Vardhman®
Group
SINCE 1965

VARDHAN CAPITAL & FINANCE LIMITED

CIN: L67120MH1995PLC084465

Date: 18th September, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001

Scrip Code – **542931**

Sub: Details of voting results of the 32nd Annual General Meeting of the Company held on Thursday, 17th September, 2026 pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results in the prescribed format in Annexure - I for the 32nd Annual General Meeting of the Company held on Thursday, 17th September, 2026 at the registered office of the Company along with the Report of the Scrutinizer.

Please note that all the resolutions placed in the meeting as per the notice of the 32nd AGM of the Company were passed by the members with requisite majority.

The 32nd AGM commenced at 11:00 a.m. and concluded at 01.00 p.m.

The voting results in XBRL mode as per BSE circular no. DCS/COMP/20/2016-17, dated 18th January, 2017 are also being filed on the BSE listing Centre.

You are requested to kindly take the same on record.

For Vardhan Capital & Finance Limited

Ramesh Vardhan
Director
DIN: 00207488

CAPITAL & FINANCE MUMBAI

R.M.F.A

RACHANA MARU FURIA & ASSOCIATES
COMPANY SECRETARIES

Unit No 4, Ground Floor, Devashish building, Danpada Naka, opposite Bank of India, Khar west, Mumbai : 400052;
Contact: rachana@rmfa.co.in | office@rmfa.co.in

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rule, 2014 as amended from time to time]

To,
The Chairman of the 32nd Annual General Meeting of the member of **Vardhan Capital and Finance Limited (having CIN: L67120MH1995PLC084465)** held on Thursday, 17th September, 2026 at the registered office of the Company located at 113, Commerce House, 140 N.M. Marg, Fort, Mumbai – 400001 at 11:00 A.M.

Subject: Consolidated Scrutinizer Report on the Results of E-voting and voting Poll conducted at the 32nd Annual General Meeting of the Company

Dear Sir/Madam,

I, **Rachana Maru Furia proprietor of Rachana Maru Furia& Associates, Company Secretaries**, Practicing Company Secretaries (Peer Reviewed), appointed as the Scrutinizer in terms of provisions of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the voting process in respect to the below mentioned resolutions, at the 32nd Annual General Meeting of the Shareholders of **Vardhan Capital and Finance Limited,** held on Thursday, 17th September, 2026 at the registered office of the Company located at 113, Commerce House, 140 N.M. Marg, Fort, Mumbai- 400001 at 11:00 A.M., submit our consolidated report of remote E-voting and voting through Poll as under:

1. The **remote e-voting** period remained open from Monday, 14th September, 2026 at 9:00 am and ends on Wednesday, 16th September, 2026 at 5:00 pm through remote e-voting services provided by Central Depository Services (India) Limited (CDSL);

2. The votes casted through ballot process at the 32nd Annual General Meeting held on Thursday, 17th September, 2026and the votes casted through remote e-voting are taken into consideration for preparation of this consolidated report;

3. A report on voting by ballot process at the Annual General Meeting in Form MGT-13 has been submitted to the Chairman of the meeting;

4. The votes casted through remote e-voting were unblocked by me from the e-voting portal of Central Depository Services (India) Limited (CDSL) in presence of two witnesses after counting of votes casted by poll conducted at the Annual General Meeting;

5. The electronic data and all other relevant records relating to the Voting through electronic means are under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

6. Based on the counting of valid votes casted by remote e-voting and through ballot process, I hereby furnish the consolidated result for the business transacted at the 32nd Annual General Meeting of the Company.

Particulars of Business	Number of votes casted through remote e- voting and poll	Number of Valid votes casted	Number of Votes Casted in Favour	Number of Votes casted against
Ordinary Business				
Item No. 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, 2026.	15,50,300	15,50,300	15,50,300	0
Item No. 2 To appoint a Director in place of Mr. Rajesh Babulal Vardhan who retires by rotation and being eligible has offered himself for re-appointment.	15,50,300	15,50,300	0	15,50,300
Special Business				
Item No. 3 To re-appoint Mr. Vishal Ramesh Vardhan, (DIN: 03043125) as Managing Director of the Company.	15,50,300	15,50,300	15,50,300	0
Item No. 4 To appoint Mrs. Sonam Dipesh Vardhan (DIN: 11450748) as an Executive Director of the Company	15,50,300	15,50,300	15,50,300	0
Item No. 5 To appoint Ms. Saroj Rathod (DIN: 09718657) as a Non-Executive Independent Director of the Company.	15,50,300	15,50,300	15,50,300	0
Item No. 6 To appoint Mr. Shailesh Jogani (DIN: 06644699) as a Non-Executive Independent Director of the Company	15,50,300	15,50,300	15,50,300	0

**15,45,300 votes casted by members on Resolution no 2,3,4 in which they were interested.*

***No shareholders casted votes via remote e-voting*

The ballot papers, poll papers and all other relevant records were sealed and handed over the Director authorized by the Board for safe keeping.

