



VANI COMMERCIALS LIMITED

Date: 15TH June, 2022

To
The Listing Department
Bombay Stock Exchange Limited
25th Floor, P J Towers Dalal Street
Mumbai, Maharashtra- 400001

SUB: RECTIFIED NOTICE OF 35TH AGM AND ANNUAL REPORT 2021-22

REF.: VANI COMMERCIALS LIMITED (SCRIP CODE: 538918)

Dear Sir/Madam,

This is to inform you that there were some clerical errors in the Notice of 35th Annual General Meeting (AGM) of the company to be held on **Saturday, 9th July at 11:30 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and Annual Report for the year 2021-22 uploaded on BSE Portal on Tuesday, 14th June, 2022.

Therefore, the Rectified Notice of 35th Annual General Meeting and Annual Report 2021-22 have been enclosed herewith.

This is for your information and records.

Thanking You
Yours Sincerely

For VANI COMMERCIALS LIMITED



ISHITA AGARWAL
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. A65528

NOTICE

To

The Members,

Notice is hereby given that the 35th Annual General Meeting of the Members of Vani Commercials Limited is scheduled to be held on Saturday, the 9th day of July, 2022 at 11:30 A.M. 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 for the Financial Year ended 31st March, 2022 including the Reports of the Auditors' and the Board of Directors' thereon.
2. To appoint a Director in place of Mr. Mukesh Sukhija (DIN: 01038078) who retires by rotation. Being eligible, he offers himself for his re-appointment as a Director of the Company.
3. **Re-appointment of M/s MKRJ & Co., Chartered Accountants as the Statutory Auditors of the Company**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, M/s MKRJ & Co., Chartered Accountants, Delhi (NCR) be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for the term of 5 (five) years beginning from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Vishal Abrol, Managing Director of the Company and Ms. Ishita Agarwal, Company Secretary of the Company be and are hereby jointly/severally authorized to do all such act(s), deed(s) and things including filing all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”



SPECIAL BUSINESS

4. To appoint Mr. Vishal Abrol as Director of the Company

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Vishal Abrol (DIN: 06938389), who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and in terms of SEBI LODR Regulations, 2015 with effect from Saturday, 28th May, 2022 by the Board of Directors and who holds office upto this Annual General Meeting and, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

5. To Appoint Mr. Vishal Abrol as the Managing Director of the Company

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereto and the re-enactments thereof, also in terms of the approval accorded by the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company, be and is hereby accorded for appointment of Mr. Vishal Abrol (DIN: 06938389) as the Managing Director of the Company whose office is, not liable to retire by rotation for a period of 5 (five) years with effect from Saturday, 28th May, 2022, on such remuneration as set out in the Explanatory Statement annexed to this Notice of Annual General Meeting.”



6. To increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association:

To consider and, if thought fit, to pass, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs. 5,05,00,000/- (Rupees Five Crore Five Lakh Only) divided into 5050000 (Fifty Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 13,05,00,000/- (Rupees Thirteen Crore Five Lakh Only) divided into 13050000 (One Crore Thirty Lakh Fifty Thousands) Equity Shares of Rs 10/- (Rupees Ten Only) each, by way of creation of additional 8000000 (Eighty Lakh) Equity Shares of Rs 10/- (Rupees Ten Only) each aggregating to Rs. 8,00,00,000 (Rupees Eight Crore) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 13,05,00,000 / - (Rupees Thirteen Crore Five Lakh Only) divided into 13050000 (One Crore Thirty Lakh Fifty Thousand) Equity Shares of Rs. 10/-(Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT Mr. Vishal Abrol, Managing Director of the Company and Ms. Ishita Agarwal, Company Secretary of the Company be and are hereby jointly/severally authorized to do all such act(s), deed(s) and things including filing all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

7. To Offer, Issue and Allot equity shares on preferential basis to Promoter and Non-Promoters/Public Category Shareholders of the Company

