

02nd March, 2022

The Listing Department

BSE Limited

25th Floor, Phiroze Jeejobhoy Towers

Dalal Street, Mumbai

Maharashtra- 400001

SUB: NOTICE OF POSTAL BALLOT

Ref: Vani Commercials Limited (Scrip Code: 538918)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Para A of Part A of Schedule III thereto, we hereby enclose Postal Ballot Notice alongwith Postal Ballot Form, being sent to the members of the Company through Registered Post and also through electronic mode.

The said Postal Ballot Notice relates to the following matters.

- 1) Appointment of Ms. Binal Shah (DIN: 09371388) as Director of the Company;
- 2) Appointment of Ms. Binal Shah (DIN: 09371388) as Whole - Time Director of the Company;
- 3) Consideration of amendment in Loan Agreement entered with various entities as detailed in Explanatory Statement to include the terms for Conversion of Loan into Equity Shares of the Company; and
- 4) Consideration of revision in the Borrowing Limits.

The above notice is also uploaded on the Company's website and can be accessed at <https://www.vanicommercials.com>

We request you to disseminate the above information on your website.

Thanking You,

Yours Sincerely

FOR VANI COMMERCIALS LIMITED



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



VANI COMMERCIALS LIMITED

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

The Shareholders,

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (the "Companies Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the "Rules", which shall include any statutory modifications, amendments or re-enactments thereto) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") read with the equity listing agreement executed with the BSE Limited (hereinafter referred to as "BSE") where the equity shares of the Company are listed, for seeking approval of the shareholders by way of Ordinary/Special Resolution for the matter as considered in the Resolutions appended below through Postal Ballot by remote e-voting/Postal Ballot Forms.

Section 110 of the Companies Act, 2013 and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act, 2013 and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT MS. BINAL SHAH 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 Ms. Binal Shah (DIN: 09371388), who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (the Act) with effect from 25th January, 2022 by the Board of Directors and who holds office upto the date of ensuing 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 her candidature for the office of Director, be and is hereby appointed as Director of the Company."

ITEM NO. 2

TO APPOINT MS. BINAL SHAH AS WHOLE - TIME DIRECTOR 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 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 members be and is hereby accorded for appointment of Ms. Binal Shah (DIN: 09371388) as the Whole-Time Director of the Company whose office is, not liable to retire by rotation for a period of five years with effect from 25th January, 2022, on such remuneration as set out in the Explanatory Statement annexed to this Notice of Postal Ballot."

ITEM NO. 3

TO CONSIDER AND APPROVE REVISION IN TERMS OF LOAN AGREEMENTS WITH VARIOUS ENTITIES

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum & Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to consider the alternation in the Loan Agreements entered with the entities as detailed in the Explanatory Statement, including the conversion of the same into equity shares of the Company on such terms and conditions as may be approved by the Board of Directors in their absolute discretion and agreed by the lenders."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals statutory, contractual or otherwise in relation to above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds applications, documents and writings that may be required on behalf of the Company and generally to do all such acts deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 4

TO CONSIDER THE REVISION IN THE BORROWING LIMITS

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section

180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to revise the borrowing limits of the Company from any Bank and/or other Financial Institution and/ or Foreign Lender and/or any body corporate / entity/ entities/ Directors of the Company and/or authority/ authorities, either in Rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by Board from existing maximum amount of Rs. 25,00,00,000/- (Rupees Twenty Five Crores) to an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores), notwithstanding that the money so borrowed by the Company, if any (apart from temporary loans) is obtained from the Company' Banker in ordinary course of business may exceed the aggregate of the paid up capital and free reserves of the Company.

RESOLVED FURTHER THAT in supersession of all earlier resolutions passed in this regard and subject to section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof the consent of the members of the Company be and is hereby accorded to the Board of Directors to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and /or creating a floating charge in all or any moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal and/or together with interest, charges, cost expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by assets of the Company does not exceed a sum of Rs. 50,00,00,000/- (Rupees Fifty Crores).

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

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

**Date: 1st March, 2022
Place: New Delhi**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
2. This Postal Ballot Notice is being sent to the shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from the Depository as on Friday, 25th February, 2022 .
3. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. 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 during the e-voting period will be provided by CDSL.
4. 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 in a fair and transparent manner.
5. The Postal Ballot period as well as the Remote E-Voting period commences on Thursday, 3rd March, 2022 [9:00 A.M.] and ends on Friday, 1st April, 2021 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Friday, 25th February, 2022 i.e. Cut-Off Date, may cast their vote electronically/through Postal Ballot. 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.
6. 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.
7. Resolution passed by the shareholders through the Postal Ballot is deemed to have been passed as if it is passed at a General Meeting of the shareholders.
8. Shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where shareholders cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid.
9. In case where a shareholder wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to info@vanicommercials.com. The Registrar and Share Transfer Agent/ Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before Saturday, 2nd April, 2022 and will also be displayed on the Company's website www.vanicommercials.com and on the

website of Skyline Financial Services Pvt. Ltd. at www.skylinerta.com and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.

