



VANI COMMERCIALS LIMITED

30th May, 2024

**To
The Deputy Manager,
Department of Corporate Services,
BSE Limited,
Floor 25,P J Towers,
Dalal Street,
Mumbai- 400 001**

**SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT - REGULATION 24A OF SEBI
(LODR) REGULATIONS, 2015**

REF: VANI COMMERCIALS LIMITED (SCRIP CODE: 538918)

Dear Sir,

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Ms. Anuradha Malik (M.No: 60626 and CoP: 27205) Practicing Company Secretary for the financial year ended on 31st March, 2024.

Kindly take the same on your records.

Thanking You,

FOR VANI COMMERCIALS LIMITED

**ISHITA AGARWAL
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. No. A65528**

Encl: As Above



Anuradha Malik
Practicing Company Secretary

(Peer Reviewed)

Address: H.No. 61, VPO Jauli, Sonipat, Haryana-131301
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Annual Secretarial Compliance Report
(Issued pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

For Vani Commercials Limited for the year ended 31st March, 2024

I, Anuradha Malik have examined:

- (a) all the documents and records made available to us and explanation provided by Vani Commercials Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Applicable**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Applicable**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Applicable**

(i) Securities and Exchange Board of India (Depositories and Participants) Regulation(s), 1996 and 2018 and circulars/ guidelines issued thereunder; **Applicable**

(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)

Based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines (which ever applicable to the Company) issued hereunder, except in respect of matters specified below:-

S.No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The board of directors shall constitute the nomination and remuneration committee as follows: (a) the committee shall comprise of at least three directors ; (b) all directors of the committee shall be non-executive directors; and (c) at least [two-thirds] of the directors shall be independent directors	As per Regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	All directors of the committee shall be non-executive directors whereas Mr. Vishal Abrol is Managing Director of the Company	PCS	Advisory	NRC committee is not constituted as per Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	NA	NRC committee is not constituted as per Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	As there were only 2 Independent Directors and 2 Executive Directors in the Company and the Company to complete the constitution of its NRC Committee, appointed Mr. Vishal Abrol (being Executibve Director) as Member of NRC Committee, till the availability of any other Non Executive Director	-

2	The listed entity shall submit [annual] audited standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report and [Statement on Impact of Audit Qualifications (applicable only) for audit report with modified opinion)	As per Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Late submission of Audited Financial Results for the Financial Year 2022-23 to Stock Exchange as on 2 nd June, 2023	BSE	SOP	Late submission of Audited Financial Results for the Financial Year 2022-23 to Stock Exchange as on 2 nd June, 2023, whereas audited financial results submitted to stock exchange for the financial year, within sixty days from the end of the financial year	NA. as the SOP wavier was granted	Late submission of Audited Financial Results for the Financial Year 2022-23 to Stock Exchange as on 2 nd June, 2023, whereas audited financial results submitted to stock exchange for the financial year, within sixty days from the end of the financial year	Due to demise of close relative of Mr. Vishal Abrol, the meeting was adjourned for 2 nd June, 2023. On providing the representation from the management, the SOP Penalty was waived off.	-
3	Provided further that the listed entity shall make disclosures of Related Party Transactions every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023	As per Regulation 23(9) 2 nd proviso of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Disclosure of RPT for half year ended on 31 st March, 2023 was filed on 12 th June, 2023 but the same was required to be filed on the date of publication of its financial results.	PCS	Advisory	The Company has filed the Disclosure for related party transactions for the half year ended March 2023 as on 12 th June 2023. Late submission of RPT by 10 days	NA	The Company has filed the Disclosure for related party transactions for the half year ended March 2023 as on 12 th June 2023 whereas the same was required to be filed on 2 nd June 2023. Late submission of RPT by 10 days	The Paid -up Share Capital of the Company increased from Rs. 4,11,98,000 to 11,74,06,200 pursuant to Listing Approval dated 7 th October, 2022 received from BSE for the preferential issue of equity shares. Pursuant to increase in Paid-up share capital of the Company, the Applicability of Regulation 23 i.e. Reporting of Related Party Transactions had arisen and subsequently, the first filing was to be done for the half year ended on 31 st March, 2023. Therefore, the Company took time to understand the applicability and arrange the details to be filed under Regulation 23 which eventually got	

