

Date: 4th September, 2024

To
The Listing Department
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai, Maharashtra -
400001

SUB: INTIMATION REGARDING BOOK CLOSURE, E-VOTING AND DATE OF ANNUAL GENERAL MEETING

Ref:Vani Commercials Ltd (Scrip Code: 538918)

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we would like to inform you that the 37th Annual General Meeting of the Company is scheduled to be held on Friday, 27th September, 2024 at 12:00 Noon via Video Conferencing/Other Audio Visual means (OAVM). The Annual Report has been submitted to Exchange under Regulation 34 of SEBI Listing Regulations.

Further, we wish to inform you that the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 24th day of September, 2024 till Friday, 27th day of September, 2024 (both days inclusive)** for the purpose of the 37th Annual General Meeting of the company.

Furthermore, the company is providing the E-voting facility to its members which would enable them to cast their vote electronically. The facility is being provided through CDSL e-voting platform. The remote e-voting period commences on **Tuesday, 24th day of September, 2024 (9:00 A.M) and ends on Thursday, the 26th day of September, 2024 (05:00 P.M)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. Any person who is a member of the Company as on **Friday, 20th day of September, 2024** shall be entitled to vote through Remote E-voting.

In compliance with the applicable provisions and circulars, the Notice of the 37th Annual General Meeting along with the Annual Report 2023-24 including therein the Audited Financial Statements for the financial year ended on 31st March, 2024 together with the Reports of the Board and Auditors thereon has been sent only through electronic mode to those members whose e-mail addresses are registered with the Registrar & Share Transfer Agent/Depositories.

You are requested to kindly take note of the above information.

Thanking you,

Yours Faithfully,

For Vani Commercials Limited

Ishita Agarwal
Company Secretary and Compliance Officer
Membership No: A65528

Place: Delhi

NOTICE

To

The Members,

Notice is hereby given that the 37th Annual General Meeting of the Members of Vani Commercials Limited is scheduled to be held on, Friday, 27th Day of September, 2024 at 12:00 Noon. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2024 including the Reports of the Auditors' and the Board of Directors' thereon.
2. To appoint a Director in place of Mr. Vishal Abrol (DIN: 06938389) who retires by rotation, being eligible, offers himself for re-appointment as a Director liable to retire by rotation.

SPECIAL BUSINESS

3. To Change the Designation of Mrs. Binal Jenish Shah (DIN: 09371388), Whole-Time Director of the Company to Non-Executive Non-Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 149 and 152, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, after receiving the recommendation from Nomination and Remuneration Committee and approval from the Board, the approval of the Members of the Company be and is hereby accorded to change the designation of Mrs. Binal Jenish Shah (DIN:09371388) who was appointed as Whole-Time Director of the Company w.e.f 25th January, 2022, whose office was liable to retire by rotation, from Whole-Time Director to Non-Executive Non-Independent Director of the Company w.e.f 10TH August, 2024.

RESOLVED FURTHER THAT Mr. Vishal Abrol (DIN: 06938389), Managing Director and Ms. Ishita Agarwal (M.No: A65528) Company Secretary and Compliance Officer of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint Mr. Shubham Arora (DIN: 08457037) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 read with Regulation 25 (2A) and other

applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), Mr. Shubham Arora (DIN:08457037) who was appointed as an Additional Director (Independent) of the Company w.e.f.23rd February, 2024 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, from whom the Company has also received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (Five) consecutive years w.e.f 23rd February, 2024 till 22nd February, 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vishal Abrol (DIN: 06938389), Managing Director and Ms. Ishita Agarwal (M.No: A65528) Company Secretary and Compliance Officer of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Mr. Pranay Kumar Tayal (DIN: 10649067) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules,

