

# VSD CONFIN LIMITED

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

May 30, 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: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024.**

**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 P B & Associates, Practicing Company Secretary for the Financial Year ended March 31, 2024.

Kindly take the same on record and oblige.

FOR VSD CONFIN LIMITED

SANTOSH  
KUMAR  
GUPTA

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KUMAR GUPTA  
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SANTOSH KUMAR GUPTA  
EXECUTIVE DIRECTOR  
DIN: 00710533

CIN :- L70101UP1984PLC006445

Website :- [www.vsdconfin.in](http://www.vsdconfin.in)

E-Mail :- [vsdconfin@gmail.com](mailto:vsdconfin@gmail.com)

Ph. :- 0522 4334796

**To,**  
**The Board of Directors**  
**VSD Confin Limited**  
**308-B, 3rd Floor, Shalimar Square**  
**B. N. Road, Lalbagh,**  
**Lucknow: 226001**

**Sub.: Annual Secretarial Compliance Report for the Financial Year 2023-2024**

Dear Sir,

We have been engaged by M/s **VSD Confin Limited** (hereinafter referred to as the "Company") bearing CIN: L70101UP1984PLC006445 whose Equity Shares are listed on Bombay Stock Exchange (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**Place: Kolkata**  
**Date: 30-05-2024**

**For P B & Associates**  
**Company Secretary**

PAYAL  
BAFNA

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PAYAL BAFNA  
Date: 2024.05.30  
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**Payal Bafna**  
**Proprietor**  
**M. No: 36114; C.P. No: 25291**  
**UDIN: A036114F000490876**  
**Peer Review No:5617/2024**

### Secretarial Compliance Report of VSD Confin Limited for the financial year ended March 31, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s VSD Confin Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 308-B, 3rd Floor, Shalimar Square, B. N. Road, Lalbagh, Lucknow: 226001. Secretarial Review 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 listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I, Payal Bafna, Proprietor of M/s. P B & Associate, Practicing Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s VSD Confin Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges, **Yes**
- (c) website of the listed entity (**www.vsdconfin.in**)
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended 31<sup>st</sup> March 2024 ("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, circulars, 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 thereunder, have been examined, include: -

- (a) 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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(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) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ;( **Not applicable during the Review period**)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;( **Not applicable during the Review period**)

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

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

(j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (**Not applicable during the review period**);

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

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:

❖ **Refer Annexure “A” annexed to the Report**

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

❖ **Refer Annexure “B” annexed to the Report**

and further, based on the above examination, I hereby report that, during the Review Period:

- 1) The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.
- 2) There are event of appointment and resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

*Retiring Auditor “M/s Kamal Gupta Associates (FRN No :000752C) resigned due to end of their term and M/s Bakliwal & Co.( FRN No:130381W)having a Peer Review Certificate have been appointed for a term of Five year with effect from 30<sup>th</sup> September 2023 at the Annual General Meeting of the company.*



Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) 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	Not Any
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Not Any
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Not Any
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Not Any
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	Not Any
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records	Yes	Not Any

	as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Not Any
8	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	Not Any
9	<b>Disclosure of events or information:</b>  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	Not Any
10	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Not Any
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been 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 except as provided under separate paragraph herein (**).	Yes	Not Any
12	<b>Additional non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Not Any

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 /Remarks by PCS*
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the	NA	Not Any

	<p>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><b>ii.</b> 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><b>iii.</b> 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>		
2	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p><b>i.</b> Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p><b>a.</b> 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 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>b.</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><b>c.</b> 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><b>ii.</b> Disclaimer in case of non-receipt of information:                  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</p>	NA	Not Any

**P B & ASSOCIATES**

*Practicing Company Secretary  
(a peer reviewed firm)*

*Tobacco House, Room no-101,  
1&2, Old Court House Corner,  
1st Floor, Kolkata - 700001.  
Mobile No. : 9831831866  
Email id: csbafnapayal@gmail.com*

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	subsidiary has not provided information as required by the auditor.		
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	Not Any



**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/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>NOT APPLICABLE</b>										

**Annexure “B”**

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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	specific clause)									
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 Disclosure Requirements) (Amendment) Regulations, 2018 24 A was inserted and become applicable with effect from the year ended March 31, 2019 to comply with this Regulation.	The Management herewith states that the Company spoke to the BSE office (stock exchange) about the filing of Secretarial Compliance Report for financial year ended 31st March ,2022 and they instructed that the said filing is not required to be done as the suspension of trading of the Company was revoked by the BSE in March, 2023.	The Management herewith states that the Company spoke to the BSE office (stock exchange) about the filing of Secretarial Compliance Report for financial year ended 31st March ,2022 and they instructed that the said filing is not required to be done as the suspension of trading of the Company was revoked by the BSE in March, 2023.

									has tried its best to rectify and compliance. The Management further states that, it shall cause to submit the Annual Compliance report for the previous FY ended 31.03.2022 at the Earliest.	
2	SEBI (LODR) Regulations, 2015	29	Company has not given prior intimation of Board Meeting in which	---	---	No prior Intimation to Stock exchange about the meeting of the board	---	The Company has not intimated about the Board Meeting in which financial results was due to be considered	The Management herewith states that the Company's Trading was suspended by BSE during the year under review. However, this suspension of trading was	Due to oversight the company has missed the filing, there was no malafide intention behind the same. The Company will take care of the Compliances and their due date more diligently in future.

			financial results was due to be considered			of directors in which financial results was due to be considered as per requirement of Reg 29(1)(a)		which is a violation of Reg 29(1) (a) read with Reg 29(2) of SEBI (LODR) Regulations 2015	revoked by BSE with effect from 13 <sup>th</sup> 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	34	92 days	---	---	Delayed	---	The Company	The Management	Due to oversight the company has missed the filing, there was no

	(LODR) Regulations, 2015		delay filing to BSE			filing of Annual Report to BSE		delayed in filing Annual Report which is a violation of Regulation 34 (1)(a) of SEBI} (LODR) Regulations 2015 and that the Company has filed the annual report on dated 06.12.2022 to BSE	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 13 <sup>th</sup> 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	malafide intention behind the same. The Company will take care of the Compliances and their due date more diligently in future.
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									further states that its shall undertake to compliance with the provisions of Regulations 34 on time, moving forward.	
4	SEBI (LODR) Regulations, 2015	36	Service of Annual Report along with Notice of AGM to Shareholders before annual general meeting	---	---	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	The Management herewith states that the Company has submitted the proof of dispatch to the Auditors

**P B & ASSOCIATES**

*Practicing Company Secretary  
(a peer reviewed firm)*

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Mobile No. : 9831831866  
Email id : csbafnapayal@gmail.com*

			was not provided							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.	
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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: Kolkata**  
**Date:30-05-2024**

**For P B & Associates**  
**Company Secretary**  
**PAYAL**  
**BAFNA**  
**Payal Bafna**  
**Proprietor**  
**M. No: 36114; C.P. No: 25291**  
**UDIN: A036114F000418188**  
**Peer Review No: 5617/2024**

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