

VSD CONFIN LIMITED

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

May 30, 2023

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: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023.

Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

With reference to the captioned subject, please find enclosed herewith the Annual Secretarial Compliance Report issued by Saurabh Srivastava & Associates, Practising Company Secretaries for the Financial Year ended March 31, 2023.

Kindly take the same on record and oblige.

FOR VSD CONFIN LIMITED

SANTOSH KUMAR GUPTA
EXECUTIVE DIRECTOR
DIN: 00710533

CIN :- L70101UP1984PLC006445

E-mail :- vsdconfin@gmail.com

Ph.: 0522 4334796

CS SAURABH SRIVASTAVA
(M.Com, F.C.S. LL.M)

To,
VSD CONFIN LIMITED
(CIN: L70101UP1984PLC006445)
308-A, 3rd Floor, Shalimar Square,
B.N. Road, Lucknow-226001
(Uttar Pradesh)

Subject: Annual Secretarial Compliance Report for the Financial Year 2022-2023

We have conducted the review of the Compliance of applicable Statutory Provisions and the adherence to good corporate practices followed by **VSD CONFIN LIMITED** (hereinafter called “the listed entity”), having its Registered Office at 308-A, 3rd Floor, Shalimar Square B. N. Road, Lalbagh Lucknow - 22600, Uttar Pradesh; Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Statutory Registers, Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the company, its officers and authorised representatives during the conduct of Secretarial Audit and as per the explanation given to us and representations made by the Management, we hereby report that the Company has, during the audit period covering the Financial Year ended on **31st March, 2023**, generally complied with the Statutory Provisions listed hereunder and also that the Company has proper Board processes and compliance- mechanism in place to the extent, in the manner and subject to the report made hereinafter.

For Saurabh Srivastava & Associates
Practising Company Secretaries



CS Saurabh Srivastava

FCS 7275

CP No 7962

PR: 1796/2022

UDIN: F007275E000373465

Place: Lucknow
Date: 25.05.2023

VSD CONFIN LIMITED SEBI Annual Secretarial Compliance Report for the year ended 31.03.2023

SAURABH SRIVASTAVA & ASSOCIATES
Practising Company Secretaries

Lucknow 1/302, VastuKhand, Gomti Nagar, Lucknow-226010 Uttar Pradesh (India)	New Delhi 13B, 2 nd Floor, Above Central Bank of India, Netaji Subhash Marg, Daryaganj, New Delhi-110002 (India)
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ANNUAL SECRETARIAL COMPLIANCE REPORT
VSD CONFIN LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023
[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

We Saurabh Srivastava & Associates, a firm of Company Secretaries having office at 1/302, Vastu Khand, Gomti Nagar, Lucknow -226010 Uttar Pradesh have examined:

- (a) all the documents and records made available to me and explanation provided by VSD CONFIN LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations whose provisions and the Circulars/Guidelines issued there under have been examined, includes: -

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable during the review period];
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; [Not applicable during the review period]
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable during the review period];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable during the review period];
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities Regulations, 2008); [Not Applicable during the review period];

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(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended below:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
I	II	III	IV
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the Secretarial Standards (SS-1) and (SS-2) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Company had published advertisement in newspaper for Annual General Meeting and also posted notice of AGM on Company's website. However, proof of dispatching notice of AGM, held during the audit period, to shareholders of the company are not available for our verification.
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	YES YES	---- ----
3.	Maintenance and disclosures on Website <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports 	YES YES YES	---- ----

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	under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website		
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	----
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA NA	The Company does not have any Subsidiary
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	----
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	---
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the	NA	The Company has no related party transaction during the Review Period except Directors Remuneration within the limits specified u/s 188 of the

VSD CONFIN LIMITED SEBI Annual Secretarial Compliance Report for the year ended 31.03.2023

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	transactions were subsequently approved/ratified/rejected by the Audit committee.		Companies Act, 2013.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	---
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	---
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NO	No action was taken or required to be taken.
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NO	The Company's Trading was suspended by BSE during the year under review. However, this suspension of trading was revoked by BSE with effect from 13th March, 2023 vide BSE notice dated 3rd March, 2023.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

