

VSD CONFIN LIMITED

REGD. OFF: 308-B, 3RD FLOOR, SHALIMAR SQUARE, B. N. ROAD, LALBAGH, LUCKNOW – 226001 (U.P.)

07th September, 2024

To,
The Deputy Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street, Fort
Mumbai – 400 001

Ref: Scrip Code 531696 (BSE)

Dear Sir/Madam

Sub: Intimation of 41st Annual General Meeting under Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In pursuance to Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an intimation is hereby given that the 41st Annual General Meeting of the Company is scheduled to be held on Monday, 30th day of September, 2024 at 09.30 A.M at the Registered Office of the Company situated at 308-B, 3rd Floor, Shalimar Square, B. N. Road, Lalbagh, Lucknow - 226001. Please find enclosed the Notice of the 41st Annual General Meeting.

Kindly take the same on your record & oblige.

FOR VSD CONFIN LIMITED

SANTOSH KUMAR GUPTA
DIN: 00710533
EXECUTIVE DIRECTOR

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41st ANNUAL GENERAL MEETING OF THE MEMBERS OF VSD CONFIN LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2024 AT 09.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 308-B, 3RD FLOOR, SHALIMAR SQUARE, B. N. ROAD, LALBAGH, LUCKNOW - 226001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of Board of Directors and Auditors thereon.

ITEM NO. 2: RE-APPOINTMENT OF MR. SANTOSH KUMAR GUPTA (DIN: 00710533), RETIREMENT BY ROTATION:

To appoint a Director in place of Mr. Santosh Kumar Gupta (DIN: 00710533), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:**ITEM NO. 3: RE-APPOINTMENT OF MR. NARESH RASTOGI (DIN: 00710087) AS EXECUTIVE DIRECTOR CUM CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:**

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

"RESOLVED THAT pursuant to Section 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded for re-appointment of Mr. Naresh Rastogi (DIN: 00710087) as Executive Director cum Chief Financial Officer (CFO) of the company for a period of five years on the following terms, conditions and remuneration:

1. His tenure of appointment will be from 01-10-2024 to 30-09-2029;
2. He shall be paid a consolidated fixed Remuneration of Rs.2,40,000/- per annum;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
4. During the tenure of his appointment he will be liable to retire by rotation; and
5. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

RESOLVED FURTHER THAT the Consent of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Naresh Rastogi (DIN: 00710087), Executive Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or reappointment as it may deem fit and as may be acceptable to Mr. Naresh Rastogi (DIN: 00710087), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NO. 4: APPOINTMENT OF MRS. NEETU PAL (DIN:10680727) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Neetu Pal (DIN:10680727), who was appointed w.e.f. 13th August, 2024 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 13th August, 2024 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for a term of five years i.e. from 13th August, 2024 to 12th August, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 5: APPOINTMENT OF MRS. NEETU PAL (DIN:10680727) AS CHAIRPERSON OF THE COMPANY:

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, the provisions of the Articles of Association of the Company, provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded to ratify the appointment of Neetu Pal (DIN:10680727), Independent Director of the Company as the Chairperson the Company w.e.f. 14th August, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board of Directors
For VSD CONFIN LIMITED**

**Sd/-
ASHUTOSH SHARMA
(DIN: 08198684)
MANAGING DIRECTOR**

**Date : 04-09-2024
Place : Lucknow**

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
- <3 Members holding shares in demat form are requested to submit/ update their KYC and nomination details with their respective Depository Participant ("DP"). The Company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
8. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
9. 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

11. Copies of the 41st Annual Report is being sent to all the Members via the permitted mode.
12. Members may also note that the 41st Annual Report will also be available on the Company's website www.vsdconfin.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Lucknow for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor email id: vsdconfin@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the Notice shall also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

Shareholders of the Company are urged to opt for e-communication to help the Company contribute to go-green initiative of this nation and the world for a better tomorrow.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 AM to 6.00 PM) on all working days, up to and including the date of the general meeting of the Company.
14. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2024.
15. Members seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company, at least 7 days in advance, so as to keep the information ready at the Meeting.
16. **The Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect to the Director seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follows;**

Mr. Santosh Gupta (DIN: 00710533):