2014 and Regulation 17 read with Regulation 25 (2A) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), Mr. Pranay Kumar Tayal (DIN : 10649067) who was appointed as an Additional Director (Independent) of the Company w.e.f 30th May, 2024 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, from whom the Company has also received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (Five) consecutive years w.e.f 30th May, 2024 till 29th May, 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vishal Abrol (DIN: 06938389), Managing Director and Ms. Ishita Agarwal (M.NO: A65528) Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **To approve requests received from persons belonging to the Promoter/Promoter Group for reclassification from “Promoter/Promoter Group” category to “Public” category.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (the Listing Regulations), the applicable provisions, (including any statutory modification(s) or any amendment(s) or any substitution or re-enactment(s) thereof, for the time being in force), and subject to necessary approvals from BSE Limited (“BSE”), and/ or such other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons from “Promoter / Promoter Group” category to “Public” category.

S.No.	Name of the Promoter	Category (Pre Re-classification)	Category (Post Re-classification)	No. of shares held	% of shareholding
1	Smt. Raj KantaSukhija	Promoter	Public	1,18,600	1.01
2	Mr. Gaurav Sukhija	Promoter	Public	57,400	0.49
3	Mrs. Rashmi Sukhija	Promoter	Public	29,000	0.25
4	Mrs. KomalSukhija	Promoter	Public	9,500	0.08
5	Mr. Gaurav Bhatia	Promoter	Public	9,200	0.08
6	Glitz Advertising Private Limited	Promoter Group	Public	7,91,666	6.74

RESOLVED FURTHER THAT the Promoters/Promoter Group seeking re-classification from the existing “Promoters/Promoter Group” category to “Public” category, shall continue to comply with the conditions as specified under Regulation 31A of the Listing Regulations for a period of not less than three years from the date of such re-classification.

RESOLVED FURTHER THAT Mr. Vishal Abrol (DIN: 06938389), Managing Director and Ms. Ishita Agarwal (M.No: A65528), Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary including intimation to BSE post members approval and to submit the application for reclassification to BSE within the permitted time to give effect to this resolution.”

**By order of the Board
For Vani Commercials Limited**

**Date: 30th August, 2024
Place: New Delhi**

**Sd/-
Ishita Agarwal
Company Secretary & Compliance Officer
M. No. A65528**

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings” issued by The Institute of Company Secretaries of India for Item No. 2 to 5 is annexed to this notice.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022 and 25 September, 2023 respectively ('MCA Circulars'), permitted the holding of AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 37th AGM of the Company is being held through VC/OAVM facility. The Deemed Venue for the 37th AGM shall be the Registered Office of the Company. Since this AGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), the members will be able to attend the meeting through VC/ OAVM and therefore the facility to appoint proxies will not be available for this meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.
3. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, they are

- requested to send a certified copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM through VC/OAVM, pursuant to Section 113 of the Act, through e-mail at info@vanicommercials.com
4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Tuesday, 24th September, 2024 to Friday, 27th September, 2024 (both days inclusive).
 5. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Notice as **ANNEXURE-A**.
 6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Revised Secretarial Standards - 1 and 2 w.e.f. 1st April, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
 7. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts for the financial year ended on 31st March, 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vanicommercials.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at

www.bseindia.com The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (“CDSL”) (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com and also on the website of the Registrar and Share Transfer Agent (RTA), i.e. Skyline Financial Services Private Limited at www.skylinerta.com

Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.vanicommercials.com for download.

8. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. info@vanicommercials.com
9. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 and 02/2022 dated May 5, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **Annexure-B**
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April

13, 2020, May 05, 2020 , January 13, 2021 and May 5, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **Annexure-B**

11. Ms. Anuradha Malik (M.No: A60626 and CoP: 27205), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
12. The Remote e-voting period commences on Tuesday, 24th September, 2024 (9:00 A.M.) and ends on Thursday, 26th September, 2024 (5:00 P.M.) During this period, Members holding shares either in physical form or demat form, as on Friday, 20th September, 2024 i.e. the Cut-Off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
13. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-Off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the

Company and becomes a member of the Company after dispatch of the Notice and holding shares as on Cut-Off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.

14. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.vanicommercials.com and on the website of CDSL i.e., www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.
15. In terms of provisions of Section 152, 2/3rd Directors of the Board (excluding the Independent Directors) should be liable to retire by rotation and out of that 2/3rd Directors, 1/3rd shall retire at every AGM. In compliance to the same, Mr. Vishal Abrol (DIN: 06938389) is liable to retire by rotation at the 37th AGM. Therefore, he offers himself for re-appointment in the 37th AGM.

16. **REQUEST TO MEMBERS**

- i) As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

- ii) SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (“SEBI Circulars”) mandated furnishing of Permanent Account Number (“PAN”), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by Skyline Financial Services Private Limited only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by Skyline Financial Services Private Limited in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by Skyline Financial Services Private Limited/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
- iii) Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail

address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and option/opt-outof nomination through the link: <https://eservices.nsdl.com/instadematkyc-nomination/#/login>.

- For shares held in physical form by submitting to Skyline Financial Services Private Limited the forms given below along with requisite supporting documents:

S.No.	PARTICULARS	FORM
1	Registration of PAN , postal address, e-mail address, mobile number, Bank Account Details or changes /update thereof	ISR-1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

- iv) Non-Resident Indian members are requested to inform the Company/Skyline Financial Services Private Limited (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
- (v) Please find below the contact details of the RTA to enable the members to submit your PAN/ KYC/ Nomination/ Bank details. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending email the same at admin@skylinerta.com:

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**Registered Address: D-153A, 1st Floor,****Okhla Industrial Area, Phase-I, New Delhi-110020****Email Id: info@skylinerta.com****Phone no.: 011-4045 0194/0195/0196/0197**

- (vi) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.

17. If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 022-23058542/43.

**By order of the Board
For Vani Commercials Limited**

**Date: 30th August, 2024
Place: New Delhi**

**Sd/-
Ishita Agarwal
Company Secretary & Compliance Officer
M. No. A65528**

“ANNEXURE A TO THE NOTICE”

DISCLOSURE PURSUANT TO THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (‘ICSI’), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM, IS PROVIDED HEREIN BELOW:

Name of Director	Mr. Vishal Abrol	Mrs. BinalJenish Shah	Mr. Shubham Arora	Mr. Pranay Kumar Tayal
Age	06938389	09371388	08457037	10649067
Date of Appointment by the Board of Directors	28 th May 2022	25 th January, 2022	23 rd February 2024	30 th May, 2024
Brief Resume and nature of expertise in functional areas	Having experience of around 22 years in Stock Market Management and Financial Management	She is graduate in Business Administration and has vast experience of more than 6 years in Insurance and finance sector	He is a member of the Institute of Company Secretaries of India (ICSI) having expertise in corporate laws, startup building and financial and transaction advisory.	He is a member of the Institute of Chartered Accountants of India (ICAI) having expertise in the field of Accounts, Finance and Taxation since several years
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	N.A.	N.A.	N.A.	N.A.
Terms and conditions of appointment or re-appointment	On such terms & conditions as mutually agreed by the Board.	On such terms & conditions as mutually agreed by the Board	Appointed as additional and categorized as the Independent Director by the Board of Directors w.e.f 23 rd February, 2024	Appointed as Additional and categorized as the Independent Director by the Board of Directors w.e.f 30 th May, 2024

The remuneration last drawn	Rs. 12,00,000	Rs. 2,00,000	NIL	NIL
The number of Meetings of the Board attended during the year	9	9	0	0
Directorships held in other listed Companies	Nil	Nil	Nil	Nil
Memberships / Chairmanships of Committees of other listed Companies	Nil	Nil	Nil	Nil
Number of shares held in the Company	830110	25000	Nil	Nil

“ANNEXURE: B TO THE NOTICE”**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to ask questions during the AGM may send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN,

mobile number at info@vanicommercials.com upto 20th September, 2024 (5:00 p.m. IST).