Accordingly, I declare that all the above resolutions except 02nd resolution as per Notice of the 32nd AGM of Vardhan Capital and Finance Limited were passed with requisite majority.

Thanking you.

Yours faithfully,
For **Rachana Maru Furia & Associates**

Rachana Maru Furia
FCS: 11530
CP. No. 16210
Peer Review No.2190/2022
Date: 18th September, 2026
Place: Mumbai
UDIN: F011530H001531653

Ramesh Vardhan
Chairman of the Meetinfag
DIN:00207488

Date: 18th September, 2026

General information about company	
Scrip code	542931
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE128G01018
Name of the company	Vardhan Capital & Finance Ltd
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	17-09-2026
Start time of the meeting	11:00 AM
End time of the meeting	01:00 PM

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Scrutinizer Details	
Name of the Scrutinizer	Rachana Maru Furia
Firms Name	Rachana Maru Furia & Associates
Qualification	CS
Membership Number	11530
Date of Board Meeting in which appointed	11-08-2026
Date of Issuance of Report to the company	18-09-2026

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Voting results	
Record date	10-09-2026
Total number of shareholders on record date	840
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	7
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

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Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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, 2026.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2215300	0	0	0	0	0	0
	Poll		1545300	69.7558	1545300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2215300	1545300	69.7558	1545300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2133300	0	0	0	0	0	0
	Poll		5000	0.2344	5000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2133300	5000	0.2344	5000	0	100	0
Total		4348600	1550300	35.6506	1550300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

VARDHAN CAPITAL & FINANCE LTD. * MUMBAI

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Rajesh Babulal Vardhan who retires by rotation and being eligible has offered himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2215300	0	0	0	0	0	0
	Poll		1545300	69.7558	0	1545300	0	100
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2215300	1545300	69.7558	0	1545300	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2133300	0	0	0	0	0	0
	Poll		5000	0.2344	0	5000	0	100
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2133300	5000	0.2344	0	5000	0	100
Total		4348600	1550300	35.6506	0	1550300	0	100
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

VARDHAN CAPITAL & FINANCE LTD. MUMBAI

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Vishal Ramesh Vardhan, (DIN: 03043125) as Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2215300	0	0	0	0	0	0
	Poll		1545300	69.7558	1545300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2215300	1545300	69.7558	1545300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2133300	0	0	0	0	0	0
	Poll		5000	0.2344	5000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2133300	5000	0.2344	5000	0	100	0
Total		4348600	1550300	35.6506	1550300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

VARDHAN CAPITAL & FINANCE LTD. * MUMBAI

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To appoint Mrs. Sonam Dipesh Vardhan (DIN: 11450748) as an Executive Director of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2215300	0	0	0	0	0	0
	Poll		1545300	69.7558	1545300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2215300	1545300	69.7558	1545300	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2133300	0	0	0	0	0	0
	Poll		5000	0.2344	5000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2133300	5000	0.2344	5000	0	100	0
Total		4348600	1550300	35.6506	1550300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Ms. Saroj Rathod (DIN: 09718657) as a Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2215300	0	0	0	0	0	0
	Poll		1545300	69.7558	1545300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2215300	1545300	69.7558	1545300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2133300	0	0	0	0	0	0
	Poll		5000	0.2344	5000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2133300	5000	0.2344	5000	0	100	0
Total		4348600	1550300	35.6506	1550300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint Mr. Shailesh Jogani (DIN: 06644699) as a Non-Executive Independent Director of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2215300	0	0	0	0	0	0
	Poll		1545300	69.7558	1545300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2215300	1545300	69.7558	1545300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2133300	0	0	0	0	0	0
	Poll		5000	0.2344	5000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2133300	5000	0.2344	5000	0	100	0
Total		4348600	1550300	35.6506	1550300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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