Name of the Director	Mr. Santosh Gupta		
DIN	00710533		
Age	59 years		
Date of first appointment on the Board	1st December, 2012		
Education Qualifications	Mr. Santosh Gupta (DIN: 00710533) holds a Bachelor's Degree in Commerce.		
Brief resume including expertise in specific functional areas	Mr. Santosh Gupta (DIN: 00710533) has more than three decades of experience and expertise in the field of Strategy & Planning, Understanding of the Industry, Finance & Accounts, and Human Resource.		
Terms and conditions of appointment/ re-appointment	Mr. Santosh Kumar Gupta (DIN: 00710533) was re-appointed as Executive Director of the Company at the Annual General Meeting held on 30 th September, 2023 and for a period of five years w.e.f. 01 st October, 2023 on the following terms:		
Details of remuneration sought to be paid	a) His tenure of appointment will be from 01 st October, 2023 to 30 th September, 2028. b) He shall be paid a consolidated fixed Remuneration of Rs. 3,00,000/- p.a.		
Details of last remuneration paid	Mr. Santosh Kumar Gupta (DIN: 00710533) was being paid consolidated fixed remuneration of Rs.3,00,000/- p.a.		
Directorships held in other companies	Mr. Santosh Gupta (DIN: 00710533) holds Directorships in the following companies other than VSD Confin Limited:		
	Name of the Company	Date of Appointment	Designation
	Divya Drishti Creations Private Limited	24-03-2011	Director
Memberships / Chairmanships of committees of other companies	Mr. Santosh Kumar Gupta (DIN: 00710533) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.		
	Mr. Santosh Kumar Gupta (DIN: 00710533) does not hold membership in any of the committee of the Board of Directors of the Company.		
Details of listed entities from which the person has resigned in the past three years	Mr. Santosh Kumar Gupta (DIN: 00710533) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.		

Disclosure of relationships between directors inter-se	Mr. Santosh Kumar Gupta (DIN: 00710533) is not related to any of the other Director(s), and KMP(s) of the Company.
Number of meetings of the Board attended during the Financial year 2023-24	Mr. Santosh Kumar Gupta (DIN: 00710533) attended 7 (Seven) Meetings of the Board of Directors during the Financial Year 2023-24.
Number of shares held in the Company (including shareholding as beneficial owner).	Mr. Santosh Kumar Gupta (DIN: 00710533) does not hold any Equity Shares in M/s. VSD Confin Limited.

17. Voting through electronic means:

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to its Shareholders to enable them to cast their vote electronically in the 41st Annual General Meeting (AGM). The business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- (A) The remote e-voting period begins on Friday, 27th September, 2024 at 09:00 A.M. IST and ends on Sunday, 29th September, 2024 at 05.00 P.M. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23rd September, 2024, 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, being Monday, 23rd September, 2024.
- (B) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(C) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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

	<p>of the e-Voting service provider for casting your vote during the remote e-Voting period.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(D) LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

- a. The Shareholders should log on to the e-voting website www.evotingindia.com.
 - (i) Click on “Shareholders” tab.
 - (ii) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- b. Next enter the Image Verification as displayed and Click on Login.
- c. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- d. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form other than Individuals and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (s).

- e. After entering these details appropriately, click on “SUBMIT” tab.
- f. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h. Click on the EVSN for VSD CONFIN LIMITED on which you choose to vote.
- i. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- j. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- k. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- l. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- m. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- n. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- o. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(E) FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS -REMOTE VOTING:

- a. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively, Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vsdconfin@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- g. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at vsdconfin@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before Friday, 29th September, 2023 upto 5:00 PM without which the vote shall not be treated as valid.

(F) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- a. For Physical Shareholders: please provide necessary details like 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 to Company Email id vsdconfin@gmail.com and/or RTA Email id info@skylinerta.com.
- b. For Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

(G) HELPLINE DETAILS FOR THE PROCESS OF E-VOTING:

- a. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - b. All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 27th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
18. 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 i.e, Monday, 23rd September, 2024.
 19. The Shareholders shall have one vote per equity share held by them as on the cut-off date i.e., Monday, 23rd September, 2024.
 20. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 21. Any person, who acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., Monday, 23rd September, 2024. may obtain the login ID and password by sending a request at evoting@cdslindia.com and helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evotingindia.com.
 22. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
 23. The facility for voting through ballot will also be made available at the AGM, and Members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
 24. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
 25. **Scrutiny of the Voting Process:**
 - a. The Board of directors have appointed M/s Saurabh Srivastava & Associates, Practising Company Secretaries (FCS:7275 / COP:7962) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
 - b. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within two working days from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.vsdconfin.in and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

**By order of the Board of Directors
For VSD CONFIN LIMITED**

**Sd/-
ASHUTOSH SHARMA
(DIN: 08198684)
MANAGING DIRECTOR**

**Date : 04-09-2024
Place : Lucknow**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 3: RE-APPOINTMENT OF MR. NARESH RASTOGI (DIN: 00710087) AS EXECUTIVE DIRECTOR CUM CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:

Pursuant to the provisions of Section 196 & 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, it is proposed to the Members of the Company to herewith re-appoint Mr. Naresh Rastogi (DIN: 00710087) as Executive Director cum Chief Financial Officer of the Company for a period of five years on the following terms and conditions;

1. His tenure of appointment will be from 01-10-2024 to 30-09-2028;
2. He shall be paid a consolidated fixed Remuneration of Rs. 2,40,000/- per annum;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
4. During the tenure of his appointment he will be liable to retire by rotation; and
5. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

Mr. Naresh Kumar Rastogi (DIN: 00710087) aged about 59 years, is Executive Director who joined the Board of the Company 11th December, 2000 and was appointed as CFO of the Company on 24th March, 2015. He holds Master's Degree in Commerce. He has more than three decades of experience in the field of Finance and Accounts.