									delayed and was filed on 12 th June, 2023, i.e. 10 days after filing of the Audited Financial Results of the Company for the quarter and year ended on 31 st March, 2023.	
4	In pursuance of Regulation 17(1C) of SEBI (LODR), Regulation, 2015, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.	Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Mr. Rohit Gupta appointed as Additional Director in Board Meeting held on 30/03/2023 and he was regularized in General Meeting held on 23/09/2023	PCS	Advisory	Mr. Rohit Gupta was appointed as Additional Director in Board Meeting held on 30/03/2023 and his appointment was regularized, beyond the prescribed period of three months i.e. after 30 th June, 2023.	NA	Mr. Rohit Gupta appointed as Additional Director in Board Meeting held on 30/03/2023 and his appointment was regularized, beyond the prescribed period, the appointment was approved by members in General Meeting on 23/09/2023	Due to Resignation tendered by Mr. Naresh Kumar Mansharamani w.e.f.1 st April, 2023, the Company was required to appoint one more Independent Director in order to complete the composition of the Board and its committees. As the management intended to appoint one more ID. However the appropriate candidate- Mr. Harish Kumar Sahdev was appointed as Additional ID only on 14 th August 2023. and thus, all the matters including regularization of Mr. Rohit Gupta and Mr. Harish Kumar Sahdev as Independent Directors were taken up to be approved by the shareholders at the Annual General meeting of the Company held on 23 rd September, 2023.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary/Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	Comments of the practicing company secretary on the actions taken by the listed entity.	Remedial actions, if any, taken by the listed entity	Management Response	Remarks
1	In pursuance of SEBI (LODR) Regulation, 2015	Regulation 23(9) the listed entity shall make disclosure of Related Party Transactions every Six months within 15 days from the date of publication of Financial results	Disclosure of RPT for half year ended on 30/09/2022 was filed on 1/12/2022 but the same was required to be filed within 15 days of financial results 13.11.2022 upto 28.11.2022.	PCS	Advisory	The disclosure of Related Party Transactions for half year ended on 30.09.2022 was belated filed	Nil	The disclosure of Related Party Transactions for half year ended on 30.09.2022 was belated filed	The disclosure of Related Party Transactions for half year ended on 30.09.2022 was belated filed	The disclosure of Related Party Transactions for half year ended on 30.09.2022 was belated filed	NA	-
2	In pursuance of SEBI (LODR) Regulation, 2015	Regulation 32(1) the listed entity shall submit to the stock exchange the statement(s) on a quarterly basis for public issue, rights issue, preferential issue etc.- in the offer document or explanatory statement to the notice for the General Meeting, as applicable	The Company has submitted Statement of Deviation for Quarter ending 31.03.2023	PCS	Advisory	The Company has not submitted statement of deviation for Quarter ending 30.09.2022 and 31.12.2022	NA	The Company has not submitted statement of deviation for Quarter ending 30.09.2022 and 31.12.2022	The company has submitted statement of deviation belatedly	The company has submitted statement of deviation belatedly	-	-

3	In pursuance of SEBI (LODR) Regulation, 2015	Regulation 36 the listed entity shall send the annual report to the Shareholders	The Notice being sent to Shareholders for an Annual General Meeting where the Statutory auditor(s) are proposed to be appointed/re-appointed shall include the as part of the notice the basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	PCS	Advisory	The company has not disclosed the details in Annual Report filed for FY 2021-22 as required under Regulation 36 in respect of re-appointment of Statutory Auditor	NA	The company has not disclosed the details in Annual Report filed for FY 2021-22 as required under Regulation 36 in respect of re-appointment of statutory auditors Observation was reported in the financial year 2022-23.	The company has rectified the same in the Annual Report for the financial year 2022-23	The company has rectified the same in the Annual Report for the financial year 2022-23	NA	-
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S.no.	Particulars	Compliance Status (Yes/No)	Observations/remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not Any
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Not Any
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	Not Any Not Any Not Any

4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Any
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	(a) Yes (b) Yes	Not Any
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Not Any
7	<u>Performance Evaluation</u> The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Not Any
8	<u>Related Party Transactions:</u> (a) The Listed entity has obtained prior approval of Audit Committee for all Related Party Transactions (b) In case no prior approval obtained , the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes	Not Any
9	<u>Disclosure of events or information:</u> The Listed entity has provided all the required disclosure(s) under Regulation 30 with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Any
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any

11	<u>Actions taken by SEBI or Stock Exchange(s) , if any:</u> No Actions taken against the listed entity / its promoters / Directors/subsidiaries either by SEBI or Stock Exchanges (including under the Standard operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	Not Any
12	<u>Additional Non-compliances, if any:</u> No any additional Non-compliance observed for all SEBI Regulations/Circular/ guidance note, etc.	None	

Anuradha Malik
Practicing Company Secretary

ANURADHA
MALIK

Digitally signed by ANURADHA MALIK
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 pseudonym=4262791668232746c24e1e823772386a8513f85377f7
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 serialNumber=+139666c0c00251c1b1834564e78532aab8
 96e702b7478a217f723db43, cn=ANURADHA MALIK
 Date: 2024.05.30 15:15:22 +05'30'

Mem. No.: 60626
COP: 27205

Dated: 30th May, 2024
Place: Sonipat

UDIN: A060626F000499561