To consider and, if thought fit, to pass, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), in accordance with the Reserve Bank of India Act, 1934 and other applicable regulations applicable to Non-Systematically Important Non-Deposit Taking Non-Banking Financial Companies (NSI-ND-NBFC), each as amended from time to time and the listing agreement entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot upto maximum of 8849978 (Eighty Eight Lakh Forty Nine Thousand Nine Hundred Seventy Eight) Equity Shares at a price of Rs.12.00/- per share (including Rs. 2.00/- as premium) (“Issue Price”) i.e. the price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations to Promoters and Non-Promoters/Public shareholders, for cash consideration / by way of conversion of existing loan on a preferential

basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the Issue price for the Preferential Issue of the Equity Shares is Tuesday, 7th June, 2022 being the date 30 days prior to the date of this Annual General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Promoters and Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked- in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that



where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER that the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of In-Principle Approval and other activities as may be necessary for obtaining Listing and Trading Approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**For and on behalf of Board of Directors
Vani Commercials Limited**

**Sd/-
Ishita Agarwal**

**Company Secretary & Compliance Officer
M.N. No. A65528**

**Date: 8th June, 2022
Place: New Delhi**

NOTES:

1. The present AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA 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 2/2022 dated May 05, 2022 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as ‘the Circulars”). In terms of the said circulars, the AGM of the Company be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.

Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates/ Institutional / Corporate members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. Pursuant to Section 113 of the Act, the Body Corporates/ Institutional / Corporate members are requested to send a certified copy (in PDF / JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the AGM, through e-mail at info@vanicommercials.com
3. The Register of Members and the Share Transfer Book of the Company shall remain closed from Wednesday, 6th July, 2022 to Friday, 8th July, 2022 (both days inclusive). The Notice of the AGM shall be dispatched to the shareholders whose names appear in Register of Members as on 10th June, 2022 i.e. the Cut-off date.
4. 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 Directors seeking appointment/reappointment at the Meeting is annexed to the Notice as **Annexure-A**
5. 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 Secretarial Standards - 1 and 2 dated April 15, 2020 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.
6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts 2022 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 is being uploaded on the website of the Company at www.vanicommercials.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com The AGM Notice is also disseminated on the website of 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.



7. 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
8. In view of the situation arising due to COVID-19 global pandemic, 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**
9. 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 Central Depository Services (India) Limited (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**
10. Ms. Kavita, Practicing Company Secretary [Membership No. F9115], being a partner of M/s A. K. Nandwani & Associates, Company Secretaries, 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.
11. The Remote e-voting period commences on Wednesday, 6th July, 2022 (9:00 A.M.) and ends on Friday, 8th July (5:00 P.M.). During this period, Members holding shares either in physical form or demat form, as on



1st July, 2022 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.

12. 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.
13. The Results of voting will be declared within 48 hours 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.
14. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting.
15. **REQUEST TO MEMBERS**
 - (i) The shareholder(s) holding shares in physical/ certificate form may kindly note that it has now been made mandatory for those shareholders to furnish PAN, KYC (including contact details, bank account details and specimen signatures) and nomination details. Please take note that Securities & Exchange Board of



India (SEBI) vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/ 2021/655 dated November 03, 2021 read with clarification circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has notified simplified norms for processing investors service request by Registrar and Transfer Agent ('RTA') and mandatory furnishing of Permanent Account Number ('PAN'), KYC details and Nomination by holders of physical securities. As per the directions issued by SEBI, if the shareholders do not furnish the above details by March 31, 2023, their folios will be frozen by the RTA. Also note that w.e.f. January 1, 2022, the RTA shall not process any service requests or complaints received from the holder(s) /claimant(s), till the aforementioned PAN, KYC and Nomination documents/ details are provided by the shareholders. Therefore, in order to avoid freezing of their folios, the shareholders are requested to comply with the following procedure:

