



VARDHAN CAPITAL & FINANCE LIMITED

05th July, 2024

To,
Corporate Relations Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400001

Sub: Intimation of 30th Annual General Meeting of the Company.

Dear Sir/ Madam,

We would like to inform that the 30th Annual General Meeting (AGM) of the members of the Company will be held on Monday, 29th July, 2024 at 11.00 AM IST at the Registered Office of the Company at 113 Commerce House, 140 N.M. Marg, Fort, Mumbai - 400 001 pursuant to the provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the businesses stated out in the notice of the 30th AGM annexed herewith.

Please take the same on your records.

Yours Faithfully,

For Vardhan Capital and Finance Limited

Ramesh Vardhan
Director
DIN: 00207488

Encl: As stated above

CIN: L67120MH1995PLC084465**Notice**

Notice is hereby given that the 30th Annual General Meeting of the Members of **Vardhan Capital and Finance Limited** will be held on **Monday 29th July, 2024 at 11:00 am** at the Registered office of the Company at 113 Commerce House, 140 N.M. Marg, Fort, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account together with the Reports of the Directors and Auditors thereon for the financial year ended 31st March, 2024.
2. To appoint a Director in place of Akash Vardhan (DIN: 03043186) who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Akash Vardhan (DIN: 03043186) as Managing Director of the Company.

To consider and if thought fit pass the following resolution as a Special Resolution with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) and the rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company; Mr. Akash Vardhan (DIN - 03043186) be and is hereby appointed as Managing Director of the Company for a period of 3 years with effect from 29th March, 2025 to 28th March, 2028 on the terms and conditions of appointment and remuneration as mentioned below with liberty and power to the Board, to grant increments and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

I. Salary:

Basic Salary up to Rs. 5,00,000/-per annum.

II. Perquisites:

1. The expenses incurred by the appointee on gas, electricity, water, furnishing will be reimbursed.
2. All the medical expenses incurred for him and his family shall be reimbursed by the Company subject to a ceiling of 1 month's salary.
3. Leave Travel Concession for self and family once in every year as may be sanctioned by the Board.
4. Fees of club subject to a maximum of two clubs, this will include life membership fees.
5. Personal Accident Insurance, the premium for which shall not exceed Rs.10,000/- per annum.
6. Provision of a car with driver for use on companies business and telephones at residence.

7. Other Perquisites and Allowance as may be sanctioned by the Board of Directors and as approved by the Nomination and Remuneration Committee subject to maximum Rs. 50,000 per year.
8. Re-imburement of expenses incurred on behalf of the Company.

III. Others:

- a) The terms and conditions of appointment of Managing Director may be altered or varied from time to time by the Board as may consider and deemed fit so as not to exceed the limits specified in Schedule V or the Companies Act 2013 or the statutory modification or re-enactments thereof.
- b) Notwithstanding, where in any financial year during the currency of the tenure of the Managing Director, the Company has no Profits or if the profits are inadequate, it may continue to pay him remuneration, subject to Schedule V of the Companies Act 2013.
- c) The Managing Director shall be entitled to leave as per the Policy of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be encashed. This will not be considered as a perquisite.
- d) The Managing Director shall be liable to retire by rotation.
- e) The appointment of Mr. Akash Vardhan as Managing Director shall be terminable by Company by a notice of two months, in writing.
- f) Disputes between the Company and the Managing Director or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.
- g) The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.
- h) The Managing Director shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as the Minimum Remuneration subject to the overall limits as per provisions contained in the Schedule V to the Companies Act, 2013 or any amendments hereinafter made, as may be agreed to between the Board of Directors and the appointee.

RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to subdelegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit."

4. To make investments, give loans, and guarantee or provide securities in excess of limits specified under the provisions Section 186 of the Companies Act, 2013 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, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable

provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) if any and subject to approvals, consents, sanctions & permissions as may be necessary, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to

- (a) give any loan to any body corporate(s) / person (s);
- (b) give guarantees or provide security in connection with a loan to any body corporate(s) / person (s); and
- (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 750 crores (Rupees Seven Hundred Fifty Crores Only) at any time not withstanding 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.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to negotiate & finalize the terms & conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits and to execute all deeds, documents and other writings and to do all the acts, deeds, matters and things, as may be and necessary or incidental for the purpose of giving effect to this resolution.”

