

VSD CONFIN LIMITED

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

1st October, 2024

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

Scrip Code: 531696 (BSE)

Dear Sir/ Madam,

Sub: Submission of Scrutinizer's Report

Please find enclosed the Scrutinizer's report dated 01st October, 2024 issued by Saurabh Srivastava & Associates, Scrutinizer on the Voting Process (E-voting and Ballot) of the 41st Annual General Meeting of the Company held on Monday, 30th day of September, 2024 at 09.30 AM at the Registered Office of the Company situated at 308-B, 3rd Floor, Shalimar Square, B. N. Road, Lalbagh, Lucknow - 226001.

FOR VSD CONFIN LIMITED

SANTOSH KUMAR GUPTA
(DIN: 00710533)
EXECUTIVE DIRECTOR

FORM NO MGT -13

SCRUTINIZER'S REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 (2) of The Companies (Management and Administration) Rules, 2014 (as amended)]

To,
The Chairman,
41st Annual General Meeting
VSD CONFIN LIMITED
308-B, 3rd Floor, Shalimar Square, B. N. Road,
Lalbagh, Lucknow, 226001, Uttar Pradesh, India

Subject: Consolidated Scrutinizer's Report on Remote e-voting and voting conducted at the 41st Annual General Meeting ("AGM") of VSD CONFIN LIMITED held on 30th Day of September, 2024 AT 09.30 A.M (IST), pursuant to the provisions of Section 108, 109 of the Companies Act, 2013 ("the Act") read with Rule 20, 21(2) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company Secretaries of India

Dear Sir,

I, **Saurabh Srivastava**, Proprietor of Saurabh Srivastava & Associates, Company Secretaries in Whole Time Practice having office at 1/302, Vastu Khand, Gomti Nagar, Lucknow-226010, Uttar Pradesh, India, have been appointed by the Chairman of the 41st Annual General Meeting of VSD CONFIN LIMITED as Scrutinizer for voting at Annual General Meeting held on 30th September, 2024 (09.30 A.M. IST) at 308-B, 3rd Floor, Shalimar Square, B. N. Road, Lalbagh, Lucknow, 226001, Uttar Pradesh, to scrutinize the process of Remote e-voting and voting during Annual General Meeting in respect of the Items/ Resolutions set forth in the Notice of 41st Annual General Meeting of the Company, dated 4th September, 2024.

The said appointment as Scrutinizer is as per the provisions of the Companies Act, 2013 (the "Act") read with applicable Rules. As the Scrutinizer, I have to scrutinize:

SAURABH SRIVASTAVA & ASSOCIATES

Practising Company Secretaries

Lucknow 1/302, Vastu Khand, Gomti Nagar,
Lucknow-226010 Uttar Pradesh
(India)

New Delhi 13B, 2nd Floor, Above Central Bank of
India, Netaji Subhash Marg, Daryaganj,
New Delhi-110002 (India)

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- (i) Process of e-voting remotely, before the Annual General Meeting, using an electronic voting system on the dates referred to in the Notice Calling the AGM.
- (ii) Process of voting during Annual General Meeting.

Responsibility of the Management:

The Management of the company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting on the resolutions as set out in the Notice convening the 41st Annual General Meeting dated 4th September, 2024.

Responsibility as a Scrutinizer:

My responsibility as a Scrutinizer was to ensure that the voting process is conducted in fair and transparent manner and providing you Scrutinizer's Report of the total votes cast "in favour" or "against" on the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the 41st Annual General Meeting.

I hereby submit my report as under:

1. In terms of the Annual General Meeting Notice, Remote E-voting commenced on Friday, 27th September, 2024 at 09:00 A.M. IST and ended on Sunday, 29th September, 2024 at 05:00 P.M. IST.
2. The Company has provided the facility of voting during AGM only to such members who had not cast their vote through Remote E- voting and the voting was thereafter open and made available till the conclusion of Annual General Meeting.
3. Further, 02 (Two) ballot (polling) boxes were locked and sealed in my presence with due identification marks placed by me. Subsequent to the completion of polling process, both the ballot (polling) boxes were unlocked by me and the poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

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CS SAURABH SRIVASTAVA

(M.Com, F.C.S. LL.M)

4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
5. The Consolidated results of Remote E-voting and voting during the Annual General Meeting are attached and marked as an ANNEXURE hereto.
6. Based on the results specified in the ANNEXURE, 4 (Four) Ordinary Resolutions and 1 (One) Special Resolutions pertaining to the item of businesses set forth in the Notice of Annual General Meeting have been passed with the specified majority as per the provisions of the Companies Act, 2013.

Thanking you,

Yours faithfully,

FOR SAURABH SRIVASTAVA & ASSOCIATES
PRACTISING COMPANY SECRETARIES



[Signature]
CS SAURABH SRIVASTAVA
FCS 7275/ CP NO 7962
PR:1796/2022

UDIN: F007275F001406301

PLACE: LUCKNOW
DATE: 01/10/2024

Neetu Pal

CHAIRMAN OF THE ANNUAL GENERAL MEETING

(WITNESS)

Name: *Brijanka Singh*
D/o Vinay Kumar Singh
R/o- 1166, Karrahi Road,
Barra, Kanpur.

[Signature]
Manish Aggarwal
Sho P.L. Aggarwal
4/0 41, Tilak Nagar,
lucknow - 226004.

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ANNEXURE**THE RESULT OF THE VOTING IS AS UNDER-**

Resolution No. 1: (Ordinary Resolution)	Consideration and Adoption of Audited Financial Statements of the Company for the Financial year ended 31st March, 2024, Reports of the Board of Directors and Auditors thereon;
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Particulars	Remote E-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	0	0	22	7542300	22	7542300	100
Dissent	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	0	0	22	7542300	22	7542300	100

Resolution No. 2: (Ordinary Resolution)	Re-Appointment of Mr. Santosh Kumar Gupta (DIN: 00710533), Retirement by Rotation;
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Particulars	Remote E-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	0	0	22	7542300	22	7542300	100
Dissent	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	0	0	22	7542300	22	7542300	100

Resolution No. 3: (Special Resolution)	Re-Appointment of Mr. Naresh Rastogi (DIN: 00710087) as Executive Director cum Chief Financial Officer (CFO) of the Company;
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Particulars	Remote E-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	0	0	22	7542300	22	7542300	100
Dissent	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	0	0	22	7542300	22	7542300	100

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Resolution No. 4: (Ordinary Resolution)	Appointment of Mrs. Neetu Pal (DIN:10680727) as an Independent Director of the Company;
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<u>Particulars</u>	<u>Remote E-Votes</u>		<u>Voting at the AGM</u>		<u>Total</u>		<u>Percentage (%)</u>
	<u>Number</u>	<u>Votes</u>	<u>Number</u>	<u>Votes</u>	<u>Number</u>	<u>Votes</u>	
Assent	0	0	22	7542300	22	7542300	100
Dissent	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	0	0	22	7542300	22	7542300	100

Resolution No. 5: (Ordinary Resolution)	Appointment of Mrs. Neetu Pal (DIN:10680727) as Chairperson of the Company;
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<u>Particulars</u>	<u>Remote E-Votes</u>		<u>Voting at the AGM</u>		<u>Total</u>		<u>Percentage (%)</u>
	<u>Number</u>	<u>Votes</u>	<u>Number</u>	<u>Votes</u>	<u>Number</u>	<u>Votes</u>	
Assent	0	0	22	7542300	22	7542300	100
Dissent	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	0	0	22	7542300	22	7542300	100

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