1. First link PAN with Aadhar to ensure the validity of your PAN and thereafter update this valid PAN with RTA by submitting the Form ISR-1. Update your KYC details (in Form ISR-1) and Nomination details (in Form SH-13) with RTA. Declaration to Opt-out: In case any of the shareholder(s), do not wish to nominate any person(s) in the event of his/ her death, he/ she shall file Declaration to Opt-out', in Form ISR-3 with RTA.
2. Submit SH-14 to change/ cancel the nomination - In case of cancellation of nomination by the holder(s) through Form SH- 14 be provided to RTA.
3. In case you wish to change your signatures in the Folio, then send the banker confirmation by filing form ISR-2 with RTA. Please provide your Email Id and Phone No. to the RTA for records as well for receiving communications by Electronic means. If you have already updated all the information stated above with Company/ RTA, kindly ignore this correspondence.

In case of any query, you may contact the undersigned at info@vanicommercials.com

Formats of all such forms can be downloaded from

Company website <https://www.vanicommercials.com> under the tab 'Shareholders' Communications'.

- (i) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.
- (ii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company. Further updation of e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iii) Please find below the contact details of the RTA to enable the members to submit their 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

- (iv) 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.

- (v) 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 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.

**For and on behalf of Board of Directors
Vani Commercials Limited**

Sd/-

Ishita Agarwal

Company Secretary & Compliance Officer

M.N. No. A65528

Date: 8th June, 2022

Place: New Delhi



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 163 OF SEBI ICDR REGULATIONS, 2018

ITEM NO. 4 & 5

The Board of Directors of the Company ('the Board') at the meeting held on Saturday, 28th May, 2022, on the recommendation of the Nomination & Remuneration Committee ('the Committee') approved the appointment of Mr. Vishal Abrol (erstwhile Chief Executive Officer) as Additional Director with effect from 28th May 2022. Further on recommendation of Nomination and Remuneration Committee and subject to the approval of the Members, Mr. Vishal Abrol was also appointed as the Managing Director of the Company for a period of 5 (five) years, in terms of Sections 196, 197 and 203 read with Schedule V of the Act, at the remuneration of Rs. 50,000/- pm and reimbursement of other expenses incurred in official duties. The aforesaid remuneration shall be paid as minimum remuneration to Mr. Vishal Abrol in terms of Schedule V to the Act.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Vishal Abrol has been received by the Company, and consent has been filed by Mr. Vishal Abrol pursuant to Section 152 of the Act. Additional information in respect of Mr. Vishal Abrol, 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.

In addition to the above information, following information is also provided as per Schedule V of the Act.

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 & 5 of the Notice.

ITEM NO. 6

In order to broaden the capital base of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from the present Rs. 5,05,00,000/- (Rupees Five Crore Five Lakhs Only) consisting of 5050000 (Fifty Lakh Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 13,05,00,000/- (Rupees Thirteen Crore Five Lakh Only) consisting of 13050000 (One Crore Thirty Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, by way of creation of an additional 8000000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each, aggregating to Rs. 8,00,00,000 (Rupees Eight Crore Only).



As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO.7

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue upto maximum of 8849978 (Eighty Eight Lakh Forty Nine Thousand Nine Hundred Seventy Eight) Equity shares by way of private placement on a preferential basis to Promoters and Non-Promoters/ Public Shareholders of the Company ("Proposed Allottees") for cash consideration/conversion of existing loan at a price of Rs. 12.00/- per Equity Share (including Rs.2.00/- as premium) ("Issue Price")

It may be noted that;

