



VANI COMMERCIALS LIMITED

02nd April, 2022

The Listing Department

BSE Limited

25th Floor, Phiroze Jeejobhoy Towers

Dalal Street, Mumbai

Maharashtra- 400001

SUB: VOTING RESULTS OF POSTAL BALLOT (INCLUDING VOTING BY ELECTRONIC MEANS) AS PER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SUBMISSION OF SCRUTINIZER'S REPORT

Ref: Vani Commercials Limited (Scrip Code: 538918)

Dear Sir/Madam,

This has further reference to our Notice of Postal ballot and E-Voting process seeking approval of the members of the Company for the items of business as set out in the Notice of Postal Ballot and E-voting dated 01st March, 2022.

In this regard, Ms. Kavita, Practicing Company Secretary (Membership No. F9115) who was appointed as the Scrutinizer for conducting the Postal Ballot process has submitted her report dated 2nd April, 2022 on the voting through Postal Ballot which includes E-Voting, to the Chairman of the Company. In accordance with the said report, the result of Postal Ballot (which includes voting through electronic means i.e. E-Voting) was declared by the Chairman of the Company today i.e. on 02nd April, 2022.

Accordingly, the Ordinary and Special Resolutions as set out in the Notice of Postal Ballot have been passed on Friday, 1st April, 2022 i.e. the last date of receipt of Postal Ballot forms and E-Voting, by the members of the Company with requisite majority.

Further, in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of Voting Results is enclosed herewith as **Annexure-I**.

The Report submitted by the Scrutinizer is also attached herewith as **Annexure-II**.

You are requested to take the above information on your records and disseminate the same on your website.

Thanking You,

Yours Sincerely

FOR  COMMERCIALS LIMITED

ISHITA AGARWAL

COMPANY SECRETARY & COMPLIANCE OFFICER

M. NO. A65528

ANNEXURE-I

VANI COMMERCIALS LIMITED	
Date of Postal Ballot Notice	1 st March, 2022
Total number of shareholders as on Record Date (i.e. Friday, 25 th February, 2022)	1,869
No. of shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public	
Number of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	

Resolution No. 1		Appointment of Ms. Binal Shah (DIN: 09371388) as Director of the Company (Ordinary Resolution)						
Whether the promoter/ promoter group are interested in the Agenda/ Resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	235100	166200	70.69	166200	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		166200	70.69	166200	-	100	-
Public-Institutions	Remote E-voting		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-non-Institutions	Remote E-voting	3884700	878490	22.61	878487	3	100	-
	Postal Ballot		40002	1.03	40002	-	100	-
	Total		918492	23.64	918489	3	100	-
TOTAL		4119800	1084692	26.33	1084689	3	100	-

Resolution No. 2		Appointment of Ms. Binal Shah (DIN: 09371388) as Whole - Time Director of the Company (Ordinary Resolution)						
Whether the promoter/ promoter group are interested in the Agenda/ Resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	235100	166200	70.69	166200	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		166200	70.69	166200	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-non-Institutions	E-voting	3884700	878490	22.61	878487	3	100	0
	Postal Ballot		40002	1.03	40002	-	100	-
	Total		918492	23.64	918489	3	100	0
TOTAL		4119800	1084692	26.33	1084689	3	100	0

Resolution No. 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 (Special Resolution)						
Whether the promoter/ promoter group are interested in the Agenda/ Resolution					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	235100	19000	8.08	19000	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		19000	8.08	19000	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-non-Institutions	E-voting	3884700	36529	0.91	35526	1003	97.26	2.74
	Postal Ballot		40002	1.03	40002	-	100	-
	Total		76531	1.94	75528	1003	98.69	1.31
TOTAL		4119800	95531	2.32	94528	1003	98.95	1.05

#Except Mr. Vishal Abrol, Chief Executive Officer of the Company 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.3

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

Resolution No. 4		Consideration of Revision in the Borrowing Limits (Special Resolution)						
Whether the promoter/ promoter group are interested in the Agenda/ Resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = $[(2)/(1)]*100$	4	5	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	235100	166200	70.69	166200	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		166200	70.69	166200	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-non-Institutions	E-voting	3884700	878490	22.61	877487	1003	99.89	0.11
	Postal Ballot		40002	1.03	40002	-	100	-
	Total		918492	23.64	917489	1003	99.89	0.11
TOTAL		4119800	1084692	26.30	1083689	1003	99.91	0.09

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

Thanking You,

Yours Sincerely
FOR VANIJ COMMERCIALS LIMITED


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

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
E-mail : info@aknassociates.in, aknconsult@gmail.com
Visit us : www.aknassociates.in

DATE: 02.04.2022

To
Mr. Mukesh Sukhija
The Chairman
VANI COMMERCIALS LIMITED
"AASTHA" LP-11C,
Pitampura, New Delhi-110034

Sub.: Scrutinizer's Report on the 'Postal Ballot Process' and 'E-Voting in respect to the resolutions contained in the Notice of Postal Ballot of Vani Commercials Limited for Postal Ballot Process commenced on 3rd March, 2022 and ended on 1st April, 2022

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report on the 'Postal Ballot Process' and 'E-Voting' in respect to the resolutions contained in the Notice of Postal Ballot of Vani Commercials Limited for the Postal Ballot Process commenced on 3rd March, 2022 and ended on 1st April, 2022.