By Order of the Board

Date: 24th June, 2024

Place: Mumbai

**Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

Notes:

1. The route map showing directions to reach the venue of the 30th AGM is annexed.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item No. 3 of the Notice is annexed thereto.
3. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Secretarial Standard- 2 on General Meetings the relevant information in respect of the Director's seeking appointment and re-appointment forms an integral part of this Notice and Explanatory Statement as Annexure I.
4. A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote instead of herself/himself and a proxy need not be a Member of the Company.
5. The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before the commencement of the AGM and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
6. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
8. In case of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
9. The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending AGM.
10. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
11. The Ministry of Corporate Affairs (MCA), Government of India as a part of its Green Initiatives had issued Circular No. 17/2011 and 18/2011, dated 21st April 2011 and 29th April 2011 respectively, allowing Companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance. In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

12. Shareholders holding physical shares are requested to dematerialize their Shares. The Company has appointed **M/s. Purva Share registry (India) Private Limited**, Mumbai for handling Share transfer service and also for maintaining electronic connectivity with NSDL AND CDSL who have allotted ISIN ACTIVATION NUMBER AS - ISIN No - **INE128G01018**. Shareholders who have not updated their email ID till date are requested to update their email address with their depository participant for demat holding of shares and with the Registrar & Share Transfer Agents of the Company, Link Intime India Private Limited and for physical holding of shares the shareholders are requested to contact the Registrar & Share Transfer Agents, Link Intime India Private Limited for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically and quote their folio numbers / client ID / DP ID in all correspondence.

13. Members are requested to notify immediately any change in their address:

- to their Depository Participants (DPs) in respect of their electronic Share accounts; and
- to Registrar & Share Transfer Agent @ support@purvashare.com of the Company in respect of their physical Shares folios along with Bank particulars.

14. Members desirous of making nomination in terms of Section 72 of the Companies Act, 2013 in respect of their shareholding may approach the Registrar for assistance. Shareholders holding shares in electronic form may approach their DP with whom they maintain their account for nomination. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.

15. Members are requested to notify immediately any change in their address

- i. to their Depository Participants (DPs) in respect of their electronic share accounts; and
- ii. to the Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.

16. Members desiring any information on the accounts are requested to write to the Company at least one week before the meeting to enable the Management to keep the information ready & replies will be provided at the meeting.

17. SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub division/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make request in Form ISR - 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd July, 2024 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA.

19. **Voting at Annual General Meeting**-The Company shall conduct voting by means of poll process for the resolutions to be discussed at the AGM. Further the members who would have already voted by means of remote e-voting shall not be allowed to vote by ballot / poll at the AGM. Pursuant to provisions of Companies Act, 2013 read with rules made thereunder and pursuant to SEBI LODR Regulations, the Shareholders of the Company are eligible to cast their vote electronically as per the procedure mentioned below.

In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of "remote e-voting" to its Members in respect of the businesses to be transacted at the 30th Annual General Meeting ("AGM"). The Company has engaged the service of the CDSL as the Authorized Agency to provide e-voting facilities.

Dispatch of Notice, Annual Report, etc. to Shareholders: In Compliance with the SEBI Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, the Annual Report including the notice of the 30th AGM, indicating inter-alia, the process and manner of e-voting, is served only through electronic mode to members whose email IDs are registered with the Company / RTA / Depository Participant(s) and are holding shares of the Company as on 28th June, 2024 being the cut-off date for the website purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member.

Members may also note that the Annual Report for the year 2023-24 and the Notice will also be available on the Company's website www.vardhancapital.com, on the website of Stock Exchange BSE Limited www.bseindia.com and on the website of CDSL at www.evotingindia.com.

20. **Voting Results**

- i. The voting rights of members shall be in proportion to their shares of the paid-after up Equity Share Capital of the Company (i.e. One Vote for Every One Share held).
- ii. The Company has appointed M/s Rachana Maru Furia & Associates, Practicing Company Secretaries, to act as the scrutinizer for e- voting process as well as to conduct and prepare scrutinizers report for the voting by poll/ ballot to be conducted at the AGM.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iv. The result declared along with the scrutinizer's report shall be submitted to BSE Limited, where the shares of the Company are listed and shall also be uploaded on the website of the Company.

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

- 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/RTA email id.
- For Demat shareholders -, For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 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.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to <https://evoting.purvashare.com> or contact at 022-49614132 and 022-23018261.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai - 400011 or send an email to <https://evoting.purvashare.com> or contact at 022-49614132 and 022-23018261.

Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using thee-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instruction provided herein:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- The e-voting period begins on 26th July, 2024 at 9:00 am and ends on 28th July, 2024 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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.

Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>a) 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 to Easi/Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System</p>

	<p>Myeasi Tab and then click on registration option.</p> <p>d) 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>a) 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.nsdl.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.</p> <p>b) If the user is 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</p> <p>c) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in</p>	<p>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</p>

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demat mode) login through their Depository Participants	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.
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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. CDSL and NSDL.

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 toll free no. 1800 22 55 33
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 : 022-4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
 - 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 "Corporate" module.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatorily 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; vardhancapital@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.

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

1. 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 on vardhancapital@gmail.com /RTA email id rnt.helpdesk@linkintime.co.in**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th 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 at toll free no. 1800 22 55 33.

By Order of the Board

**Sd/-
Mr. Akash Vardhan
Managing Director
DIN: 03043186**

Date: 24th June, 2024**Place: Mumbai**

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

Item 3

To re-appoint Mr. Akash Vardhan as Managing Director of the Company.

Pursuant to section 196(1) and section 203(1) of the Companies Act, 2013 the Company in its Annual General Meeting held for the financial year 2021-22 appointed Mr. Akash Vardhan as Managing Director of the Company w.e.f. 29th March, 2022 for a period of 3 years.

Pursuant to Section 196(2) of the Companies Act, 2013 Company needs to re-appoint Managing Director earlier than one year before the expiry of his term.

Pursuant to section 196(2) and section 203(1) of Companies Act, 2013 and on the recommendation of the Nomination & Remuneration Committee (‘the Committee’), the Board of Directors approved his re-appointment for a further period of three years w.e.f. 29th March, 2025 upon the terms & conditions stated in the resolution, subject to approval of the Members.

Additional information in respect of Mr. Akash Vardhan, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is enclosed as Annexure I.

The documents related to his re-appointment will be available at the registered office of the Company for inspection.

The Board of Directors recommends the resolution set out under Item no. 3 given in this Notice for your approval as a Special Resolution.

Mr. Rajesh Vardhan and Mr. Akash Vardhan are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

Details as required pursuant to Schedule V of the Companies Act, 2013 is as under:

I.	General Information		
i.	Nature of industry	:	Non-Banking Finance Company
ii.	Date or expected date of commencement of commercial production	:	NA
iii.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing	:	Not Applicable since the Company is already operational

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	in the prospectus		
iv.	Financial performance based on given indicators	:	The key indicators of financial performance of the Company based on last three audited financial statements are set out below:
	Particulars	2023-24 (Amount INR)	2022-23 (Amount INR)
			2021-22 (Amount INR)
	Sales and Other Income	5,68,30,503	10,00,13,923
	Net Profit Before Tax	19,63,492	56,91,103
	Net Profit After Tax	(54,55,508)	40,46,643
v.	Foreign investments or collaborations, if any	:	NA
II.	Information about the appointee:		
i.	Background details	:	As a part of the third generation in the family business of Real Estate, his end goal has always been to join the family business. He had worked at Jones Lang LaSalle with the Capital Markets team to raise funds for developers. He has pursued MBA from Babson College, F. W. Olin Graduate School of Business, Boston. After his MBA, returning in a turbulent real estate industry, he then worked on revamping sales.
ii.	Past remuneration	:	Rs. 1,20,000
iii.	Recognition or awards	:	Gyan Karma Award & International Award for Young People (IAYP)
iv.	Job profile and his suitability	:	As the Managing Director he is responsible for providing vital inputs for effective functioning of the Company.
v.	Remuneration proposed	:	Basic Salary up to Rs. 5,00,000/- per annum and perquisites as mentioned in the resolution.
vi.	Comparative remuneration profile with	:	Comparative figures cannot be determined as

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	respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)		the financial performances and individual cases differ, though in the same industry.
vii.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	:	Apart from receiving managerial remuneration Mr. Akash Vardhan does not have any pecuniary relationship with the Company. Mr. Akash Vardhan is son of Mr. Rajesh Vardhan (Relative of Director of the Company).
III.	Other Information		
i.	Reasons of loss or inadequate profits	:	Considering the present economy and overall regulatory business environment changes; The Company is still finding and developing optimistic ways to maximize the profits and to achieve target set and overall growth.
ii.	Steps taken or proposed to be taken for improvement	:	The Company constantly endeavors for growth and is taking necessary steps to reduce the operating costs and book better profits.
iii.	Expected increase in productivity and profits in measurable terms	:	The Company expects growth and profits in near future.

