based facilities and ₹ 2,000 Crore (Rupees Two Thousand Crore Only) under Non-Fund Based facilities and for creation of charges, mortgages and hypothecations over the movable and immovable properties of the Company, both present and future, for securing such borrowings.

Further, in view of the increase in business activities and the future plans and strategic requirements of the Company, the Board of Directors, at its meeting held on May 22, 2026, considered and approved the revision of the existing borrowing limits and proposed to increase the Fund Based borrowing limit from ₹ 1,000 Crore (Rupees One Thousand Crore Only) to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore Only), subject to the approval of the Members of the Company.

Accordingly, it is proposed to revise the existing limits approved by the Members, so as to enable the Company to avail Fund Based facilities up to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore Only), apart from temporary loans obtained from the Company's bankers in the ordinary course of business and to create such charges, mortgages and hypothecations over the movable and immovable properties of the Company, both present and future, in favour of lenders, security trustees, banks and/or financial institutions, as may be required for securing such borrowings.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, where the money to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of its paid-up share capital, free reserves and securities premium, the Company is required to obtain the consent of the Members by way of a Special Resolution.

Further, pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board is required to obtain the consent of the Members by way of a Special Resolution for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking of the Company. In connection with the borrowings, the Company may be required to create security over its assets and properties, both present and future, in favour of the lenders/security trustees, on such terms and conditions as may be agreed with the lenders.

Accordingly, the approval of the Members is sought for revision of the existing borrowing and security limits approved at the EOGM held on April 30, 2025, including enhancement of the Fund Based borrowing limit from ₹ 1,000 Crore (Rupees One Thousand Crore Only) to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore Only), and for securing such borrowings by creation of charges, mortgages and hypothecations over the assets and properties of the Company, as set out in the resolutions at Item Nos. 6 and 7 of the accompanying Notice.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 6 and 7 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors, senior management personnel and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

ITEM NO. 08:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding ₹ 1500 Crores (Fund based) (Rupees One Thousand Five Hundred Crore only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out in Item No. 8 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors, senior management personnel and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 9:

The Board of Directors, upon recommendation of the Audit Committee, approved the appointment of M/s. R.R, Ahirwar & Associates, Cost Accountants (Firm Registration No. 103745), Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-2027 at the remuneration of ₹ 4,00,000/- (Rupees Four Lakh Only) per annum plus all applicable taxes & re-imbursement of out–of– pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-2027.

The Board of Directors therefore recommends the resolution as set out in Item No. 9 of the Notice for approval of members of the Company by way of Ordinary Resolution.

None of the Directors, senior management personnel and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 10:

The Company proposes to continue the appointment of Mrs. Kanchan Markhedkar, Key Managerial Personnel (KMP) and Chief Human Resource Officer (CHRO) of the Company, being a related party, to hold an office or place of profit in the Company during the Financial Year 2026-27.

Pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding ₹2.50 lakhs requires prior approval of the Audit Committee, the Board of Directors and the Members of the Company.

Accordingly, based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors at its meeting held on 11th August 2026 approved the continuation of the appointment of Mrs. Kanchan Markhedkar for the Financial Year 2026-27, subject to approval of the Members of the Company.

Mrs. Kanchan Markhedkar holds an M.Sc. in Statistics and possesses key competencies in business planning, value generation and creative thinking. In her capacity as Chief Human Resource Officer, she is responsible for various aspects of the Company's human resource function and contributes to areas including human resource strategy, talent management, employee engagement, organisational development and performance management. Considering her qualifications, experience, competencies and contribution to the Company, the Board is of the view that her continued association is in the interest of the Company.