11. This Postal Ballot Notice is also placed on the website of the Company www.vanicommercials.com and on the website of Skyline Financial Services Private Limited at www.skylinerta.com.

12. The last date of receipt of the Postal Ballot Forms / e-voting i.e. Friday, 1st April, 2022, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

13. 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 Postal Ballot/ e-voting.

REQUEST TO MEMBERS

1. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Circulars, etc. from the Company electronically. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. 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.

Members holding shares in dematerialized form are requested to register / update their e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

3. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi- 110020, about the changes, if any, in their registered address along with Pin Code, quoting their Folio number and DP ID. 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.

4. In case of joint holders, 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.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / registrar and Share Transfer Agents.

6. 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. No. A65528**

Date: 1st March, 2022

Place: New Delhi

Securities & Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021

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. In this connection, following forms have been notified by SEBI.

- I. Form ISR-1 : Request for registering PAN, KYC details or changes /up-dation thereof**
- II. Form ISR-2 : Confirmation of Signature of securities holder by the Banker**
- III. Form ISR-3 : Declaration for opt-out**
- IV. Form(s) SH-13 : Registration of nomination**
- V. Form SH-14 : Change in Nomination**

Formats of all such forms can be downloaded from Company website <https://www.vanicommercials.com> under the tab 'Shareholders' Communications'. The shareholder(s) may kindly note that it has now been made mandatory for those holding shares in physical/certificate form to furnish PAN, KYC (including contact details, bank account details and specimen signatures) and nomination details.

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. Please find below the contact details of the RTA to enable you to submit your PAN/ KYC/ Nomination/ Bank details:

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

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

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

The Board of Directors of the Company ('the Board') at the meeting held on 25th January, 2022, on the recommendation of the Nomination & Remuneration Committee ('the Committee') approved the appointment of Ms. Binal Shah as Additional Director with effect from Tuesday, 25th January, 2022, and subject to the approval of the Members, also as the Whole-Time Director of the Company for a period of five years, in terms of Sections 196, 197 and 203 read with Schedule V of the Act, on the Consolidated Monthly Salary of Rs. 50,000/-p.m. and reimbursement of expenses incurred in courses of official duties on actual basis. . The aforesaid remuneration shall be paid as minimum remuneration to Ms. Binal Shah in terms of Schedule V to the Act.

Requisite Notice under Section 160 of the Act proposing the appointment of Ms. Binal Shah has been received by the Company, and consent has been filed by Ms. Binal Shah pursuant to Section 152 of the Act. Additional information in respect of Ms. Binal Shah , 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. 1 & 2 of the Notice.

ITEM NO. 3

In view of the current Pandemic situation, the Company is finding it hard to repay the existing loans as per the current terms and thus the Board of Director were of considered view to get the terms of the existing Loan Agreement revised to include the terms of conversion of the Loan into Equity Share Capital of the Company. The Board of Directors of the Company ('the Board') at their meeting held on 25th January, 2022, considered and approved the Conversion of existing loans into Equity shares of the Company. Further the lenders who gave their consent for conversion into Equity Shares of the Company up to 22nd February 2022 were considered by the Board in their meeting held on 23rd February 2022. Details of the entities whose loans agreements are considered to be revised in terms of the present resolution are as follows:

S.No.	Name of the Entity	Loan Amounts consented to be converted (Amount in Rupees)
1	Vogzy.com LLP	Rs. 2,50,00,000/-
2	Boolean Ventura Private Limited	Rs. 2,50,00,000/-
3	Glitz Advertising Private Limited	Rs. 95,00,000/-

In terms of the provisions of Section 62(3) of the Companies Act 2013 such term needs to be approved by the members of the Company by way of Special resolution.

Save and except Mr. Vishal Abrol, Chief Executive Officer and Mr. Mukesh Sukhija, Director of the Company and their relatives, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members by postal ballot.

ITEM NO. 4

Keeping in view the Company' existing and future financial requirements to support its business operations, the Company may need the additional funds. For this purpose, the Company may from time to time raise finance from various Banks and/ or Financial Institutions and/ or any other lending institution and/ or Bodies Corporate and/ or Directors of the Company or such other persons/ individuals, as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from

the Company' Bankers in ordinary course of business may exceed the aggregate of the paid up capital and free reserves of the Company. Hence it is proposed to revise the existing maximum borrowing limits from upto Rs. 25,00,00,000/- (Rupees Twenty Five Crores) to upto Rs. 50,00,00,000/- (Rupees Fifty Crores).

