



VARDHAN CAPITAL & FINANCE LIMITED

CIN: L67120MH1995PLC084465

September 08, 2022

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

Sub: Intimation of 28th Annual General Meeting of the Company.

Dear Sir/ Madam,

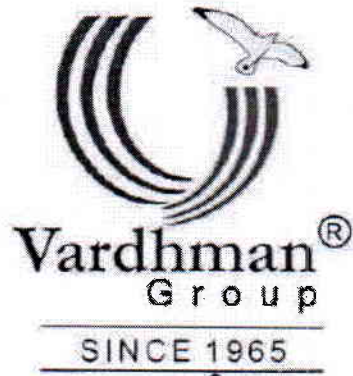
We would like to inform that the 28th Annual General Meeting (AGM) of the members of the Company will be held on Friday, 30th September, 2022 at 11:00 AM IST at the Registered Office of the Company situated at 113 Commerce House 140 N M Road, Fort, Mumbai - 40023 provisions of the Companies Act, 2013 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 28th 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



VARDHAN CAPITAL AND FINANCE LIMITED

28TH ANNUAL REPORT

2021-2022

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Company's Registered Office: 113, Commerce House, 140 N.M. Road, Fort, Mumbai, Maharashtra, 400023 Tel: 022-43226100/022-22672268 Email: vardhancapital@gmail.com Website: www.vardhancapital.com	Registrar & Share Transfer Agent Purva Sharegistry (India) Pvt. Ltd Address: Unit No.9, Ground Floor, Shiv Shakti Ind. Est, J.R. Boricha Marg, Lower Parel (East), Mumbai-400011 Tel: 022- 23018761/23012517 Email: support@purvashare.com
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Team

Rajesh Vardhan	Non-Executive Director
Ramesh Vardhan	Non-Executive Director
Akash Vardhan	Managing Director
Saroj Rathod	Independent Non-Executive Director
Shailesh Jogani	Independent Non-Executive Director
Sonam Dipesh Vardhan	Chief Financial Officer (CFO)
Pinesh Pokarne	Company Secretary and Compliance Officer

Board Committees***Audit Committee***

Rajesh Vardhan
Shailesh Jogani
Saroj Rathod

Stakeholders Relationship Committee

Rajesh Vardhan
Shailesh Jogani
Ramesh Vardhan

Nomination and Remuneration Committee

Rajesh Vardhan
Shailesh Jogani
Saroj Rathod

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Asset Liability Management Committee

Rajesh Vardhan
Shailesh Jogani
Saroj Rathod

Statutory Auditors

M/s JMT & Associates,
Chartered Accountants,
304/305, A-Wing, Winsway Complex,
Opp. Andheri Railway Station,
Andheri (East), Mumbai-400069

Secretarial Auditors

M/s Priti J. Sheth & Associates
Company Secretaries
Office no 804, 8th floor, G Square,
Jawahar Road, Opp Ghatkopar Station
Ghatkopar (East), Mumbai-400077

Website: www.pjsassociates.com

Email-Id: priti.pjsassociates@gmail.com

CIN: L67120MH1995PLC084465**Notice**

Notice is hereby given that the 28th Annual General Meeting of the Members of **Vardhan Capital and Finance Limited** will be held on **Friday, September 30, 2022** 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, 2022.
2. To appoint a Director in place of Rajesh Vardhan (DIN: 00199986) who retires by rotation and being eligible has offered himself for re-appointment.
3. To re-appoint M/s JMT & Associates, Chartered Accountants (FRN: 104167W) as statutory Auditors of the Company.

*To Consider and if thought fit; to pass the following resolution as an **Ordinary Resolution**;*

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. JMT & Associates, Chartered Accountants (FRN: 104167W) be and is hereby re-appointed as Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of the ensuing Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.”

SPECIAL BUSINESS:

4. To appoint Ms. Saroj Rathod (DIN: 09718657) as a Non-Executive Independent Director of the Company.

*To Consider and if thought fit; to pass the following resolution as an **Ordinary Resolution**;*

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee, **Ms. Saroj Rathod**, (DIN: 09718657) who was appointed as Additional Independent Director on 27th August, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director; be

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and is hereby appointed as Independent Director of the Company, not liable to retire by rotation & to hold office for a period of 5 consecutive years w.e.f 27th August, 2022 on the Board of the Company.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to file the necessary documents with the Registrar of Companies in relation to the appointment and do all acts, deeds and things as may be required to give effect to the above resolution".

Date: 27th August, 2022

Place: Mumbai

By Order of the Board



Akash Vardhan
Managing Director
DIN: 03043186

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business mentioned under item No. 3 is annexed hereto.
2. 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.
3. The route map showing directions to reach the venue of the 28th AGM is annexed.
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 are requested to dematerialize their Shares. The Company has appointed M/s. Purva Share registry (India) Private Limited, Mumbai for handling Share transfer job and also for maintaining electronic connectivity with NSDL AND CDSL who have allotted ISIN ACTIVATION NUMBER AS – ISIN No – INE128G01018.
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 so as 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;

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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. 23rd September, 2022 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 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 28th 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 MCA Circular 20/2020 dated 5th May, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Annual Report including the notice of the 28th 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 02nd September, 2022 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 2021-22 and the Notice will also be available on the Company's website www.vardhmanconcreteltd.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, 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.

