



VARDHAN CAPITAL & FINANCE LIMITED

CIN: L67120MH1995PLC084465

05th December, 2020

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

Scrip Code: 542931

Subject: Submission of Notice of 26th Annual General Meeting

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith Notice convening 26th Annual General Meeting, scheduled to be held on Monday, 28th December, 2020 at 11:00 A.M at the registered office of the Company at 113 Commerce House, 140 N.M. Marg, Fort, Mumbai – 400 001.

Please take the same on your records.

Yours Faithfully,

For Vardhan Capital and Finance Limited

AKASH VARDHAN
Managing Director
DIN: 03043186

Encl: As stated above.

CIN: L67120MH1995PLC084465**Notice**

Notice is hereby given that the 26th Annual General Meeting of the Members of **Vardhan Capital and Finance Limited** will be held on **Monday, 28th December, 2020** at 11:00 a.m. 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, 2020.
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.

By Order of the Board

Date: 25th November, 2020
Place: Mumbai

Sd/-
Akash Vardhan
Managing Director
DIN: 03043186

Notes:

1. The route map showing directions to reach the venue of the 26th AGM is annexed.
2. 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.
3. 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.
4. 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.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
6. In case of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
7. 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.
8. 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.
9. 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.

10. Shareholders are requested to dematerialize their Shares. The Company has appointed **M/s. Purva Shareregistry (India) Private Limited**, Mumbai for handling Share transfer job and also for

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maintaining electronic connectivity with NSDL AND CDSL who have allotted ISIN ACTIVATION NUMBER AS – ISIN No – **INE128G01018**.

11. 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.

12. 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.

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

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Annexure I

Details of the Directors seeking Reappointment at the 26th Annual General Meeting as per Secretarial Standard on General Meetings, Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015

Name of the Director	Mr. Akash Vardhan
Director Identification Number (DIN)	03043186
Date of Birth	17/02/1992
Age	27 Years
Date of Appointment (Original)	29/03/2019
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)	<p>Private Companies</p> <ol style="list-style-type: none"> 2. Diwali Developers Private Limited 3. Vibuti Construction Private Limited 4. Flower Boom Builders Private Limited 5. Enso holdings & Finance Private Limited 6. Vardhman Residency Private Limited 7. Idelible Holdings Private Limited 8. Vardhman Entertainment & Hospitality Private Limited 9. Vardhman Multicuisine Private Limited 10. Stock Realtors Private Limited 11. Idelible Realtors Private Limited 12. Swift Techpro Private Limited 13. Vardhan Home Developers Private Limited. 14. Vardhan Growmore Developers Private Limited.
Memberships of committees across other companies (includes only Audit &	NA

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Shareholders'/Stakeholder Relationship Committee)	
Relationship between directors inter-se	Son of Rajesh Vardhan
Terms and Conditions of re-appointment	Managing Director liable to retire by rotation
Remuneration to be paid	As decided by the Members
Remuneration last drawn	Nil
Shareholding in the Company	11000 Shares (0.25%)
No. of Board Meetings attended/ held during the previous financial year	6

By Order of the Board**Date: 25th November, 2020
Place: Mumbai****Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

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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 : _____
 Name of the Company : _____
 Registered Office : _____

Name of the member(s)	:	_____
Registered address	:	_____
Email Id	:	_____
Folio No. / Client Id	:	_____
DP ID	:	_____

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

1. Name: _____

Address: _____

E-mail Id: _____ Signature _____, or failing him /her

2. Name: _____

Address: _____

E-mail Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on Monday, 28th December, 2020 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 consider and adopt Audited Financial Statements and Board Report as on 31 st March 2020.		
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.		



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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.

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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDENCE 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 26th Annual General Meeting at the registered Office of the Company at 113 Commerce House 140 N M Road Fort Mumbai-400023 held on Monday, 28th December, 2020 or at any adjournment thereof.

Member's / Proxy Signature

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Route map to the 26th Annual General Meeting