The information as required pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Section 102 of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below:

Name of the Related Party	Mrs. Kanchan Markhedkar
Name of the Director or Key Managerial Personnel who is related, if any;	1. Mr. Rakesh Ashok Markhedkar-Chairman & Managing Director, 2. Mr. Nakul Markhedkar-Whole Time Director, 3. Mr. Avinash Ashok Markhedkar--Whole Time Director and 4. Mr. Vipul Markhedkar- Key Managerial Personnel
Nature of Relationship	Wife of Mr. Rakesh Ashok Markhedkar- Chairman & Managing Director, Mother of Mr. Nakul Markhedkar Whole Time Director & Mr. Vipul Markhedkar Key Managerial Personnel of the Company and sister-in-law of Mr. Avinash Ashok Markhedkar – Whole-Time Director.
Nature, material terms, monetary value and particulars of the Contract or arrangement	Continuation of appointment to hold an office or place of profit in the Company during FY 2026-27, with maximum remuneration of ₹3,67,73,205 (Rupees Three Crores Sixty Seven Lakhs Seventy Three Thousand Two Hundred Five only) per annum, together with annual increments and such perquisites, allowances, bonus/ special incentives, benefits, facilities and reimbursements as may be determined in accordance with the Company's policies and applicable laws.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The maximum proposed remuneration represents approximately 0.29% of the Company's Annual Consolidated Turnover of the Company as on March 31, 2026.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
Justification as to why the RPT is in the interest of the listed entity and any other information relevant or important for the members to take a decision on the proposed resolution	Considering the role entrusted to Mrs. Kanchan Markhedkar, her qualifications, experience, competencies and contribution towards the Company's human resource function, the proposed arrangement is considered beneficial for the continued management and development of the Company's human capital and is in the interest of the Company

The Board of Directors therefore recommends the resolution as set out in Item No. 10 of the Notice for approval of members of the Company by way of Ordinary Resolution.

Mrs. Kanchan Markhedkar is concerned or interested in the proposed resolution to the extent of the remuneration payable to her.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Rakesh Ashok Markhedkar, Mr. Nakul Markhedkar, Mr. Avinash Ashok Markhedkar and Mr. Vipul Markhedkar and their respective relatives, to the extent of their respective interest, if any, in the Company.

ITEM NO. 11:

The Company proposes to continue the appointment of **Mr. Vipul Markhedkar, Key Managerial Personnel (KMP) and Chief Business Officer of the Company**, being a related party, to hold an office or place of profit in the Company during the Financial Year 2026-27.

Pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding ₹2.50 lakhs requires prior approval of the Audit Committee, the Board of Directors and the Members of the Company.

Accordingly, based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors at its meeting held on August 11, 2026, approved the continuation of the appointment of Mr. Vipul Markhedkar for the Financial Year 2026-27, subject to approval of the Members of the Company.

Mr. Vipul Markhedkar holds a Master's degree in Business Administration and possesses key competencies in strategic partnering, business planning and development, leadership, strategic sourcing, financial acumen, branding and networking. In his capacity as Chief Business Operations, he is responsible for various aspects of the Company's business operations and contributes to the Company's business development and strategic initiatives. Considering his qualifications, experience, competencies and contribution to the Company, the Board is of the view that his continued association is in the interest of the Company.

The information as required pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Section 102 of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below:

Name of the Related Party	Mr. Vipul Markhedkar
Name of the Director or Key Managerial Personnel who is related, if any;	1. Mr. Rakesh Ashok Markhedkar-Chairman & Managing Director, 2. Mr. Nakul Markhedkar-Whole Time Director, 3. Mr. Avinash Ashok Markhedkar-Whole Time Director and 4. Mrs. Kanchan Markhedkar- Key Managerial Personnel
Nature of Relationship	Son of Mr. Rakesh Ashok Markhedkar – Chairman & Managing Director and Mrs. Kanchan Markhedkar – Key Managerial Personnel of the Company; and brother of Mr. Nakul Markhedkar – Whole-Time Director and nephew of Mr. Avinash Ashok Markhedkar – Whole-Time Director of the Company.
Nature, material terms, monetary value and particulars of the Contract or arrangement	Continuation of appointment to hold an office or place of profit in the Company during FY 2026-27, with maximum remuneration of ₹2,19,83,280 (Rupees Two Crores Nineteen Lakhs Eighty-Three Thousand Two Hundred Eighty only) per annum, together with annual increments and such perquisites, allowances, bonus/special incentives, benefits, facilities and reimbursements as may be determined in accordance with the Company's policies and applicable laws.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The maximum proposed remuneration represents approximately 0.18% of the Company's Annual Consolidated Turnover of the Company as on March 31, 2026.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
Justification as to why the RPT is in the interest of the listed entity and any other information relevant or important for the members to take a decision on the proposed resolution	Considering the role entrusted to Mr. Vipul Markhedkar and his contribution towards the Company's business operations and strategic initiatives, the proposed arrangement is considered beneficial for the continued growth and development of the Company's business and is in the interest of the Company.