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVMARE AS UNDER:

- (i) The voting period begins on Tuesday, 24th September, 2024 at 9:00 A.M. and ends on Thursday, 26th September, 2024 at 5:00 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 (Record Date) i.e. Friday, 20th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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	<p>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.</p> <p>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</p>

	<p>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/SKYLINE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>

	<p>"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.</p> <p>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</p> <p>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 digitdemat 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</p>
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	<p>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. 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 meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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</p>

	your vote during the remote e-Voting period or joining virtual meeting & voting during the 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 022-23058738 and 22-23058542-43.
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

- (iv) Login method for e-Voting and joining virtual meetings for physical shareholders and shareholders other than individual shareholders holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” 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 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:

	<p>For Shareholders holding shares in Demat Form other than individual and Physical Form</p>
	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.

	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.
Dividend Bank Details OR Date of Birth (DOB)	<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 (3).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <VANI COMMERCIALS LIMITED> on which you choose to vote.
- (ix) 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.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**
 - 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; info@vanicommercials.com if they have voted from individual tab & not uploaded same in the CDSL-voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (info@vanicommercials.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by 20th September, 2024 by 5:00 PM mentioning their name, demat account number/folio number, e-mail id, mobile number at company email id-info@vanicommercials.com. These queries will be replied to by the company suitably by e-mail.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 info@vanicommercials.com
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 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means maybe 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 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

Mrs. Binal Jenish Shah (DIN: 09371388) has been on the Board of the Company as Whole-Time Director since 25th January, 2022 and liable to retire by rotation as approved by shareholders in the 36th AGM held on 23rd September, 2023 and has been rendering valuable services to the Company. At the time of her appointment, the Board of the Company was having optimum composition of Executive and Non-Executive Directors and therefore, she was appointed as Executive Director.

Considering the need to have a Non-Executive Director on the Board of the Company pursuant to resignations tendered by other directors during the Financial Year 2023-24, the Board of Directors, at their meeting held on 10th August, 2024 has considered and approved to change her designation from Executive Director to Non-Executive Non-Independent Director w.e.f. 10th August 2024 and whose office shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

Except Mrs. Binal Jenish Shah and her relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO.4

The Board of Directors of the Company ('the Board') at their meeting held on 23rd February, 2024 on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Mr. Shubham Arora (DIN: 08457037) as an Additional Director

(Independent) of the Company with immediate effect for a period for a 5 (Five) consecutive years w.e.f 23rd February, 2024 till 22nd February, 2029 in terms of Section 149 read with Schedule IV of the Companies Act 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations 2015").

The Committee and the Board of Directors are of the view that the association of Mr. Shubham Arora would benefit the Company. Declaration has been received from Mr. Shubham Arora that he meets the criteria of Independence prescribed in the category of Independent Director, prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations, 2015 for the appointment of the Independent Director.

Further, his name is already included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and he is also qualified to be appointed as the Independent Director of the company by qualifying the proficiency test conduct by the Indian Institute of Corporate Affairs ("IICA"). He is independent of the management of the Company. Mr. Shubham Arora will be entitled to sitting fees for attending the meetings of the Board and its Committees as may be decided by the Board from time to time.

The consent has been filed by Mr. Shubham Arora pursuant to Section 152 of the Act. Additional information in respect of Mr. Shubham Arora, pursuant to, Listing Regulations and the Secretarial Standard-2 on General Meetings, is appearing in the **Annexure-A** to this Notice.

Except Mr. Shubham Arora and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO.5

The Board of Directors of the Company ('the Board') at their meeting held on 30th May, 2024 on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Mr. Pranay Kumar Tayal (DIN: 10649067) as an Additional Director (Independent) of the Company with immediate effect for a period for a 5 (Five) consecutive years w.e.f 30th May, 2024 till 29th May, 2029 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations 2015").

The Committee and the Board of Directors are of the view that the association of Mr. Pranay Kumar Tayal would benefit the Company. Declaration has been received from Mr. Pranay Kumar Tayal that he meets the criteria of Independence prescribed in the category of Independent Director, prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations, 2015 for the appointment of the Independent Director.