Mr. Naresh Kumar Rastogi (DIN: 00710087) does not hold Directorships in any other Company other than that of our Company.

Mr. Naresh Kumar Rastogi (DIN: 00710087) does not hold membership in any of the committee of the Board of Directors of the Company.

Mr. Naresh Kumar Rastogi (DIN: 00710087) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mr. Naresh Kumar Rastogi (DIN: 00710087) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mr. Naresh Kumar Rastogi (DIN: 00710087) on the date of this notice does not hold any Equity shares.

Mr. Naresh Kumar Rastogi (DIN: 00710087) during the FY 2023-2024 attended 7 (Seven) Meetings of Board of Directors.

The Company has received from Mr. Naresh Kumar Rastogi (DIN: 00710087):

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014; and
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013.

The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as mentioned above, Mr. Naresh Kumar Rastogi (DIN: 00710087) will be able to guide and take the Company's business to next level.

Mr. Naresh Kumar Rastogi (DIN: 00710087) is not related to any of the other Director(s), and KMP(s) of the Company.

Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013.

I. General Information:

1. Nature of Industry:

The Company is engaged in the business of construction and real estate.

2. Date and expected date of Commencement of Commercial Production:

The Company has been into existence since 27th February, 1984 and has been in business for more than 3 decades.

3. **In case of New Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the Prospectus:**
Not applicable as the Company is already into existence.

4. **Financial Performance based on given indicators:**

Particulars	Rs. In Lakhs		
	FY 2023-2024	FY 2022-2023	FY 2021-2022
Total Income	322.11	12.71	0.04
Profit before Tax	(15.77)	(5.32)	(48.68)
Profit after Tax	(11.67)	(3.94)	(38.17)

5. **Foreign Investments or collaborations, if any:**
Nil

II. Information about Mr. Naresh Kumar Rastogi (DIN: 00710087):

1. **Background:**

Mr. Naresh Kumar Rastogi aged about 59 years, is Executive Director who joined the Board of the Company 11th December, 2000 and appointed as CFO of the Company on 24th March, 2015. He holds Master's Degree in Commerce. He has more than three decades of experience in the field of Finance and Accounts.

2. **Past Remuneration:**

Mr. Naresh Kumar Rastogi (DIN: 00710087), was not paid any remuneration in the FY 2023-2024.

3. **Recognition or Awards:**

Not Applicable

4. **Job Profile and his suitability:**

Mr. Naresh Kumar Rastogi (DIN: 00710087) is proposed to be re-appointed as the Executive Director of the Company subject to the approval of the members. He shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him subject to superintendence, control and directions of the Board.

He has more than three decades of experience and expertise in the field of Finance & Accounts. The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as mentioned above, Mr. Naresh Kumar Rastogi (DIN: 00710087) will be able to guide and take the Company's business to next level.

5. **Remuneration Proposed:**

It is proposed to pay Mr. Naresh Kumar Rastogi (DIN: 00710087) consolidated fixed remuneration of Rs. 2,40,000 p.a. Further, the authority of the shareholders of the Company is sought to empower the Board of Directors of the Company to alter the terms of his appointment as may be deemed fit by the Board of the Company, subject to the provisions of the Companies Act.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:**

Except for the below mentioned Pecuniary relationship, Mr. Naresh Kumar Rastogi (DIN: 00710087) does not have any other Pecuniary relationship with the Company:

- a) Remuneration as proposed in the resolution.

Further Mr. Naresh Kumar Rastogi (DIN: 00710087) is not related to any of the other Director(s), and KMP(s) of the Company.

III. Other information:**1. Reasons of inadequate Profit;**

The Company had re-commenced its operations in the segment of trading of goods relating to real estate segment in the first quarter of Financial year 2023-2024. However, the Company was not able to record any sales thereafter.

2. Steps taken/proposed to be taken for improvement:

During the FY 2023-2024 the Company had re-commenced its operations in the segment of trading of goods relating to real estate segment. The Company is taking all efforts to generate business and is also looking out for different avenues to grow the business.

3. Expected increase in productivity and profits in measurable terms:

The Company is in process of exploring various business avenues to record sales, Currently, the Board of Directors cannot quantify the productivity and profits in measurable terms.

IV. Disclosures:

Information as required under this head is provided in the Corporate Governance Report of the Director's Report.