1. All existing equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;



2. The existing holding of the Proposed Allottees in the Company as on the Relevant Date is as follows:

S.No.	Name of the Proposed Allottee	Category	No. of Equity shares held	% of shares held by the Proposed Allottee
1	Asutosh Gautambhai Desai	Non-Promoter/Public	NIL	NIL
2	Shadhanaben J Shah	Non-Promoter/Public	NIL	NIL
3	Ranjanben Arvindbhai Soni	Non-Promoter/Public	NIL	NIL
4	Purvi Vaibhvakumar Shah	Non-Promoter/Public	NIL	NIL
5	Ankit Jaiprakash Shah	Non-Promoter/Public	NIL	NIL
6	Jaiprakash Jayantilal Shah	Non-Promoter/Public	NIL	NIL
7	Jariwala Jayshree Nayankumar	Non-Promoter/Public	1890	0.05
8	Kinjal Mayank Shah	Non-Promoter/Public	17855	0.43
9	Jignesh H Kapadia	Non-Promoter/Public	NIL	NIL
10	Ila Jayesh Thakrar	Non-Promoter/Public	15300	0.37
11	Darshit Arunkumar Shah	Non-Promoter/Public	NIL	NIL
12	Trupti Rajeshkumar Kapdia	Non-Promoter/Public	NIL	NIL
13	Mareessa Rajeshbhai Kapadia	Non-Promoter/Public	9300	0.23
14	Atmanand Prakash Bhatnagar	Non-Promoter/Public	7826	0.19
15	Ajesh Bipinchandra Desai	Non-Promoter/Public	NIL	NIL
16	Pratixa Pradyuman Shroff	Non-Promoter/Public	6,621	0.16
17	Geetaben B Desai	Non-Promoter/Public	3,985	0.10
18	Tejalben Pintubhai Mamrawala	Non-Promoter/Public	39,474	0.96
19	Sneha Pankaj Gandhi	Non-Promoter/Public	24,845	0.60
20	Mehta Dhavalkumar Hashmukhbhai	Non-Promoter/Public	2,660	0.06
21	Nidhi Pratik Kothari	Non-Promoter/Public	27,001	0.66
22	Shah Rikenkumar J	Non-Promoter/Public	110,000	2.67
23	Kalaben Hasmukhbhai Patel	Non-Promoter/Public	15,934	0.39
24	Hasmukhbhai Jivabhai Patel	Non-Promoter/Public	1,08,930	2.64
25	Binal Jenish Shah	Non-Promoter/Public	NIL	NIL
26	Jenish Pankajkumar Shah	Non-Promoter/Public	NIL	NIL
27	Sushiladevi Nirmallesh Arya	Non-Promoter/Public	700	0.02
28	Mayur Dilipbhai Desai	Non-Promoter/Public	NIL	NIL
29	Rikki Chandrakant Bhansali	Non-Promoter/Public	NIL	NIL
30	Shah Rikita Jinal Kumar	Non-Promoter/Public	NIL	NIL
31	Mehta Pratik Kiritkumar	Non-Promoter/Public	NIL	NIL
32	Sahilkumar J Kothari (HUF)	Non-Promoter/Public	NIL	NIL
33	Anilkumar Dahyalal Mody	Non-Promoter/Public	NIL	NIL
34	Deepakkumar Jeetmal Mehta	Non-Promoter/Public	NIL	NIL
35	Sunny Deepak Mehta	Non-Promoter/Public	NIL	NIL
36	Kumar Shah	Non-Promoter/Public	NIL	NIL
37	Mitaliben Lejas Desai	Non-Promoter/Public	NIL	NIL
38	Prabhjot Singh Dhillon	Non-Promoter/Public	NIL	NIL
39	Priyanka Singh Nain	Non-Promoter/Public	NIL	NIL
40	Amolak Singh	Non-Promoter/Public	NIL	NIL
41	Deepinder Singh	Non-Promoter/Public	NIL	NIL
42	Gagandeep Singh	Non-Promoter/Public	3,405	0.08
43	Navpreet Kaur	Non-Promoter/Public	NIL	NIL
44	Poonam Chaudhary	Non-Promoter/Public	NIL	NIL
45	Sanjeev Garg	Non-Promoter/Public	NIL	NIL
46	Vikas Anand	Non-Promoter/Public	NIL	NIL
47	Vogzy.Com LLP	Non-Promoter/Public	NIL	NIL
48	Boolean Ventura Pvt. Ltd.	Non-Promoter/Public	NIL	NIL
49	Glitz Advertising Pvt. Ltd.	Promoter	NIL	NIL