Item No. 4
To make investments, give loans, and guarantee or provide securities in excess of limits specified under the provisions Section 186 of the Companies Act, 2013.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving business objectives, permission of the shareholders is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers to the Directors to give any loans, provide security in connection with a loan; and to make investments or acquire by way of subscription, purchase or otherwise, the securities in one or more tranches and from time to time in body corporate(s), upto the maximum amount of Rs. 750 Crores [Rupees Seven Hundred and Fifty Crores Only]; at any point

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of time notwithstanding that the aggregate amount of all the loans / security / investments so far made together with the proposed loans / security / investments to be made, exceeds the limits prescribed under Section 186 of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the resolution set out under Item no. 4 for the approval of the Members by way of passing a Special Resolution.

By Order of the Board

**Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

**Date: 24th June, 2024
Place: Mumbai**

CIN: L67120MH1995PLC084465**Annexure 1**

Details of the Directors seeking re-appointment at the Thirtieth (30th) Annual General Meeting as per Companies Act, 2013, Secretarial Standards and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

Name of the Director	Akash Vardhan
Director Identification Number (DIN)	03043186
Date of Birth	17/02/1992
Age	31 years
Date of Appointment (Original)	29 th March, 2019
Qualification	Masters in Business Administration
Brief Resume and Experience	He has worked as Executive Assistant to Ramesh Nair for 2 years in Jones Lang Lasalle. Thereafter, he has contributed his time to widen Vardhman Group.
Expertise in specific functional areas	Corporate Finance, Real Estate Finance, Project Marketing, Sales, HR & Administration
Directorships held in other companies (excluding Section 8 and foreign Companies)	Public Companies 1) Vardhman Developers Limited Private Companies 1) Vibuti Construction Private Limited 2) Vardhman Growmore Developers Private Limited 3) Vardhman Residency Private Limited 4) Flower Boom Builders Private Limited 5) Vardhman Multicuisine Private Limited 6) Indelible Realtors Private Limited 7) Stork Realtors Private Limited 8) Enso Holdings & Finance Private Limited 9) Indelibe Holdings Private Limited 10) Vardhman Entertainment & Hospitality

