



VANI COMMERCIALS LIMITED

9th July, 2022

The Listing Department
BSE Limited
25th Floor, P J Towers Dalal Street
Mumbai, Maharashtra- 400001

Sub: Scrutinizer's Report for E-Voting for 35th AGM of the Company

Ref: Vani Commercials Limited (Scrip Code: 538918)

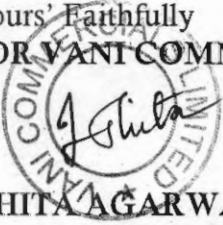
Dear Sir/Madam,

This is with reference to the captioned subject, please find enclosed herewith Scrutinizer's Report issued by Ms. Kavita, Partner, M/s A.K. Nandwani & Associates appointed as Scrutinizer for conducting E-voting process of the 35th AGM of the Company.

This is for your information and record.

Thanking You

Yours' Faithfully
FOR VANI COMMERCIALS LIMITED



ISHITA AGARWAL
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. A65528
ADD: "AASTHA" LP-11C,
PITAMPURA, DELHI-110034



A. K. NANDWANI & ASSOCIATES
Company Secretaries

125-126, B. D. Chambers, 10/54, D B. Gupta Road,
Karol Bagh, New Delhi - 110005 (INDIA)
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9th July, 2022

To
Mr. Vishal Abrol
The Chairperson
VANI COMMERCIALS LIMITED
"AASTHA" LP-11C,
Pitampura, New Delhi-110034

Sub.: Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 35th Annual General Meeting of VANI COMMERCIALS LIMITED held on Saturday, 9th July, 2022 at 11:30 A.M. through Video Conferencing

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 35th Annual General Meeting of Vani Commercials Limited held on **Saturday, 9th July, 2022 at 11:30 A.M.** through Video Conferencing.

This is for your information and records.

Thanking You,

YOURS SINCERELY,

FOR A. K. NANDWANI & ASSOCIATES
COMPANY SECRETARIES

Kavita
KAVITA
(PARTNER)
FCS - 9115
COP - 10641



Encl: As Above



A. K. NANDWANI & ASSOCIATES
Company Secretaries

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Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014]*

To,
Mr. Vishal Abrol, Chairperson of 35th AGM
VANI COMMERCIALS LIMITED
'AASTHA', LP-11C, Pitampura,
New Delhi-110034

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting and voting through electronic Voting system at the 35th Annual General Meeting of the Members of Vani Commercials Limited ("the Company") held on Saturday, 9th July, 2022 at 11:30 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Kavita, Practicing Company Secretary, Partner of M/s A.K. Nandwani & Associates, Company Secretaries in Whole-Time Practice, appointed by the Board of Directors of the Company at the meeting held on 8th June, 2022 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting held during the 35th Annual General Meeting (AGM) of the Company held on 9th July, 2022 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made there under and General Circular Nos. 14/2020, 17/2020, 20/2020, 39/2020, 02/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated 8th June, 2022.



Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated 8th June, 2022 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. 1st July, 2022 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 9:00 A.M. on 6th July, 2022 and ended on 5:00 P.M. on 8th July, 2022 and after which the remote e-voting was blocked by CDSL.
4. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. After Conclusion of Voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 12:18 P.M., in the presence of two witnesses, Mr. Biswajeet Karar and Ms. Pooja Kanojia neither of whom are in employment of the Company.
6. Based on the report generated from CDSL's e-voting website www.evotingindia.com, which I have scrutinized, the consolidated results of voting are reported as under:

ORDINARY BUSINESS

Item No. 1 — As an Ordinary Resolution

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.



	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted	for which votes cast	
		Cast		Cast			
Voted in favour of the resolution	34	652309	0	0	34	652309	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	35	652310	0	0	35	652310	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 8th June, 2022 has been passed with Requisite Majority.

Item No. 2 — As an Ordinary Resolution

To appoint a Director in place of Mr. Mukesh Sukhija (DIN: 01038078), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	30	497209	0	0	30	497209	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	31	497210	0	0	31	497210	100



#Except Mr. Mukesh Sukhija and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 8th June, 2022 has been passed with Requisite Majority.

Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.

Item No. 3 — As an Ordinary Resolution

Re-Appointment of M/s MKRJ & Co., Chartered Accountants as the Statutory Auditors of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted	for which votes cast	
		Cast		Cast			
Voted in favour of the resolution	34	652309	0	0	34	652309	
Voted against the Resolution	1	1	0	0	1	1	0
Total	35	652310	0	0	35	652310	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 8th June, 2022 has been passed with Requisite Majority.

Item No. 4 — As an Ordinary Resolution

Appointment of Mr. Vishal Abrol as Director of the Company



	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	33	652293	0	0	33	652293	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	34	652294	0	0	34	652294	100

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

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 8th June, 2022 has been passed with Requisite Majority.

Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.

Item No. 5 — As a Special Resolution

Appointment of Mr. Vishal Abrol as Managing Director of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	33	652293	0	0	33	652293	100



Voted against the Resolution	1	1	0	0	1	1	0
Total	34	652294	0	0	34	652294	100

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

Based on the aforesaid results, Special Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 8th June, 2022 has been passed with Requisite Majority.

Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.

Item No. 6 — As an Ordinary Resolution

Increase in Authorized Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes Cast	Members who voted	Shares for which votes Cast	Members who voted		
Voted in favour of the resolution	34	652309	0	0	34	652309	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	35	652310	0	0	35	652310	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated 8th June, 2022 has been passed with Requisite Majority.



Item No.7 — As a Special Resolution

Offer, Issuance and Allotment of equity shares on preferential basis to Promoter and Non-Promoters/Public Category Shareholders of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes Cast	Members who voted	Shares for which votes Cast	Members who voted		
Voted in favour of the resolution	28	481259	0	0	28	481259	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	29	481260	0	0	29	481260	100

#Except Mr. Mukesh Sukhija, Director, Mr. Vishal Abrol, Managing Director, Ms. Binal Shah, Whole-Time Director of the Company and their relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated 8th June, 2022 has been passed with Requisite Majority.

Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.

7. Twenty-Nine (29) members were present in person and all the resolutions are passed with requisite majority.



8. All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of the 35th Annual General Meeting and the same shall be handed over thereafter to the Chairperson or Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

FOR A. K. NANDWANI & ASSOCIATES

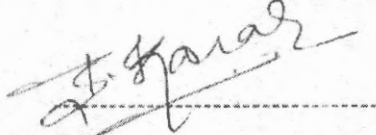
Kavita



**(KAVITA)
PARTNER
M. NO.: F9115
C.P. NO.: 10641
UDIN:
PR 1136/2021**

**Place: New Delhi
Date: 09.07.2022**

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were unblocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 9th July, 2022 at 12:18 P.M.



Name: BISWAJEET KARAR
Address: C-295, NEW ASHOK NAGAR
DELHI - 110096



Name: POOJA KANOJIA
Address: H-11, AKASH BHARTI APT
PATPARUNJ
DELHI - 110092

Counter Signed by the Chairperson

Signature: 