



VANI COMMERCIALS LIMITED

9th July, 2022

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

Subject: Proceedings of the 35th Annual General Meeting held on 9th July, 2022

Ref: Vani Commercials Limited (Scrip Code: 538918)

Meeting Conclusion Time: 11:48 A.M.

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Part A of Schedule III of the said Regulations, we hereby enclose the Proceedings of the 35th Annual General Meeting of **Vani Commercials Limited** held on Saturday, the 9th day of July, 2022 at 11:30 A.M. through Video Conferencing (VC)/Other Audio-Visual means. The AGM was concluded at 11:48 A.M.

Request you to kindly take the same on your records.

FOR VANI COMMERCIALS LIMITED



ISHITA AGARWAL
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. A65528
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SUMMARY OF PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF VANI COMMERCIALS LIMITED HELD TODAY I.E. SATURDAY, THE 9TH DAY OF JULY, 2022 COMMENCED AT 11:30 A.M. AND CONCLUDED AT 11:48 A.M. THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”)

The 35th Annual General Meeting (AGM) of the Members of Vani Commercial Limited (“the Company”) was held on Saturday, the 9th Day of July, 2022 commenced at 11:30 A.M. and concluded at 11:48 A.M. through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”). The meeting was held in compliance with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 and 2/2022 dated May 05, 2022 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary welcomed the members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC/OVAM.

MEMBERS PRESENT DURING THE MEETING

29 Members attended the meeting through Video Conferencing from their respective locations.

The Requisite quorum being present, the Meeting was called to order.

DIRECTORS PRESENT DURING THE MEETING

Mr. Vishal Abrol, Managing Director of the Company chaired the Meeting virtually. All the Directors of the Company were present at the Meeting.

The following Directors attended the Annual General Meeting (AGM) through Video Conferencing:

- i) Ms. Binal Shah, Whole-Time Director of the Company.
- ii) Mr. Mukesh Sukhija, Director of the Company
- iii) Mr. Manoj Kumar Pahwa, Independent Director and Chairman of Audit Committee.
- iv) Mr. Naresh Kumar Mansharamani, Independent Director and Chairman of Nomination & Remuneration Committee.

ALSO PRESENT

Mr. Pitamber Pabbi, Chief Financial Officer (CFO) and Ms. Ishita Agarwal, Company Secretary & Compliance Officer of the Company.

Mr. Mukesh Jain, Partner of M/s MKRJ & Co, Statutory Auditor and Ms. Kavita, Partner of M/s A. K. Nandwani & Associates, Secretarial Auditor and Scrutinizer for the purpose of remote e-voting and e-voting during the AGM.

Mr. Vishal Abrol took the Chair as the Chairperson.

He commenced the proceedings of the meeting after ascertaining that the requisite quorum was present. The meeting commenced at 11:30 A.M. (IST) and concluded at 11:48 A.M. (IST) (including time allowed for e-voting at AGM).

The Chairperson welcomed the Members and other attendees for the meeting. He briefed the members of the arrangements made for the meeting. He also appreciated the efforts of the management for organizing the event efficiently to be conducted through Video Conferencing.

Thereafter, the Notice of 35th Annual General Meeting and the Directors' Report along with Auditors' Report and Financial Statements for the Financial Year 2021-22 were taken as read.

The Chairperson addressed the Members and gave an overview of the financial performance of the Company for the Financial Year ending 31st March 2022 and also provided an insight on the challenges and opportunities for the Company.

Thereafter, the Company Secretary informed the members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of voting through electronic means to exercise their right to vote on any or all of the businesses specified in the accompanying notice ("**Remote e-voting**") through Central Depository Services Limited (CDSL) to the members (i.e. persons who were members as on 1st July, 2022 being the cut-off/record date). The voting period commenced on 6th July, 2022 at 09:00 A.M. and ended on 8th July, 2022 at 05:00 P.M. The members were informed that the facility for voting was made available during the Annual General Meeting for the members who had not cast their vote through remote e-voting.

The Company Secretary further informed that the Board of Directors had appointed Ms. Kavita, Partner of **M/s. A. K. Nandwani & Associates**, Company Secretaries in Practice holding Membership No FCS 9115 and Certificate of Practice No. 10641 as the Scrutinizer for providing facility to the members of the Company to scrutinize the votes cast during the AGM and through remote e-voting, in a fair and transparent manner.

The Company Secretary then invited participation of the members of the Company for discussing the Financial Statements for the Financial Year ending 31st March 2022 along with the Directors' Report and Auditors' Report thereon and on the other resolutions set out in the Notice.

The following resolutions as set out in the Notice convening 35th AGM were put to vote by remote e-voting and e-voting during the AGM:

S. No.	Gist of Resolution	Type of Resolution
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2022 including the Reports of the Auditors' and the Board of Directors' thereon.	Ordinary
2	To appoint a Director in place of Mr. Mukesh Sukhija (DIN: 01038078), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	To re- appoint M/s MKRJ & Co., Chartered Accountants as the Statutory Auditors of the Company	Ordinary
4	To appoint Mr. Vishal Abrol (DIN: 06938389) as Director of the Company	Ordinary
5	To Appoint Mr. Vishal Abrol (DIN: 06938389) as the Managing Director of the Company	Special
6	To increase the Authorized Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association:	Ordinary
7	To Offer, Issue and Allot equity shares on preferential basis to Promoter and Non-Promoters/Public Category Shareholders of the Company	Special

The Chairperson then thanked the Members for their continued support and for attending and participating in the Meeting through Video Conferencing and stated that e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. The Chairperson authorized Ms. Ishita Agarwal, Company Secretary of the Company to carry out the voting process and also authorized her to declare the consolidated voting results.

The Company Secretary informed the Members that the combined results of remote e-voting prior and during the AGM would be announced within 48 hours from the conclusion of the Meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges and would be placed on the Company's website.

The Chairperson concluded his speech by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.

He also thanked the Directors for joining the Meeting virtually and declared the Meeting as Closed.

The meeting concluded at 11:48 A.M. with vote of thanks to the Chair.

This is for your information and record.

For **VANI COMMERCIALS LIMITED**



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