The Board of Directors therefore recommends the resolution as set out in Item No. 11 of the Notice for approval of the Members of the Company by way of Ordinary Resolution.

Mr. Vipul Markhedkar is concerned or interested in the proposed resolution to the extent of the remuneration payable to him.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Rakesh Ashok Markhedkar, Mr. Nakul Markhedkar, Mr. Avinash Ashok Markhedkar and Mrs. Kanchan Markhedkar and their respective relatives, to the extent of their respective relationship with Mr. Vipul Markhedkar.

ITEM NO. 12:

The Board of Directors of the Company, at its meeting held on August 11, 2026, considered and approved the proposal for raising funds through issuance of Senior, Secured/ Unsecured, Rated/unrated, Listed/Unlisted, Taxable, Redeemable Non-Convertible Debentures/Market Linked Debentures ("NCDs") or other debt securities, on a private placement and/or public issue basis, in one or more tranches/series at par/premium/ discount by way of fresh ISIN including by way of reissuance or commercial papers/ debt securities, for an aggregate amount not exceeding ₹ 1000 Crores (Rupees One Thousand Crores only) within the overall borrowing limits of the Company.

The proposed issuance of Debentures is intended to meet the Company's long-term funding requirements, strengthen its financial position and support its business operations, growth plans and other general corporate purposes of the Company. The Debentures shall be issued on such terms and conditions, including tenure, coupon rate, redemption terms, security creation, listing and other matters, as may be determined by the Board of Directors or its authorised Committee.

Pursuant to the provisions of Sections 42, 71, 180 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, wherever applicable, approval of the Members of the Company is required for the proposed issue of Debentures.

The Board of Directors shall be authorised to take all necessary actions, execute necessary documents, appoint intermediaries, make statutory filings and complete all regulatory compliances in connection with the issue, offer and allotment of the Debentures.

Disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13(2) of the companies (share capital and debentures) rules 2014, to the extent applicable, the material facts in relation to the above issue of NCDs and other debt securities are as follows:

Particulars of the offer including date of passing of Board resolution	Senior, Secured/Unsecured, Rated/Unrated, Redeemable, Listed/unlisted Non-Convertible Debentures ("Debentures") or other debt securities, on a private placement and/or public issue basis in one or more series or tranches. Date of Board Meeting: August 11, 2026
Kinds of securities offered and the price at which security is being offered	Not yet finalised
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not yet finalised
Name and address of valuer who performed valuation	Not applicable
Amount which the company intends to raise by way of such securities	For an amount not exceeding ₹ 1000 Crore (Rupees One Thousand Crore only) in aggregate
Material terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	As the issuance would be in one or more tranches, material terms will be determined by the Board/ Committee(s) duly authorised by the Board, in accordance with the applicable provisions of the Act and the Rules framed thereunder and other applicable law for the time being in force.
Proposed time schedule for which the offer letter is valid	One year from the date of passing of special resolution by the Members.
Purposes and objects of the offer	To finance the business operations and increased working capital requirements of the Company.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Not yet finalised
Principal terms of assets charged as security, if applicable	Not yet finalised

The Board of Directors recommends the Special Resolution as set out in Item No. 12 of the Notice for approval by the Members.