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





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
E-mail : info@aknassociates.in, aknconsult@gmail.com
Visit us : www.aknassociates.in

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. Mukesh Sukhija, Chairman
VANI COMMERCIALS LIMITED
'AASTHA', LP-11C, Pitampura,
New Delhi 110034

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Postal Ballot and voting through electronic Voting system with respect to the Postal Ballot Process of Vani Commercials Limited ("the Company") commenced on 3rd March, 2022 and ended on 1st April, 2022

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 25th January, 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 Postal Ballot and electronic voting commenced on 3rd March, 2022 and ended on 1st April, 2022.

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made thereunder and General Circular Nos. 14/2020, 17/2020, 20/2020, 39/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to Postal Ballot Process and e-voting on the resolutions contained in the Notice of Postal Ballot dated 1st March, 2022.

Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the Postal Ballot Process and e-voting is restricted to make a Consolidated Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the Notice of Postal Ballot dated 1st March, 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 e-voting facility during the Postal Ballot Process.



The Members' Approval was sought for the following:

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 the Revision in the Borrowing Limits

I do hereby submit my report as follows:

1. The dispatch of the Postal Ballot Notice dated 1st March, 2022 was completed on 2nd March, 2022 to the Members whose names appeared on the Register of Members/ List of Beneficial Owners as received from the Registrar and Share Transfer Agent (RTA)/National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 25th February, 2022. The Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents.
2. In terms of the aforesaid notice, Members were required to convey their assent or dissent, through remote e-voting system, on e-voting platform provided by Central Depository Services (India) Limited (CDSL) from 9:00 A.M. (1ST) on Thursday, 3rd March, 2022 to 5:00 P.M. (1ST) on Friday, 1st April, 2022.
3. Particulars of all the Postal Ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
4. The Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
5. The votes cast through electronic means were unblocked on 1st April, 2022 at 05:04P.M. The Postal Ballot forms were scrutinized on 1st April, 2022 at M/s A.K. Nandwani & Associates, Company Secretaries, 125 - 126, B. D. Chambers, 10 54, Desh Bandhu Gupta Road, Karol Bagh, New Delhi, Delhi 110005
6. The Postal Ballot Forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on Friday, 25th February, 2022.
7. No envelope containing Postal Ballot form was received after 1st April, 2022 up to the date of this report. Few envelopes containing Postal Ballot forms were returned undelivered and no defaced or mutilated Ballot Paper has been received by me.
8. I have handed over the Postal Ballot forms and other related papers/ registers and records for safe custody to the Company Secretary.
9. 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 per **Annexure-I**



ANNEXURE-I**SPECIAL BUSINESS****Item No. 1 — As an Ordinary Resolution****TO APPOINT MS. BINAL SHAH AS DIRECTOR OF THE COMPANY**

	Postal Ballot		E-voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the	5	40002	22	1044687	27	1084689	100%
Voted against the Resolution	-	-	3	3	3	3	0
Total	5	40002	25	1044690	30	1084692	100%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the Notice of Postal Ballot of the Company dated 1stMarch, 2022 has been passed with Requisite Majority.

Item No. 2 — As an Ordinary Resolution**TO APPOINT MS. BINAL SHAH AS WHOLE - TIME DIRECTOR OF THE COMPANY**

	Postal Ballot		E-voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	40002	22	1044687	27	1084689	100%
Voted against the Resolution	-	-	3	3	3	3	0.00
Total	5	40002	25	1044690	30	1084692	100%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the Notice of Postal Ballot of the Company dated 1stMarch, 2022 has been passed with Requisite Majority.



Item No. 3 — As a Special Resolution

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

	Postal Ballot		E-voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	40002	17	54526	22	94528	98.95%
Voted against the Resolution	-	-	4	1003	4	1003	1.05%
Total	5	40002	21	55529	26	95531	100%

#Except Mr. Vishal Abrol, Chief Executive Officer of the Company 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.3

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

Based on the aforesaid results, Special Resolution as contained in Item No. 3 of the Notice of Postal Ballot of the Company dated 1st March, 2022 has been passed with Requisite Majority.



Item No. 4 — As a Special Resolution

TO CONSIDER THE REVISION IN THE BORROWING LIMITS

	Postal Ballot		E-voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	40002	21	1043687	26	1083689	99.91%
Voted against the Resolution	-	-	4	1003	4	1003	0.09%
Total	5	40002	25	1044690	30	1084692	100%

Based on the aforesaid results, Special Resolution as contained in Item No. 4 of the Notice of Postal Ballot of the Company dated 1st March, 2022 has been passed with Requisite Majority.

All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of this meeting and the same shall be handed over thereafter to the Chairman 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: F009115D000009192



Place: New Delhi

Date: 02.04.2022