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	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p align="center">NA</p>	<p>Statutory Auditor continues to hold its position.</p>
<p>2. Other conditions relating to resignation of statutory auditor</p>			

	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit</p>		<p>The auditor had no concern with the management of the Company/ material subsidiary and has not resigned during the period under review.</p> <p>Further, there has been no instance where the Company/ its</p>
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<p>Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	<p>material subsidiary has not provided information as required by the Company.</p>
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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	The auditor of the Company has not resigned during the year under review. Further company does not have any subsidiary.
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For Saurabh Srivastava & Associates
Practising Company Secretaries



CS Saurabh Srivastava
FCS 7275
CP No 7962
PR: 1796/2022
UDIN: F007275E000373465

Place: Lucknow
Date: 25.05.2023

Saurabh Srivastava
25/05/2023

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Annexure 'A'

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circul No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	24 A	Non submission of Secretarial Compliance Report	---	---	Company has not submitted Secretarial Compliance Report to stock exchange during the year under review	---	As per SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018 24 A was inserted and become applicable with effect from the year ended March 31, 2019	The Management herewith states that the Company's Trading was suspended by BSE during the year under review. However, this suspension of trading was revoked by BSE with effect from 13th March, 2023 vide BSE notice dated 3rd March, 2023. The above suspension was on account of various non-compliances, which the Management has tried its best to rectify and compliance. The Management further states that, it shall cause to submit the Annual	

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2.	SEBI (LODR) Regulations, 2015	29	Company has not given prior intimation of Board Meeting in which financial results was due to be considered	-	-	No prior Intimation to Stock exchange about the meeting of the board of directors in which financial results was due to be considered as per requirement of Reg 29(1)(a)	-	The Company has not intimated about the Board Meeting in which financial results was due to be considered which is a violation of Reg 29(1) (a) read with Reg 29(2) of SEBI (LODR) Regulations 2015	to comply with this Regulation.	Compliance report for the previous FY ended 31.03.2022 at the earliest. The Management herewith states that the Company's Trading was suspended by BSE during the year under review. However, this suspension of trading was revoked by BSE with effect from 13th March, 2023 vide BSE notice dated 3rd March, 2023. The above suspension was on account of various non-compliances, which the Management has tried its best to rectify and compliance. The Management further states that its shall undertake to compliance with the provisions of Regulations 29 on time, moving forward	
3.	SEBI (LODR) Regulations, 2015	34	92 days delay filing to BSE	-	-	Delayed filing of Annual Report to BSE	The Company delayed in filing Annual Report which is a violation of Regulation 34 (1)(a) of SEBI	The Management herewith states that the Company's Trading was suspended by BSE during the year under review. However, this suspension of trading was revoked by BSE with effect from 13th March, 2023 vide BSE notice			

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4.	SEBI (LODR) Regulations, 2015	36	Service of Annual Report along with Notice of AGM to Shareholders before annual general meeting was not provided	-	-	Company has not sent the Annual Report to its Shareholders along with notice of annual general meeting	The Company has not sent the Annual Report to its Shareholders before the Annual General Meeting which is a violation of Regulation 36 of SEBI (LODR) Regulations 2015	The Management herewith states that the Company has sent the Hard copies of the Annual Report to all its shareholders and had published advertisement in newspaper for AGM and also posted notice of AGM on Company's website. However, the Management has misplaced the proof of dispatching the notice of AGM. The Management is in the process of locating the same and will submit the same to Auditors in the due course.	dated 3rd March, 2023. The above suspension was on account of various non-compliances, which the Management has tried its best to rectify and compliance. The Management further states that its shall undertake to compliance with the provisions of Regulations 34 on time, moving forward.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:
The same is covered in Para 1 of Annexure A to this report

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Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Lucknow
Date: 25.05.2023

For Saurabh Srivastava & Associates
Practising Company Secretaries



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FCS 7275

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