3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating up to Rs. 10,61,99,736/- (Rupees Ten Crore Sixty One Lakh Ninety Nine Thousand Seven Hundred Thirty Six Only) through the proposed Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements, meeting future funding requirements and other general corporate purposes of the Company.

b) Maximum number of securities to be issued

Up to 8849978 (Eighty Eight Lakh Forty Nine Thousand Nine Hundred Seventy Eight) Equity Shares of the face value of Rs. 10/- per Equity Share of the Company, at a price of Rs. 12.00 (including Rs.2.00 as premium) ("Issue Price") per Equity Share aggregating up to Rs.10,61,99,736 (Rupees Ten Crore Sixty One Lakh Ninety Nine Thousand Seven Hundred Thirty Six Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Intent of the Promoters, directors or key managerial personnel of the Issuer to subscribe to the offer

Boolean Ventura Private Limited is a proposed Allottee, in which Mr. Vishal Abrol, being the Managing Director of the Company is UBO



Glitz Advertising Private Limited is a proposed Allottee, in which Mr. Mukesh Sukhija, one of the Directors of the Company is UBO. The allotment to Glitz Advertising Private Limited is considered as allotment to Promoters.

Ms. Binal Shah, Whole Time Director of the Company and her relatives i.e. Mr. Jenish PankajKumar Shah, Mr. Hasmukhbhai Jivabhai Patel, and Mrs. Kalaben Hasmukhbhai Patel, intend to subscribe to Equity Shares pursuant to the Preferential Issue.

Except those as stated above, no other Promoters, Directors or Key Managerial Personnel or their relatives, intend to subscribe to the Preferential Issue of the Company

d) Shareholding pattern of the Company before and after the Preferential Issue

The Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as **Annexure-C** to this Notice.

e) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

f) Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees

S.No.	Name of Proposed Allottees	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual/Corporate U.B.O.*	Pre-Preferential shareholding		Post Preferential Shareholding	
					No. of Shares	% Total Equity Capital	No. of Shares	% Total Equity Capital
1	Asulosh Gautambhai Desai	Non-Promoter/Public	Asulosh Gautambhai Desai	-	-	-	41666	0.32
2	Shadhanaben J Shah	Non-Promoter/Public	Shadhanaben J Shah	-	-	-	16666	0.13
3	Ranjanben Arvindbhai Soni	Non-Promoter/Public	Ranjanben Arvindbhai Soni	-	-	-	41666	0.32
4	Purvi Vaibhavkumar Shah	Non-Promoter/Public	Purvi Vaibhavkumar Shah	-	-	-	16666	0.13
5	Ankil Jaiprakash Shah	Non-Promoter/Public	Ankil Jaiprakash Shah	-	-	-	16666	0.13
6	Jaiprakash Jayantilal Shah	Non-Promoter/Public	Jaiprakash Jayantilal Shah	-	-	-	16666	0.13
7	Jariwala Jaysree Nayankumar	Non-Promoter/Public	Jariwala Jaysree Nayankumar	-	1890	0.05	10223	0.08
8	Kinjal Mayank Shah	Non-Promoter/Public	Kinjal Mayank Shah	-	17855	0.43	42855	0.33
9	Jignesh H Kapadia	Non-Promoter/Public	Jignesh H Kapadia	-	-	-	16666	0.13
10	Ila Jayesh Thakrar	Non-Promoter/Public	Ila Jayesh Thakrar	-	15300	0.37	48633	0.37
11	Darshit Arunkumar Shah	Non-Promoter/Public	Darshit Arunkumar Shah	-	-	-	8333	0.06
12	Trupti Rajeshkumar Kapdia	Non-Promoter/Public	Trupti Rajeshkumar Kapdia	-	-	-	41666	0.32
13	Mareesha Rajeshbhai Kapadia	Non-Promoter/Public	Mareesha Rajeshbhai Kapadia	-	9300	0.23	34300	0.26
14	Almanand Prakash Bhatnagar	Non-Promoter/Public	Almanand Prakash Bhatnagar	-	7826	0.19	16159	0.12
15	Ajesh Bipinchandra Desai	Non-Promoter/Public	Ajesh Bipinchandra Desai	-	-	-	41666	0.32
16	Pratixa Pradyuman Shroff	Non-Promoter/Public	Pratixa Pradyuman Shroff	-	6621	0.16	23287	0.18
17	Geetaben B Desai	Non-Promoter/Public	Geetaben B Desai	-	3985	0.10	20651	0.16
18	Tejalben Pintubhai Mamrawala	Non-Promoter/Public	Tejalben Pintubhai Mamrawala	-	39474	0.96	81140	0.63
19	Sneha Pankaj Gandhi	Non-Promoter/Public	Sneha Pankaj Gandhi	-	24845	0.60	66511	0.51
20	Mehta Dhavaikumar Hashmukhbhai	Non-Promoter/Public	Mehta Dhavaikumar Hashmukhbhai	-	2660	0.06	10993	0.08
21	Nidhi Pratik Kohari	Non-Promoter/Public	Nidhi Pratik Kohari	-	27001	0.66	60334	0.47
22	Shah Rikenkumar J	Non-Promoter/Public	Shah Rikenkumar J	-	110000	2.67	118333	0.91
23	Kalaben Hasmukhbhai Patel	Non-Promoter/Public	Kalaben Hasmukhbhai Patel	-	15934	0.39	40934	0.32
24	Hasmukhbhai Jivabhai Patel	Non-Promoter/Public	Hasmukhbhai Jivabhai Patel	-	108930	2.64	133930	1.03
25	Binal Jenish Shah	Non-Promoter/Public	Binal Jenish Shah	-	-	-	25000	0.19
26	Jenish Pankajkumar Shah	Non-Promoter/Public	Jenish Pankajkumar Shah	-	-	-	41666	0.32
27	Sushiladevi Nirmallesh Arya	Non-Promoter/Public	Sushiladevi Nirmallesh Arya	-	700	0.02	84033	0.65
28	Mayur Dilipbhai Desai	Non-Promoter/Public	Mayur Dilipbhai Desai	-	-	-	41666	0.32
29	Rikki Chandrakant Bhansali	Non-Promoter/Public	Rikki Chandrakant Bhansali	-	-	-	41666	0.32
30	Shah Rikita Jinal Kumar	Non-Promoter/Public	Shah Rikita Jinal Kumar	-	-	-	41666	0.32
31	Mehta Pratik Kiritkumar	Non-Promoter/Public	Mehta Pratik Kiritkumar	-	-	-	83333	0.64
32	Sahilkumar J Kohari (HUF)	Non-Promoter/Public	-	Sahilkumar J Kohari (Karta)	-	-	83333	0.64
33	Anilkumar Dahyalal Mody	Non-Promoter/Public	Anilkumar Dahyalal Mody	-	-	-	83333	0.64
34	Deepakkumar Jeetmal Mehta	Non-Promoter/Public	Deepakkumar Jeetmal Mehta	-	-	-	83333	0.64
35	Sunny Deepak Mehta	Non-Promoter/Public	Sunny Deepak Mehta	-	-	-	83333	0.64
36	Kumar Shah	Non-Promoter/Public	Kumar Shah	-	-	-	83333	0.64
37	Mitaliben Lejas Desai	Non-Promoter/Public	Mitaliben Lejas Desai	-	-	-	41666	0.32
38	Prabhjot Singh Dhillon	Non-Promoter/Public	Prabhjot Singh Dhillon	-	-	-	83333	0.64
39	Priyanka Singh Nain	Non-Promoter/Public	Priyanka Singh Nain	-	-	-	208333	1.61
40	Amolak Singh	Non-Promoter/Public	Amolak Singh	-	-	-	41666	3.21
41	Deepinder Singh	Non-Promoter/Public	Deepinder Singh	-	-	-	83333	0.64
42	Gagandeep Singh	Non-Promoter/Public	Gagandeep Singh	-	3405	0.08	170071	1.31
43	Navpreet Kaur	Non-Promoter/Public	Navpreet Kaur	-	-	-	166666	1.29
44	Poonam Chaudhary	Non-Promoter/Public	Poonam Chaudhary	-	-	-	83333	0.64
45	Sanjeev Garg	Non-Promoter/Public	Sanjeev Garg	-	-	-	1250000	9.64
46	Vikas Anand	Non-Promoter/Public	Vikas Anand	-	-	-	41666	0.32
47	Vogzy.Com LLP	Non-Promoter/Public	-	Marfatia Kirit GebilaAnjana Kirit Marfatia Vishal Abrol Sparsh Abrol Mukesh Sukhija Pooja Bhatia Ravi Pandey	-	-	2083333	16.06
48	Boolean Ventura Pvt. Ltd.	Non-Promoter/Public	-	-	-	-	2083333	16.06
49	Glitz Advertising Pvt. Ltd.	Promoter	-	-	-	-	791666	6.10
TOTAL							9245704	71.24