The Resolution seeks the approval of members for the re-appointment of Mr. Naresh Kumar Rastogi (DIN: 00710087) as the Executive Director of the Company for a period of five years under the provisions of Section 196 & 197 with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Naresh Kumar Rastogi (DIN: 00710087) as the Executive Director and Chief Financial Officer (CFO). Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Naresh Kumar Rastogi (DIN: 00710087) as the Executive Director cum Chief Financial Off of the Company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No director, key managerial personnel or their relatives, except Mr. Santosh Kumar Gupta (DIN: 00710533), to whom the resolution relates is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as a Special Resolution.

ITEM NO. 4: APPOINTMENT OF MRS. NEETU PAL (DIN:10680727) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mrs. Neetu Pal (DIN: 10680727) aged 42 years, was appointed on the Board of Directors of the Company as the Additional cum Independent Director with effect from 13th August, 2024 to hold office for a term of 5 years. She is the member of all the three committee of the Board of Directors viz., the "Audit Committee", "Nomination and Remuneration Committee" and "Stakeholders Relationship Committee". Mrs. Neetu Pal (DIN: 10680727) ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, and being eligible, seeks appointment as Non-Executive Woman Independent Director for a term of five years.

Mrs. Neetu Pal (DIN: 10680727) aged holds Bachelor's Degree and has vast experience in the field of management. As an Independent Director of our Company with aforementioned expertise, the Nomination & Remuneration Committee and the Board of Directors of the Company is of the opinion that, not only she would be a valuable asset to the company but shall also propel the company in its growth and market penetration.

Mrs. Neetu Pal (DIN: 10680727) does not hold directorship in any other Company.

Mrs. Neetu Pal (DIN: 10680727) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mrs. Neetu Pal (DIN: 10680727) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mrs. Neetu Pal (DIN: 10680727) does not hold any shares of VSD CONFIN LIMITED.

Mrs. Neetu Pal (DIN: 10680727) was appointed on the Board of Directors of the Company w.e.f., 13th August, 2024, thus she was not entitled to attend any meeting of Board of Directors of the Company during the FY 2023-2024.

Mrs. Neetu Pal (DIN: 10680727) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given her consent to act as a Director. The Company has also received declaration from Mrs. Neetu Pal (DIN: 10680727) that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

As per the said Section 149 (11) of the Companies Act, 2013 an Independent Director can hold office for a term up to 5 (five) consecutive years for two consecutive terms on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mrs. Neetu Pal (DIN: 10680727);

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

Mrs. Neetu Pal (DIN: 10680727) is not related to any of the Director(s), and KMP(s) of the Company.

The Board, based on the evaluation of the profile of Mrs. Neetu Pal (DIN: 10680727) and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her professional background and experience her appointment as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to appoint Mrs. Neetu Pal (DIN: 10680727) as Non-Executive Woman Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

In the opinion of the Board of Directors, Mrs. Neetu Pal (DIN: 10680727), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. A copy of the draft letter for appointment of Mrs. Neetu Pal (DIN: 10680727) as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Neetu Pal (DIN: 10680727) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Neetu Pal (DIN: 10680727) as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

None of the director, key managerial personnel or their relatives, except Mrs. Neetu Pal (DIN: 10680727), to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as a Ordinary Resolution.

ITEM NO. 5: APPOINTMENT OF MRS. NEETU PAL (DIN:10680727) AS CHAIRPERSON OF THE COMPANY:

The Nomination and Remuneration Committee in accordance with the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is of the opinion that the Company should have a regular Non-Executive Chairperson for meeting the requirements of the Corporate Governance as provided in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Accordingly the Board of Directors of the Company at the Board Meeting held on 13th August, 2024, pursuant to applicable provisions of the Companies Act, 2013, the provisions of the Articles of Association of the Company, provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, appointed Mrs. Neetu Pal (DIN: 10680727), Independent Director of the Company as the Chairperson the Company w.e.f. 14th August, 2024.

The Board of Directors of the Company and the Nomination and Remuneration Committee, is of the opinion that in accordance with the best corporate governance practice, it is the right of the shareholders to select/elect the chairperson of the Company and thus accordingly the resolution proposing the ratification of appointment of Mrs. Neetu Pal (DIN: 10680727), Independent Director of the Company as the Chairperson the Company w.e.f. 14th August, 2024 is proposed to the shareholders for their votes.

No director, key managerial personnel or their relatives, except Mrs. Neetu Pal (DIN: 10680727), to whom the resolution relates is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as an Ordinary Resolution.

**By order of the Board of Directors
For VSD CONFIN LIMITED**

**Sd/-
ASHUTOSH SHARMA
(DIN: 08198684)
MANAGING DIRECTOR**

**Date : 04-09-2024
Place : Lucknow**