

VSD CONFIN LIMITED

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

30th September, 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: Submission of Scrutinizer's Report

Please find enclosed the Scrutinizer's report dated 30th September, 2023 issued by Saurabh Srivastava & Associates, Scrutinizer on the Voting Process (E-voting and Ballot) of the 40th Annual General Meeting of the Company held on Saturday, 30th day of September, 2023 at 09.30 AM at the Registered Office of the Company situated at 308-A, 3rd Floor, Shalimar Square, B. N. Road, Lalbagh, Lucknow - 226001.

FOR VSD CONFIN LIMITED

SANTOSH Digitally signed
by SANTOSH
KUMAR KUMAR GUPTA
GUPTA Date: 2023.09.30
17:59:44 +05'30'

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]

To,
The Chairman,
40th Annual General Meeting of the
Equity Shareholders of VSD CONFIN LIMITED
Held on 30th September, 2023 at 09:30 A.M. IST at
308-A, 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 40th Annual General Meeting ("AGM") of VSD CONFIN LIMITED held on 30th September, 2023, at 9.30 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 40th Annual General Meeting of VSD Confin Limited as Scrutinizer for voting at Annual General Meeting held on 30th September, 2023 (09.30 A.M. IST) at 308-A, 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 40th Annual General Meeting of the Company, dated 1st September, 2023 issued in accordance with provisions of Companies Act, 2013.

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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Email: sraconsult@gmail.com

Website : www.proficientcorporate.com



- (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 40th Annual General Meeting dated 1th September, 2023.

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.6 in the Notice convening the 40th Annual General Meeting.

I hereby submit my report as under:

1. In terms of the Annual General Meeting Notice, Remote E-voting commenced on Wednesday, 27th September, 2023 at 09:00 A.M. IST and ended on Friday, 29th September, 2023 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 2 (Two) 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



CS SAURABH SRIVASTAVA
FCS 7275/ CP NO 7962
PR:1796/2022
UDIN: F007275E001142893

PLACE: LUCKNOW
DATE : 30/09/2023

(Handwritten Signature)
(WITNESS)
Name: HARSHIT ARRAWAL
3/0 P.C. Agarwal
R/o 41, Tilak Nagar,
Lucknow- 226004.

(Handwritten Signature)
CHAIRMAN OF THE ANNUAL GENERAL MEETING
(Handwritten Signature)
(WITNESS)
Name: Ayushi Dubey
D/o Mr. A.K. Dubey
R/o 200, Nehru Enclave
Compt 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 31 st March, 2023, Reports of the Board of Directors and Auditors thereon;
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Valid Votes in favour of the Resolution			Valid Votes against the Resolution			Invalid Votes		
Number	Votes	% of Total Votes	Number	Votes	% of Total Votes	Number	Votes	% of Total Votes
20	7301100	100	0	0	0	0	0	0

Resolution No. 2: (Ordinary Resolution)	Re-Appointment of Mr. Sandeep Srivastava (DIN: 01848386), Retirement by Rotation
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Valid Votes in favour of the Resolution			Valid Votes against the Resolution			Invalid Votes		
Number	Votes	% of Total Votes	Number	Votes	% of Total Votes	Number	Votes	% of Total Votes
20	7301100	100	0	0	0	0	0	0

Resolution No. 3: (Ordinary Resolution)	Appointment of M/s Bakliwal & Co., Chartered Accountants (Firm Registration No. 130381W) as Statutory Auditors
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Valid Votes in favour of the Resolution			Valid Votes against the Resolution			Invalid Votes		
Number	Votes	% of Total Votes	Number	Votes	% of Total Votes	Number	Votes	% of Total Votes
20	7301100	100	0	0	0	0	0	0

Resolution No. 4: (Special Resolution)	Appointment of Mr. Ashutosh Sharma (DIN: 08198684) as Managing Director of the Company
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Valid Votes in favour of the Resolution			Valid Votes against the Resolution			Invalid Votes		
Number	Votes	% of Total Votes	Number	Votes	% of Total Votes	Number	Votes	% of Total Votes
19	7201000	98.63	0	0	0	0	0	0

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Resolution No. 5: (Ordinary Resolution)	Appointment of Mrs. Asheema Abhinav Shukla (DIN: 06791567) as Chairperson of the Company
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Valid Votes in favour of the Resolution			Valid Votes against the Resolution			Invalid Votes		
Number	Votes	% of Total Votes	Number	Votes	% of Total Votes	Number	Votes	% of Total Votes
20	7301100	100	0	0	0	0	0	0

Resolution No. 6: (Special Resolution)	Appointment of Mr. Santosh Kumar Gupta (DIN: 00710533) as Executive Director of the Company
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Valid Votes in favour of the Resolution			Valid Votes against the Resolution			Invalid Votes		
Number	Votes	% of Total Votes	Number	Votes	% of Total Votes	Number	Votes	% of Total Votes
20	7301100	100	0	0	0	0	0	0

**SAURABH SRIVASTAVA & ASSOCIATES****Practising Company Secretaries**Lucknow 1/302, Vastu Khand, Gomti Nagar,
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