* Accordingly, in terms of proviso to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of ultimate beneficial owners is required.

g) The percentage of post preferential issue capital that may be held by the allottee and the change in control, if any, in the Company that would occur consequent to the Preferential Issue

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Promoters and Non-Promoters/ Public Shareholders. The percentage of post preferential issue capital that will be held by the Proposed Allottees shall be 71.29%

h) Undertakings

- i) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- iii) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iv) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.
- v) As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vi) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the

listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

i) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter Or Non-Promoter

The Current and Proposed Status of the Allottee(s) post preferential issue shall remain the same i.e. Promoters and Non-Promoter/ Public Shareholders.

j) Practicing Company Secretary's Certificate

The certificate from A.K. Nandwani & Associates, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link:https://vanicommercials.com/wp-content/uploads/2022/06/VANI_Certificate-by-PCS_REGULATION-163.pdf

k) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is Tuesday, 7th June, 2022, being the working day preceding 30 days prior to the date of this Annual General Meeting (AGM), which happens to be 9th July, 2022 (a weekend).

l) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 8th June 2022 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 8849978 (Eighty Eight Lakh Forty Nine Thousand Nine Hundred Seventy Eight) Equity Shares of the face value of Rs. 10/- per Equity Share, at a price of Rs.12.00/- per Equity Share (including Rs.2.00 as premium), aggregating to Rs.8,84,99,780 (Rupees Eight Crore Eighty Four Lakh Ninety Nine Thousand Seven Hundred Eighty Only) to the Promoters and Non-Promoter/ Public shareholders for cash consideration, by way of a preferential issue on a private placement basis.

m) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") (the "Stock Exchange").

The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs.11.11 per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 12.00 per share, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

n) Amount which the company intends to raise by way of such securities;

Aggregate amount up to Rs. 10,61,99,736/-(Rupees Ten Crore Sixty One Lakh Ninety Nine Thousand Seven Hundred Thirty Six Only) consisting of 8849978 Equity shares of Rs.12/- each (including Rs.2/- as premium)

o) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to the Promoters and Non-Promoters/Public shareholders of the Company.

p) Principal terms of assets charged as securities

Not applicable.

q) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

r) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price



During the year, no preferential allotment has been made to any person as of the date of this Notice.

s) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable as the allotment is proposed to be made for consideration in cash only.

t) Lock-in Period

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

u) Other disclosures

- i) During the period from April 01, 2022 until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.
- ii) Since the Equity Shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.
- iii) The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration/by conversion of existing loans.
- iv) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares



to the Promoters and Non-Promoters/Public shareholders is being sought by way of a Special Resolution as set out in the said item no. 4 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No 7 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Ms. Binal Shah, the Whole-Time Director and her relatives i.e. Mr. Jenish PankajKumar Shah, Mr. Hasmukhbhai Jivabhai Patel, and Mrs. Kalaben Hasmukhbhai Patel, Mr. Vishal Abrol, Managing Director and Mr. Mukesh Sukhija, Non-Executive Director of the Company, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.7 of this Notice except and to the extent of their shareholding in the Company.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