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21.

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 -, 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 Sharegistry (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:

- (i) The voting period begins on Tuesday, 27th September, 2022 at 09.00 a.m. and ends on Thursday, 29th September, 2022 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23rd September 2022 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated 09.12.2021, 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.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated December 9, 2021 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) 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 3) 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through	<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 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 or joining virtual meeting & voting during the</p>

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their Depository Participants	meeting.
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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 1800225533.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholder" 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, www.evoting.nsdl.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 Shareholders holding shares in Demat Form other than individual and Physical Form
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 as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Vardhan Capital & Finance Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

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- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 "Corporates" module.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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/RTA email id.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

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 on 1800 22 55 33

By Order of the Board

Akash Vardhan
Managing Director
DIN: 03043186

Date: 27th August, 2022**Place: Mumbai**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No.4: To appoint Ms. Saroj Rathod (DIN: 09718657) as Non-Executive Independent Director of the Company

The Board of Directors of the Company, at its meeting held on 27th August, 2022, on the recommendation of the Nomination & Compensation Committee ('the Committee'), had appointed Ms. Saroj Rathod as an Additional Non-Executive Independent Director of the Company with effect from 27th August, 2022 in terms of Section 161 & 149 of the Companies Act, 2013. ('the Act').

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Saroj Rathod being eligible and offering herself for appointment, it is proposed to appoint her as Independent Director for the period of 5 years i.e. up to 27th August, 2022 not liable to retire by rotation.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Additional information in respect of Ms. Saroj Rathod, 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.

Except Ms. Saroj Rathod, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ANNEXURE I

Details of the Directors seeking appointment / reappointment at the 28th 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. Rajesh Vardhan	Ms. Saroj Rathod
DIN	00199986	09718657
Date of Birth	01/01/1966	02/07/1980
Age	56 years	42 years
Date of Appointment (Original)	04/10/2005	27/08/2022
Qualification	BSC, LLB	B. Tech
Brief Resume and Experience	He has over a decade of experience in the areas of Real Estate Development. He promoted Vardhman Developers Pvt Ltd in the year 1990 which became public in the year 1995. Then early in the year 1995 he promoted Vardhan Capital and Finance Ltd. Apart from Real Estate and finance business he has also diversified the business in the field of entertainment and hospitality by opening a theme amusement park in Mumbai. He is the recipient of Indira Gandhi	She has an experience of 10 years in Human Resource and Management Industry.

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	Priyadarshani Award and also Rajiv Gandhi Shiromani Award. He is also an active member of MCHI and various other Associations. He is also Vice President of JITO.	
Expertise in specific functional areas	Real Estate Execution, Finance & Legal	Human Resource and Management
Directorships held in other companies (excluding section 8 and foreign companies)	<p>Listed Company</p> <ol style="list-style-type: none"> 1. Vardhman Concrete Limited <p>Private Company</p> <ol style="list-style-type: none"> 2. Diwali Developers Private Limited 3. Vibuti Construction Private Limited 4. Vardhman Home Developers Private Limited 5. Vardhman Growmore Developers Private Limited 6. Vardhman Residency Private Limited 7. Vardhman Developers And Neelam Private Limited 8. Flower Boom Builders Private Limited 9. Amrit Tradelink Pvt Ltd 10. Bluestock Investments Private Limited 11. Shilpkar Developers Private Limited 12. Vardhman Developers Limited 13. Indelible Realtors Private Limited 14. Stork Realtors Private Limited 15. Enso Holdings & Finance Private Limited 16. Indelible Holdings Private Limited 17. Vardhman Entertainment & Hospitality Private Limited 	Vardhman Concrete Limited
Memberships of committees across other companies*	<ol style="list-style-type: none"> 1. Stakeholder's Relationship Committee- Vardhman Concrete Limited 2. Audit Committee- Vardhman Concrete Limited 3. Nomination and Remuneration Committee- Vardhman Concrete Limited 	<ol style="list-style-type: none"> 1. Stakeholder's Relationship Committee- Vardhman Concrete Limited 2. Audit Committee- Vardhman Concrete Limited 3. Nomination and Remuneration Committee- Vardhman Concrete Limited
Relationship between directors inter-se	Mr. Ramesh Vardhan & Mr. Rajesh Vardhan are Brothers	NIL
Terms and Conditions of re-appointment	Director liable to retire by rotation	Ms. Saroj Rathod will be appointed for a term of 5 years from the 27 th August, 2022 to 27 th August, 2027 and she shall

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		not be liable to retire by rotation
Remuneration to be paid	As decided by the Members	NIL
Remuneration last drawn	Nil	NIL
Shareholding in the Company	2, 08,000 Equity shares (4.78%)	NIL
No. of Board Meetings attended/ held during the previous financial year	4	NA

***(includes only Audit & Shareholders' / Stakeholder Relationship Committee)**

Date: 27th August, 2022
Place: Mumbai

By Order of the Board



Akash Vardhan
Managing Director
DIN: 03043186

CIN: L67120MH1995PLC084465

Route map to the 28th Annual General Meeting