Pursuant to Section 180(1) (c) of the Companies Act 2013, the Board of Directors cannot borrow more than the aggregate amount of paid up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in the general meeting . In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further Section 180(1) (a) of the Companies Act 2013, provides for power to sell or otherwise dispose of the whole or substantially whole of the undertaking of the Company subject to approval of members of the Company in the general meeting, upto a limit of Rs. 50,00,00,000/- (Rupees Fifty Crores)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their shareholding in the Company. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members by postal ballot.

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

Sd/-

Ishita Agarwal

Company Secretary & Compliance Officer

M. No. A65528

Date: 1st March, 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 VIDE RESOLUTION PASSED THROUGH POSTAL BALLOT, IS PROVIDED HEREIN BELOW:

Name of Director	Binal Shah
Age	43 years
Date of Appointment by the Board of Directors	25 th January, 2022
Brief Resume and nature of expertise in functional areas	She has completed her graduation in Bachelor of Administration (Finance) and has more than 6 years of experience in Insurance and Finance Sector
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	Not Any
Terms and conditions of appointment or re-appointment	On such terms & conditions as mutually agreed by the Board.
The remuneration last drawn	Nil
The number of Meetings of the Board attended during the year	Nil
Directorships held in other listed Companies	Nil
Memberships / Chairmanships of Committees of other listed Companies	Nil
Number of shares held in the Company	Nil

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

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

Date: 1st March, 2022

Place: New Delhi

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- i. The voting period begins on Thursday, 3rd March, 2022 at 9:00 A.M. and ends on Friday, 1st April, 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) of 25th February, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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>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>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 or click on 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 Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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 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

v. Login Method For e-Voting And Joining Virtual Meetings For **Physical Shareholders And Shareholders Other Than Individual 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- iv. After entering these details appropriately, click on "SUBMIT" tab.
- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for "**VANI COMMERCIALS LIMITED**" on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.

xvi. 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 e-voting system for the scrutinizer to verify the same.

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, 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.



VANI COMMERCIALS LIMITED

POSTAL BALLOT FORM

1.	Name and Registered address of the sole/first named Shareholder			
2.	Names(s) of jointholder(s), if any			
3.	Registered Folio No./ *ClientID No. (*applicable to investors holding shares in dematerialized form)			
4.	Number of equity share held			
<p>✓ I/we hereby exercise my/our vote in respect of the following special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 1st March, 2022 of the Company by sending my/our assent dissent to the said Ordinary/Special resolutions by placing the tick (✓) at the appropriate box below;</p>				
Item No.	Description	No. of Shares held by me	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	To appoint Ms. Binal Shah as Director of the Company			
2.	To appoint Ms. Binal Shah as Whole - Time Director of the Company			
3.	To consider amendment in Loan Agreement entered with various entities as detailed in Explanatory Statement to include the terms for Conversion of Loan into Equity Shares of the Company			
4.	To consider revision in the Borrowing Limits			

Authorized Signatory/Signature of the Shareholder/Beneficial Owner

Place:

Dated:

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions over leaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

Electronic Voting Particulars (Applicable for Individual members only)

EVEN (Electronic Voting Event Number)	UserID	*Password

*Only Members who have not updated their PAN with the Company/Depository Participant shall use default PAN in the Password field.

INSTRUCTIONS FOR VOTING

1. Voting through Physical Postal Ballot Form

- a. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon.
- b. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 P.M. on Friday, 1st April, 2022.
- c. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
- d. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted
- e. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- f. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- g. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by CDSL registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- h. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- i. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

2. E-Voting Facility

- a. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
- b. The instructions for members for e-voting are as under:
 - I. The shareholders should log on to the e-voting website www.evotingindia.com.
 - II. Click on "Shareholders" module.
 - III. Now enter your User ID
 - IV. For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - V. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - VI. Next enter the Image Verification as displayed and Click on Login.
 - VII. 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.
 - VIII. If you are a first-time user follow the steps given below:

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

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. 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.**

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- I. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - II. 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.
 - III. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - IV. 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.
 - V. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - VI. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - VII. 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.
 - VIII. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- c. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of CDSL's E-Voting website: helpdesk.evoting@cdslindia.com. You can also send your queries/grievances relating to e-voting to the E-mail ID.: info@vanicommercials.com
 - d. The Cut-off date for e-voting is Friday, February 25, 2022.
 - e. The period for e-voting starts on Thursday, 3rd March, 2022 and ends on Friday, 1st April, 2022.
 - f. E-voting shall be disabled by CDSL at 5.00p.m. on Friday, 1st April, 2022.