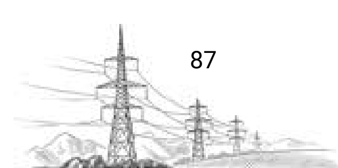
None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board
Vikran Engineering Limited
(Formerly Known as Vikran Engineering & Exim Private Limited)

Sd/-
Rakesh Ashok Markhedkar
Chairman and Managing Director
DIN: 07009284

Registered Office: B-2 & B-3, B Wing, 3rd Floor,
Ashar IT Park, Road No. 16-Z,
Wagle Industrial Estate, Thane, 400604.
Email: info@vikrangroup.com

Place: Thane
Date: August 11, 2026



ANNEXURE I

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 18TH ANNUAL GENERAL MEETING

(IN PURSUANCE OF REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD – II ON GENERAL MEETINGS)

Name of Director	Mr. Nakul Markhedkar
DIN	07028044
Date of Birth Age	November 29, 1992 33 Years
Date of Appointment and Designation:	Appointed as an Additional Director on February 01, 2024 Appointed as Executive, Whole-Time Director on June 17, 2024
Terms and Conditions of appointment / reappointment	Re-appointment sought in view of retirement by rotation. Terms continue as per the approval obtained in the Extra Ordinary General Meeting held on 25th September 2024.
Qualification	Bachelor's degree in technology (electronics and communication engineering) from Manav Rachna International University and he completed Senior Leadership Programme (SLP) from Indian Institute of Management (IIM) Lucknow.
Brief profile and expertise in specific functional areas	Mr. Nakul Markhedkar served on the Board of Directors of the Company from November 18, 2014, to December 1, 2019, and was re-appointed to the Board on February 1, 2024. He also served as the Procurement Director of the Company. He holds a Bachelor's degree in Technology (Electronics and Communication Engineering) from Manav Rachna International University and has also completed the Senior Leadership Programme (SLP) at the Indian Institute of Management (IIM) Lucknow. He has over 10 years of experience in the engineering and infrastructure sector.
Listed entities from which the person has resigned in the past three years	Nil
NRC & Board's consideration for appointment	Appointment due to retirement by rotation
Directorship in other Companies (excluding Foreign and Section 8 Companies)	1. Vikran MP Solar Private Limited 2. Power and Control Transformer Industries Private Limited 3. Vikran Global Infraprojects Private Limited 4. Vikran Renewable Private Limited 5. NOPL Solar Projects Private Limited 6. Maternia Private Limited
Chairmanship/ Membership of the Committee across companies (only Statutory Committees as required to be Constituted under the Act considered)	Vikran Engineering Limited: 1. Audit Committee -Members 2. Risk Management Committee – Chairman 3. Stakeholders Relationship Committee -Member

Shareholding in the listed entity, including shareholding as a beneficial owner	1,33,10,210
Number of Board Meeting attended during the year	During the previous FY 2025-2026, he attended 08 Board Meetings.
Relationship with other Directors, Managers / Key Managerial Personnel of the Company	Son of Mr. Rakesh Ashok Markhedkar, Chairman and Managing Director of the Company and Mrs. Kanchan Rakesh Markhedkar, Key Managerial Personnel of the Company and Brother of Vipul Rakesh Markhedkar, Key Managerial Personnel of the Company
Remuneration last drawn (including sitting fees, if any)	
Remuneration proposed to be paid	Not applicable
Other Disclosure	Pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018, it is also declared that he has not been debarred from holding office of a director by virtue of any order passed by the SEBI or any other such authority.

By Order of the Board
Vikran Engineering Limited
(Formerly Known as Vikran Engineering & Exim Private Limited)

Sd/-
Rakesh Ashok Markhedkar
Chairman and Managing Director
DIN: 07009284

Registered Office: B-2 & B-3, B Wing, 3rd Floor,
Ashar IT Park, Road No. 16-Z,
Wagle Industrial Estate, Thane, 400604.
Email: info@vikrangroup.com

Place: Thane
Date: August 11, 2026