

General information about company	
Scrip code	531696
NSE Symbol	
MSEI Symbol	
ISIN	INE489F01016
Name of the entity	VSD CONFIN LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

### Annexure I

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory Textual Information(1)

Whether the listed entity has a Regular Chairperson		No	Disqualification of Directors under section 164 of the Companies Act, 2013																						
Whether Chairperson is related to MD or CEO		No																							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	ASHUTOSH SHARMA	EQSPS5028C	08198684	Executive Director	Not Applicable	MD	17-02-1990	No				Active	NA		14-08-2018				1	0	0	0		
2	Mr	NARESH KUMAR RASTOGI	AELPR2461P	00710087	Executive Director	Not Applicable		04-07-1965	No				Active	NA		11-12-2000				1	0	0	0		
3	Mr	SANTOSH KUMAR GUPTA	AHEPG7938A	00710533	Executive Director	Not Applicable		01-09-1964	No				Active	NA		01-12-2005				1	0	0	0		
4	Mr	ANSHUMAN GARG	ACEPG5448E	02403491	Non-Executive - Independent Director	Not Applicable		19-02-1974	No				Active	NA		04-03-2014			109	1	1	2	3		

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	SANDEEP	AVIPS3755M	01848386	Non-Executive - Non	Not		10-10-	No				Active	NA		25-01-2001				1	0	2	0		

		SRIVASTAVA			Independent Director	Applicable		1973																	
6	Ms	ASHEEMA ABHINAV SHUKLA	AMZPK1125D	06791567	Non-Executive - Independent Director	Not Applicable		21-01-1985	No					Active	NA			24-03-2015			97	1	1	2	0

**Text Block**

Textual Information(1)	No regular chairman appointed
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**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	02403491	ANSHUMAN GARG	Non-Executive - Independent Director	Chairperson	02-07-2018			
2	01848386	SANDEEP SRIVASTAVA	Non-Executive - Non Independent Director	Member	02-07-2018			
3	06791567	ASHEEMA ABHINAV SHUKLA	Non-Executive - Independent Director	Member	30-09-2019			

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	02403491	ANSHUMAN GARG	Non-Executive - Independent Director	Chairperson	02-07-2018			
2	01848386	SANDEEP SRIVASTAVA	Non-Executive - Non Independent Director	Member	02-07-2018			
3	06791567	ASHEEMA ABHINAV SHUKLA	Non-Executive - Independent Director	Member	02-07-2018			

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	02403491	ANSHUMAN GARG	Non-Executive - Independent Director	Chairperson	02-07-2018			
2	01848386	SANDEEP SRIVASTAVA	Non-Executive - Non Independent Director	Member	02-07-2018			
3	06791567	ASHEEMA ABHINAV SHUKLA	Non-Executive - Independent Director	Member	02-07-2018			

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	

**Other Committee**

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	
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**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022				Yes	6	6	2
2		14-02-2023			Yes	6	6	2
3		16-03-2023	29		Yes	6	6	2

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	2	0
2	Nomination and remuneration committee	14-11-2022				Yes	3	3	2	0
3	Stakeholders Relationship Committee	14-11-2022				Yes	3	3	2	0
4	Audit Committee	14-02-2023	91			Yes	3	3	2	0

Annexure 1				
V. Related Party Transactions				
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
1	Whether prior approval of audit committee obtained	NA		
2	Whether shareholder approval obtained for material RPT	NA		
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	PRIYANKA GANGWAR
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://vsdconfin.in/about/">https://vsdconfin.in/about/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.vsdconfin.in/wp-content/uploads/2020/03/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf">http://www.vsdconfin.in/wp-content/uploads/2020/03/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://vsdconfin.in/investor-relation/committees-of-board/">http://vsdconfin.in/investor-relation/committees-of-board/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.vsdconfin.in/wp-content/uploads/2020/03/Code-of-Conduct-1.pdf">http://www.vsdconfin.in/wp-content/uploads/2020/03/Code-of-Conduct-1.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://vsdconfin.in/policies/vigil-mechanism-whistle-blower-policy/">http://vsdconfin.in/policies/vigil-mechanism-whistle-blower-policy/</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="http://vsdconfin.in/policies/policy-on-materiality-of-related-parties-transactions/">http://vsdconfin.in/policies/policy-on-materiality-of-related-parties-transactions/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://vsdconfin.in/policies/policy-for-determining-material-subsidiaries/">http://vsdconfin.in/policies/policy-for-determining-material-subsidiaries/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://vsdconfin.in/investor-relation/familiarization-program/">http://vsdconfin.in/investor-relation/familiarization-program/</a>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://vsdconfin.in/contact/">https://vsdconfin.in/contact/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://vsdconfin.in/contact/">https://vsdconfin.in/contact/</a>
12	Financial results	Yes		<a href="http://vsdconfin.in/investor-relation/quarterly-report/">http://vsdconfin.in/investor-relation/quarterly-report/</a>
13	Shareholding pattern	Yes		<a href="http://vsdconfin.in/investor-relation/shareholding-pattern/">http://vsdconfin.in/investor-relation/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://vsdconfin.in/investor-relation/">https://vsdconfin.in/investor-relation/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://vsdconfin.in/investor-relation/">https://vsdconfin.in/investor-relation/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://vsdconfin.in/policies/policy-on-determination-of-materiality-of-event/">http://vsdconfin.in/policies/policy-on-determination-of-materiality-of-event/</a>

22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://vsdconfin.in/">https://vsdconfin.in/</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	

30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	PRIYANKA GANGWAR
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		

Annexure II		
1	Name of signatory	PRIYANKA GANGWAR
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure		Not Applicable
Reason for Non Applicability		Textual Information(1)
Text Block		
Textual Information(1)	NA	

Signatory Details	
Name of signatory	PRIYANKA GANGWAR

Designation of person	Company Secretary and Compliance Officer
Place	LUCKNOW
Date	21-04-2023