Further, his name is already included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is independent of the management of the Company. Mr. Pranay Kumar Tayal will be entitled to sitting fees for attending the meetings of the Board and its Committees as may be decided.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Pranay Kumar Tayal has been received by the Company, and consent has been filed Mr. Pranay Kumar Tayal pursuant to Section 152 of the Act. Additional information in respect of Mr. Pranay Kumar Tayal, pursuant to Schedule V of the Act, Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the **Annexure–A** to this Notice.

Except Mr. Pranay Kumar Tayal and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO.6

The Company had received the letter from the following person falling under the category of promoters/promoter Group of the Company requesting to be reclassified from the Category of “Promoters/Promoters Group” to “Public Category”.

S.No	Name of the Promoter	Category (Pre Re-classification)	Category (Post Re-classification)	No. of shares held	% of shareholding
1	Smt. Raj Kanta Sukhija	Promoter	Public	1,18,600	1.01
2	Mr. Gaurav Sukhija	Promoter	Public	57,400	0.49
3	Mrs. Rashmi Sukhija	Promoter	Public	29,000	0.25
4	Mrs. Komal Sukhija	Promoter	Public	9,500	0.08
5	Mr. Gaurav Bhatia	Promoter	Public	9,200	0.08
6	Glitz Advertising Private Limited	Promoter Group	Public	7,91,666	6.74

The afore mentioned Promoter/promoter group persons are having insignificant shareholding which constitutes 8.65% of the total paid up capital of the Company.

The afore mentioned promoter/ promoter group persons do not exercise any control over the Company and is not engaged in the management of the Company.

The afore mentioned persons neither have representation on the Board of Directors of the Company nor hold any key Management position in the Company.

The Company also not entered into any Shareholders Agreement with them. Further, none of the afore mentioned persons have got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights.

The afore mentioned persons have requested to the Company to reclassify them from being a “Promoter/ Promoter Group Category” to “ Public Category” Shareholder of the Company.

Based on the Request letters received from above mentioned persons, the matter was discussed by the Board of Director at their meeting held on 10th August, 2024 and Board decided to get the above promoter/promoter group person reclassified from the” Promoter/Promoter Group Category” to “Public Category” with the approval of stock exchanges .

Regulation 31A (2) read with Regulation 31 A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations,2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) is the main regulation which deals with reclassification of promoter shareholding in to public Shareholding. It provides that the Stock exchanges allow

reclassification of the status of promoter shareholders only if the following main conditions are satisfied:

- (i) Upon receipt of a request from the concerned listed entity or the concerned Shareholders.
- (ii) Upon receipt of all relevant evidence to be provided.
- (iii) On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.

Regulation 31A (7), any other manner means with the consent of the person wants to change reclassification. A reclassification may also be permitted by the stock exchanges under the main Listing Regulation No, 31A (2) itself read with the additional condition specified under the Regulation 31A (7) of Listing Regulation, The sum total of conditions under the two sub regulations are as follows:

- (i) A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.
- (ii) All relevant evidence to be provided.
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of company.
- (iv) Increase in the level of public shareholding pursuant to reclassification of promoters shall not be considered towards achieving compliances with minimum public Shareholding requirement under Rule 19 A of the Securities contracts (Regulation) Rule, 1975 and

- (v) The event of reclassification shall be disclosed to the Stock exchange as a material event in accordance with the provisions of Listing Regulations.

All the conditions Specified under Regulation 31A (2) and 31 A (7) of Listing Regulation have been duly complied with by the Company. The Company's case of reclassification of promoter is covered under Regulation 31A (2) of Listing Regulation.

None of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution. The Board therefore commends the Resolution no. 6 for approval of the members as Special Resolution.

**By order of the Board
For Vani Commercials Limited**

**Date: 30th August, 2024
Place: New Delhi**

**Sd/-
Ishita Agarwal
Company Secretary & Compliance Officer
M. No. A65528**