**For and on behalf of Board of Directors
Vani Commercials Limited**

Sd/-

Ishita Agarwal

Company Secretary & Compliance Officer

M.N. No. A65528

Date: 8th June, 2022

Place: New Delhi

“ANNEXURE A TO THE NOTICE”

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

Name of Director	Mr. Vishal Abrol	Mr. Mukesh Sukhija
Age	48 years	47 years
Date of Appointment by the Board of Directors	28 th May, 2022	25 th July, 2020
Brief Resume and nature of expertise in functional areas	Having experience of around 20 years in Stock Market Management and Financial Management	He is Chartered Accountant in Practice, having experience of more than 20 years in Accountancy
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	Not Any	Not Any
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.
The remuneration last drawn	Nil	Nil
The number of Meetings of the Board attended during the year	0	6
Directorships held in other listed Companies	Nil	Nil
Memberships / Chairmanships of Committees of other listed Companies	Nil	Nil
Number of shares held in the Company	841977 Equity shares	Nil

**For and on behalf of Board of Directors
Vani Commercials Limited**

**Date: 8th June, 2022
Place: New Delhi**

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



“ANNEXURE: B TO THE NOTICE”

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

- (i) The voting period begins on Wednesday, 6th July, 2022 at 9:00 A.M. and ends on Friday 8th July 2022 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, 1st July, 2022 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 share holders	Login Method
Individual Share-holders 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 see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, 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>
Individual Share-holders holding securities in Demat mode with NSDL	<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 "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</p>

	<p>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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 <Company Name> 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 ARE AS 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 (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by 1st July, 2022 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at company email [id_info@vanicommercials.com](mailto: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 may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal 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.

“ANNEXURE: C TO THE NOTICE”

PRE AND POST PREFERENTIAL SHARE HOLDING PATTERN OF THE COMPANY

S. No.	Category of the Shareholder(s)	Pre-Issue(1)		Post-Issue(2)	
		No. of Shareheld	% of Shareholding	No. of Shareheld	% of Shareholding
A	Promoters & Promoter Group Share holding				
1	Indian				
a.	Individuals 233500	233500	5.67	233500	1.80
b.	Family Trust 0	0	0	0	
c.	Bodies Corporate	0	0	791666	6.10
	Sub- Total (A) (1)	233500	5.67	1025166	7.90
2	Foreign				
a.	Individual 0	0	0	0	
b.	Bodies Corporate	0	0	0	0
	Sub- Total (A) (2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A) ((A) (1) +(A) (2))	233500	5.67	1025166	7.90
B	Non-Promoters/ Public Share holding				
1	Institutional Investors	0	0	0	0
	Sub- Total (B) (1)	0	0	0	0
2	Central Government/ State Government	0	0	0	0
	Sub- Total (B) (2)	0	0	0	0
3	Non- institutions				
a.	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 Lakhs	603024	14.64	646586	4.99
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	2599869	63.11	6364620	49.07
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	124961	3.03	4291627	33.09
	Non-Resident Indians	0	0	0	
	Resident Indian HUF	418286	10.15	501619	3.87
	Trusts 0	0	0	0	
	Clearing Member	140160	3.4	140160	1.08
	Sub- Total (B) (3)	3886300	94.33	11944612	92.10
	Total Public Shareholding (B)	3886300	94.33	11944612	92.10
	Total (A) +(B)	4119800	100	12969778	100
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	4119800	100	12969778	100

NOTES:

- The Pre Issue Shareholding Pattern is based on Benpos as on Friday, 3rd June 2022
- The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 8849978 Equity Shares which they are intended to do so.
In the event for any reason, the proposed allottee(s) do not/or are unable to subscribe to and/or are not allotted the Equity Shares they intend to do so, the shareholding pattern in the above table would undergo corresponding changes.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

