

VSD CONFIN LIMITED

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

September 05, 2026

To
The Manager – Listing Department
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400 001
Maharashtra, India

Scrip Code: 531696(BSE)
ISIN: INE489F01016

Respected Sir/Madam,

Sub:Submission of Annual Report for the Financial Year 2025-2026 and Notice of the 43rd Annual General Meeting pursuant to Regulation 30 and 34 of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III and Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we hereby submit the following documents of M/s VSD Confin Limited for your records:

- Notice convening the 43rd Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, 30th September 2026 at 09:30 A.M. (IST) through physical mode.
- Annual Report of the Company for the financial year ended March 31, 2026, which includes the Notice of the AGM.

The above documents are also being sent to the shareholders of the Company only through e-mails at their registered e-mail addresses, in compliance with applicable circulars issued by SEBI and MCA in this regard.

The Annual Report along with the Notice of AGM is also available on the Company's website at www.vsdconfin.in

You are requested to take the same on your records and oblige.

Thanking you,

Yours faithfully,

FOR VSD CONFIN LIMITED

SANTOSH
KUMAR GUPTA

Digitally signed by
SANTOSH KUMAR GUPTA
Date: 2026.09.05 13:54:51
+05'30'

SANTOSH KUMAR GUPTA
DIRECTOR
(DIN:00710533)

Address:- 544/1783, Ekta Nagar, Campvell Road,
Balaganj, Lucknow-226003

CIN :- L70101UP1984PLC006445

Website :- www.vsdconfin.in

E-Mail :- vsdconfin@gmail.com

Ph. :- 0522 4334796

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43rd ANNUAL GENERAL MEETING OF THE MEMBERS OF VSD CONFIN LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2026 AT 09.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 308-B, 3RD FLOOR, SHALIMAR SQUARE, B. N. ROAD, LALBAGH, LUCKNOW - 226001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**ITEM NO. 1:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company along with the Reports of the Directors and Auditors thereon for the financial year ended on March 31, 2026 along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted.”

ITEM NO. 2:

To appoint a Director in place of Mr. Santosh Kumar Gupta (DIN: 00710533), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Santosh Kumar Gupta (DIN: 00710533), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re- appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation.”

SPECIAL BUSINESS:**ITEM NO. 3:**

To appoint Mr. Mohit Agarwal (DIN: 10918841) as an Independent Director for a term of five years. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Articles of Association of the Company, Mr. Mohit Agarwal (DIN: 10918841), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 30th September 2026 up to 30th September 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For VSD CONFIN LIMITED**

**Sd/-
ASHUTOSH SHARMA
(DIN: 08198684)
MANAGING DIRECTOR**

**Date: 05-09-2026
Place: Lucknow**

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
7. Members holding shares in demat form are requested to submit/ update their KYC and nomination details with their respective Depository Participant ("DP"). The Company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
8. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding

equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Copies of the 43rd Annual Report is being sent to all the Members via the permitted mode.
12. Members may also note that the 43rd Annual Report will also be available on the Company's website www.vsdconfin.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Lucknow for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor email id: vsdconfin@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the Notice shall also be available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

Shareholders of the Company are urged to opt for e-communication to help the Company contribute to go-green initiative of this nation and the world for a better tomorrow.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 AM to 6.00 PM) on all working days, up to and including the date of the general meeting of the Company.
14. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2026.
15. Members seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company, at least 7 days in advance, so as to keep the information ready at the Meeting.
16. **The Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect to the Director seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follows;**

Mr. Santosh Gupta (DIN: 00710533):

Name of the Director	Mr. Santosh Gupta
DIN	00710533
Age	59 years
Date of first appointment on the Board	1st December, 2012

Education Qualifications	Mr. Santosh Gupta (DIN: 00710533) holds a Bachelor’s Degree in Commerce.								
Brief resume including expertise in specific functional areas	Mr. Santosh Gupta (DIN: 00710533) has more than three decades of experience and expertise in the field of Strategy & Planning, Understanding of the Industry, Finance & Accounts, and Human Resource.								
Terms and conditions of appointment/ re-appointment	Mr. Santosh Gupta (DIN: 00710533) is liable to retire by rotation at the Annual General Meeting of the Company and being eligible has offered himself for re-appointment.								
Details of remuneration sought to be paid	Mr. Santosh Kumar Gupta (DIN: 00710533) was re-appointed as Executive Director of the Company at the Annual General Meeting held on 30 th September, 2025 and for a period of five years w.e.f. 01 st October, 2025 on the following terms:								
Details of last remuneration paid	a) His tenure of appointment will be from 01 st October, 2025 to 30 th September, 2028. b) He shall be paid a consolidated fixed Remuneration of Rs. 3,00,000/- p.a.								
Directorships held in other companies	Mr. Santosh Gupta (DIN: 00710533) holds Directorships in the following companies other than VSD Confin Limited:								
	<table><tr><th>Name of the Company</th><th>Date of Appointment</th><th>Designation</th></tr><tr><td>Divya Drishti Creations Private Limited</td><td>24-03-2011</td><td>Director</td></tr></table>			Name of the Company	Date of Appointment	Designation	Divya Drishti Creations Private Limited	24-03-2011	Director
	Name of the Company	Date of Appointment	Designation						
Divya Drishti Creations Private Limited	24-03-2011	Director							
Memberships / Chairmanships of committees of other companies	Mr. Santosh Kumar Gupta (DIN: 00710533) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company. Mr. Santosh Kumar Gupta (DIN: 00710533) does not hold membership in any of the committee of the Board of Directors of the Company.								
Details of listed entities from which the person has resigned in the past three years	Mr. Santosh Kumar Gupta (DIN: 00710533) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.								
Disclosure of relationships between directors inter-se	Mr. Santosh Kumar Gupta (DIN: 00710533) attended 7 (Seven) Meetings of the Board of Directors during the Financial Year 2025-26.								