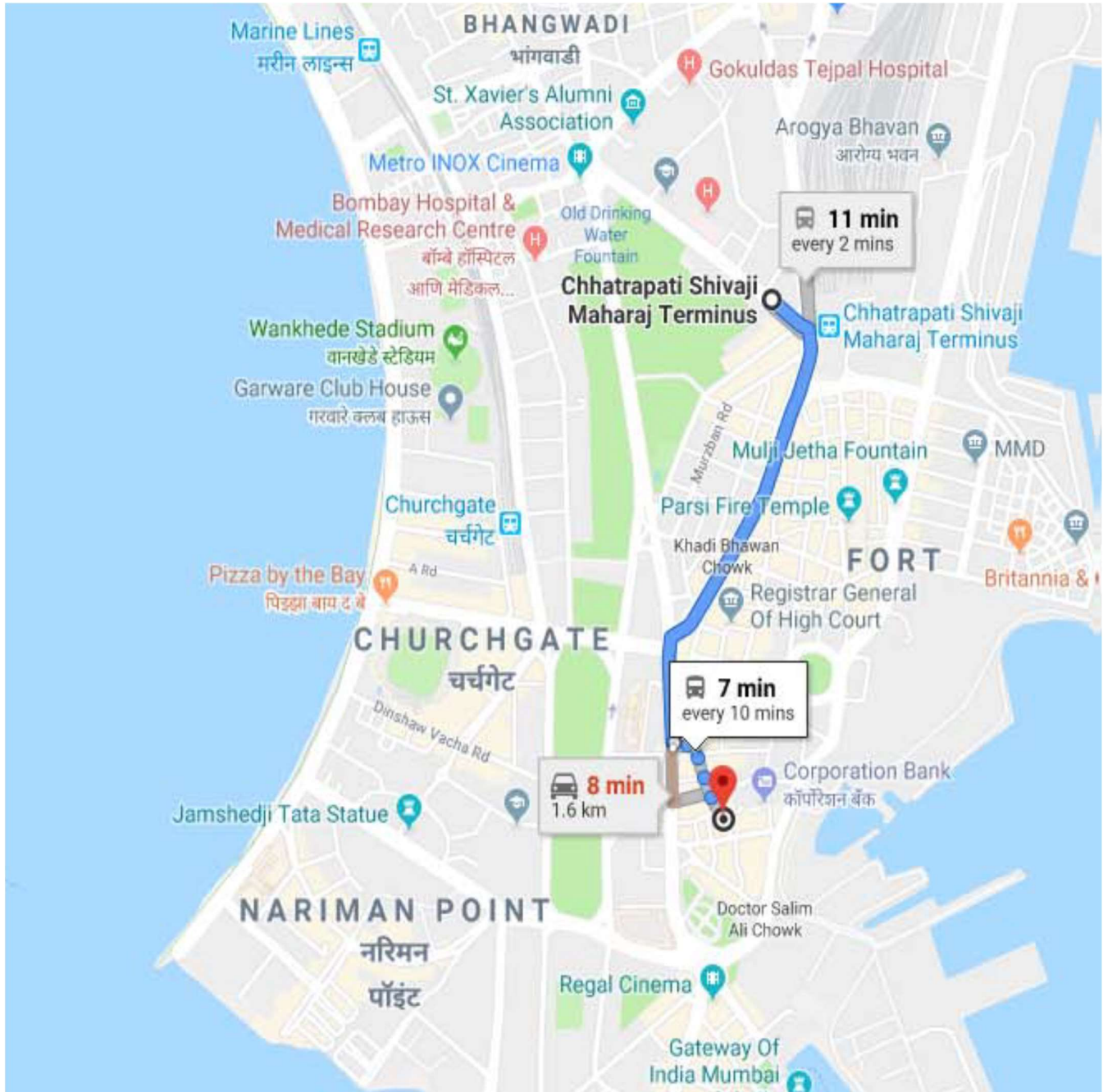
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	Private Limited 11) Swift Techpro Private Limited 12) Vardhan Home Developers Private Limited 13) Diwali Developers Private Limited
Memberships of Committees across other Companies	NIL
Relationship between Directors Inter-se	Son of Mr. Rajesh Vardhan
Terms and Conditions of re-appointment	Director Liable to retire by rotation and other terms of office of MD as elaborated in the Resolution
Remuneration to be paid	As elaborated in the proposed Resolution
Remuneration last drawn	Rs. 1,20,000
Shareholding in the Company	11000 Shares (0.22%)
No. of Board Meetings attended/held during the previous financial year.	5

By Order of the Board**Date: 24th June, 2024
Place: Mumbai****Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

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Route Map to the 30th Annual General Meeting



CIN: L67120MH1995PLC084465

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120MH1995PLC084465
 Name of the Company : Vardhan Capital and Finance Limited
 Registered Office : Commerce House, 140 N M Road Fort Mumbai-400023

Name of the member	_____
Registered address	_____
Email Id	_____
Folio No. / Client Id	_____

I/We, being the member (s) of **Vardhan Capital and Finance Limited** hold _____ shares of the above named company, hereby appoint

a. Name : _____
 Address: _____
 Email Id: _____ Signature _____, or failing him/her

b. Name: _____
 Address : _____
 Email Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company to be held on Monday, 29th July 2024 at 11.00 a.m. at registered office of the Company at 113 Commerce House, 140 N M Road Fort Mumbai-400023 and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no	Resolution	For	Against
1.	To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account together with the Reports of the Directors and Auditors thereon for the financial year ended 31 st March, 2024.		
2.	To appoint a Director in place of Akash Vardhan (DIN: 03043186) who retires by rotation and being eligible has offered himself for re-appointment.		
3.	To re-appoint Mr. Akash Vardhan (DIN: 03043186) as Managing Director of the Company.		
4.	To make investments, give loans, and guarantee or provide		

VARDHAN CAPITAL AND FINANCE LIMITED

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	securities in excess of limits specified under the provisions Section 186 of the Companies Act, 2013		
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Signed this..... day of..... 20....

Member's Signature

Signature of 01st proxy

Signature of 02nd proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

CIN: L67120MH1995PLC084465**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the Attending Member/ Proxy/ Authorized Representative	:	
Member's Folio Number	:	
*DP ID & Client ID	:	
No of Shares held	:	

*** Note:** In case the shares are held in dematerialized form

I hereby record my presence at the 30th Annual General Meeting of the Company to be held on Monday, 29th July 2024 at 11.00 a.m. at the registered Office of the Company at 113 Commerce House 140 N M Road Fort Mumbai-400023 or at any adjournment thereof.

Member's / Proxy Signature