



23rd September, 2023

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

Sub: Scrutinizer's Report for E-Voting for 36th 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 36th 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: 162-A, SECOND FLOOR, SECTOR-7,
DWARKA, NEW DELHI-110045

Place: Delhi



A. K. NANDWANI & ASSOCIATES
Company Secretaries

125-126, B. D. Chambers, 10/54, D. B. Gupta Road,
Karol Bagh, New Delhi - 110005 (INDIA)
Ph. : (O) 91-11-41548580 Telefax : 91-11-47528088
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23rd September, 2023

To
Mr. Vishal Abrol
The Chairperson
VANI COMMERCIALS LIMITED
162-A, Second Floor, Sector-7, Dwarka,
Palam Village, New Delhi-110045

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 36th Annual General Meeting of VANI COMMERCIALS LIMITED held on Saturday, 23rd September, 2023 at 12:00 Noon 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 36th Annual General Meeting of Vani Commercials Limited held on **Saturday, 23rd September, 2023 at 12:00 Noon** 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 36th AGM
VANI COMMERCIALS LIMITED
162-A, Second Floor, Sector-7, Dwarka,
Palam Village, New Delhi-110045

**Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote
E-Voting and voting through electronic Voting system at the 36th Annual
General Meeting of the Members of Vani Commercial Limited ("the
Company") held on Saturday, 23rd September, 2023 at 12:00 Noon 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 24th August, 2023 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 36th Annual General Meeting (AGM) of the Company held on 23rd September, 2023 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, 2/2022, 03/2022, 10/2022 and 11/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, May 05, 2022, May 05, 2022, December 28, 2022 and December 28, 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 24th August, 2023 and SEBI Circulars dated 12th May 2020, 15th January, 2021, 13th May, 2022 and 05th January, 2023 and Regulation 44 of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification and re-enactment(s) thereof, for the time being in force).



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 24th August, 2023 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. 15th September, 2023 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 20th September, 2023 and ended on 5:00 P.M. on 22nd September, 2023 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 12:35 P.M., in the presence of two witnesses, Ms. Ishika Sachdeva and Mr. Krish Gaba, 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, 2023 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 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	42	1939955	7	7	49	1939962	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	43	1939956	7	7	50	1939963	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 24th August, 2023 has been passed with Requisite Majority.

SPECIAL BUSINESS

Item No. 2 — As a Special Resolution

To Change terms of Appointment of Mrs. Binal Jenish Shah (DIN: 09371388), Whole-Time Director of the Company, initially appointed as Non-Rotational Director to Director who retires by rotation.

	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	38	1698425	7	7	45	1698432	100
Voted against the Resolution	1	1	0	0	1	1	0



Total	39	1698426	7	7	46	1698433	100
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#Except Mrs. Binal Jenish Shah and her 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, Special Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 24th August, 2023 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 a Special Resolution

To appoint Mr. Rohit Gupta (DIN: 10041733) as Independent 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	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	of Shares for which votes cast	
		Cast		Cast			
Voted in favour of the resolution	42	1939955	7	7	49	1939962	100
Voted against the	1	1	0	0	1	1	0
Total	43	1939956	7	7	50	1939963	100

#Except Mr. Rohit Gupta 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. 3.

Based on the aforesaid results, Special Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 24th August, 2023 has been passed with Requisite Majority.



Item No. 4 — As a Special Resolution

To appoint Mr. Harish Kumar Sahdev (DIN: 09651019) as Independent 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	42	1939955	7	7	49	1939962	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	43	1939956	7	7	50	1939963	100

#Except Mr. Harish Kumar Sahdev 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, Special Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 24th August, 2023 has been passed with Requisite Majority.

Item No. 5 — As a Special Resolution

To appoint Mr. Yugraj Singh (DIN: 09745031) as Non-Executive Non-Independent 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	42	1939955	7	7	49	1939962	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	43	1939956	7	7	50	1939963	100

#Except Mr. Yugraj Singh 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 24th August, 2023 has been passed with Requisite Majority.

Item No. 6 — As a Special Resolution

To consider and approve Revision in terms of Loan agreements with various entities

	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	37	868331	7	7	44	868338	100
Voted against the Resolution	1	1	0	0	1	1	0
Total	38	868332	7	7	45	868339	100

#Except Mr. Vishal Abrol, Managing Director and Mrs. Binal Jenish 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. 6.



Based on the aforesaid results, Special Resolution as contained in Item No. 6 of the AGM Notice of the Company dated 24th August, 2023 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. Thirty-Six (36) 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 36th 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

Kan G



**(KAVITA)
PARTNER
M. NO.: F9115
C.P. NO.: 10641
UDIN: F009115E001070758
PR 1136/2021**

**Place: New Delhi
Date: 23.09.2023**

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 23rd September, 2023 at 12:35 P.M.

Ishika

Name: *Ishika Sachdev*
Address: *House No. 6759
Block 10 Dw Nagar
DB Uplta Road Karol Bagh
Delhi - 110005*

Krish Gaba

Name: *Krish Gaba*
Address: *175 Kishan Ganga
Delhi - 110027*