Number of meetings of the Board attended during the Financial year 2026-25	Mr. Santosh Kumar Gupta (DIN: 00710533) attended 7 (Seven) Meetings of the Board of Directors during the Financial Year 2025-26.
Number of shares held in the Company (including shareholding as beneficial owner).	Mr. Santosh Kumar Gupta (DIN: 00710533) does not hold any Equity Shares in M/s. VSD Confin Limited.

17. Voting through electronic means:

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to its Shareholders to enable them to cast their vote electronically in the 43rd Annual General Meeting (AGM). The business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER: -

- (A)** The remote e-voting period begins on Sunday, 27th September, 2026 at 09:00 A.M. IST and ends on Tuesday, 29th September, 2026 at 05.00 P.M. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 23rd September, 2026, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 23rd September, 2026.
- (B)** Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

(C) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 e-voting is in progress as per the information provided by Company. On clicking the e-voting 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. 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 an 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 e-voting 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.	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 re-directed 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 their depository participants	1. 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.

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. NSDL and CDSL.

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 022-23058738 and 022-23058542-43.
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

(D) LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

- a. The Shareholders should log on to the e-voting website www.evotingindia.com.
 - (i) Click on “Shareholders” tab.
 - (ii) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- b. Next enter the Image Verification as displayed and Click on Login.
- c. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- d. If you are a first-time user follow the steps given below:

Particulars	For Members holding shares in Demat Form other than Individuals 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) - Members who have not updated their PAN with the Company/Depository Participant are requested to use

	the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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. • 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 (s).

- e. After entering these details appropriately, click on "SUBMIT" tab.
- f. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h. Click on the EVSN for VSD CONFIN LIMITED on which you choose to vote.
- i. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- j. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- k. 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.
- l. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- m. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- n. 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.
- o. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(E) FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – REMOTE VOTING:

- a. 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.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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.
- d. 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.
- e. 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.
- f. 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; vsdconfin@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.
- g. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at vsdconfin@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before Friday, 29th September, 2025 upto 5:00 PM without which the vote shall not be treated as valid.

(F) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- a. 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 Email id vsdconfin@gmail.com and/or RTA Email id info@skylinerta.com.
- b. For Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. 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.

(G) HELPLINE DETAILS FOR THE PROCESS OF E-VOTING:

- a. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- b. All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 27th 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 1800225533.

18. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, 23rd September, 2026.
19. The Shareholders shall have one vote per equity share held by them as on the cut-off date i.e., Wednesday, 23rd September, 2026.
20. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Any person, who acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., Wednesday, 23rd September, 2026. may obtain the login ID and password by sending a request at evoting@cdslindia.com and helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evotingindia.com.
22. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
23. The facility for voting through ballot will also be made available at the AGM, and Members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
24. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
25. **Scrutiny of the Voting Process:**
 - a. The Board of directors have appointed M/s Saurabh Srivastava & Associates, Practicing Company Secretaries (FCS:7275 / COP: 7962) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
 - b. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within two working days from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.vsdconfin.in and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

**By order of the Board of Directors
For VSD CONFIN LIMITED**

Sd/-

**ASHUTOSH SHARMA
(DIN: 08198684)
MANAGING DIRECTOR**

**Date : 05-09-2026
Place : Lucknow**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3: Appointment of Mr. Mohit Agarwal (DIN: 10918841) as an Independent Director of the Company

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. Mohit Agarwal (DIN: 10918841) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 30th September, 2026 up to 30th September 2031.

In terms of Section 149(6) and Section 150 of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mohit Agarwal had fulfilled the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management.

A copy of the draft letter of appointment for Mr. Mohit Agarwal, setting out the terms and conditions of his appointment, is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting.

Given his expertise, experience, and background, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Brief Profile and Particulars of Mr. Mohit Agarwal:

Particulars	Details
Name of the Director	Mr. Mohit Agarwal
Director Identification Number (DIN)	10918841
Date of Birth / Age	11/02/1980
Qualifications	B. Tech
Expertise in Specific Functional Area	Mr. Mohit Agarwal (DIN: 10918841) aged 46 years holds B. Tech and has vast experience of business and management. He is engaged in business since 2002.
Terms and Conditions of Appointment	Non-Executive Independent Director; term of 5 consecutive years (30th Sept 2026 to 30th Sept 2031)
Date of First Appointment on Board	05.09.2026
Shareholding in the Company	NIL
Relationship with other Directors / KMP	Mr. Mohit Agarwal is not related inter-se to any other Directors of Company
Number of Board Meetings attended	NIL
Other Directorships held	Mars Commercial Private Limited
Committee Memberships in other Companies	NIL

Save and except Mr. Mohit Agarwal and his relatives, none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.