

ANJU YADAV

Practicing Company Secretary

Off.: RZ-197 B, Bharat Vihar, Uttam Nagar, New Delhi-110059

Mob.: 9654545019, E mail- csanju.yadav@gmail.com

Consolidated Scrutinizers' Report

(Pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 (3) (xi) and rule 21 (2) of Companies (Management & Administration) Rules, 2014)

To,

Mr. Vidya Sagar Bhatia

Chairman

Vani Commercials Limited

'AASTHA', LP-11C, Pitampura,

New Delhi - 110034

28th Annual General Meeting of the Equity Shareholders of M/s Vani Commercials Limited held on 12th day of September, 2015 at 9:30 A.M. at Twist 'n' Turn Banquet, 226-227 Shop In Park Mall, Shalimar Bagh, New Delhi – 110088.

Dear Sir,

1. I, Anju Yadav, Practicing Company Secretary, having office at RZ- 197 B, Bharat Vihar, Uttam Nagar, New Delhi – 110059, have been appointed as a scrutinizer of ' Vani Commercials Limited' (hereinafter referred to as 'the Company') for the purpose of :
 - a) The e-voting process (remote e-voting) as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014.
 - b) The Poll (Ballot paper) as per the provisions of Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management & Administration) Rules, 2014 on the resolution(s) contained in the notice to 28th Annual General Meeting of the Equity Shareholders of M/s Vani Commercials Limited held on 12th day of September, 2015 at 9:30 A.M. at Twist 'n' Turn Banquet, 226-227 Shop In Park Mall, Shalimar Bagh, New Delhi – 110088.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Poll at the AGM for the resolutions contained in the Notice to the 28th AGM of the Equity



Shareholders of the Company. My responsibility as a scrutinizer for the voting process through electronic means and Poll at the AGM is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL) and on the ballot voting done by the shareholders of the Company at the AGM.

We submit our report as under:

1. The Company has entered into an arrangement with CDSL duly engaged by the company to provide electronic voting facilities to all the shareholders who were eligible to participate in the remote e-voting. The Company has also provided the Ballot-voting facility at the AGM venue for all those shareholders who are present at the AGM and who have not cast their votes by availing the remote e-voting facilities.
2. The remote e-voting facility was kept opened from Tuesday, the 8th September, 2015 (9:00 a.m.) to Friday, the 11th September, 2015 (5:00 p.m.).
3. The Shareholders holding shares as on the "cut off" date i.e. as on 5th September, 2015, were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the notice of the 28th Annual General Meeting of Vani Commercials Limited.
4. After the time fixed for the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. After the Completion of the Poll, the locked ballot box was subsequently open in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Radhey Shayam and Mr. Praveen Kumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
8. The consolidated summary of results of remote e-voting and Poll at AGM are as under:



(a) Resolution No. 1: Ordinary Resolution

Approval and adoption of Audited Annual Accounts and Reports thereon for the Financial Year ended 31st March, 2015

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		
Poll	785400	785400	100	0	0	0	0
E-Voting	2182800	2182800	100	0	0	0	0
Total	2968200	2968200	100	0	0	0	0

(b) Resolution No. 2: Ordinary Resolution

Re-appointment of Mr. Mukesh Kumar Sukhija (DIN: 01038078), who retires by rotation and being eligible offers himself for Re-appointment

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		
Poll	785400	785400	100	0	100	0	0
E-Voting	2182800	2182800	100	0	100	0	0
Total	2968200	2968200	100	0	100	0	0

(c) Resolution No. 3: Ordinary Resolution

Appointment by Ratification of M/s Satyendra Mrinal & Associates, Chartered Accountants, as the Statutory Auditors of the Company.

Vani Commercials Limited

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		
Poll	785400	785400	100	0	0	0	0
E-Voting	2182800	2182800	100	0	0	0	0
Total	2968200	2968200	100	0	0	0	0

(d) Resolution No. 4: Special Resolution

Appointment of Mr. Divesh Kumar Bajaj as the Managing Director

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		
Poll	785400	785400	100	0	0	0	0
E-Voting	2182800	2182800	100	0	0	0	0
Total	2968200	2968200	100	0	0	0	0

(e) Resolution No. 5: Ordinary Resolution

Appointment of Mr. Gaurav Mutreja as the Director

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		

(Signature)

Poll	785400	785400	100	0	0	0	0
E-Voting	2182800	2182800	100	0	0	0	0
Total	2968200	2968200	100	0	0	0	0

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and/or "AGAINST" and/or, if any those whose votes were declared invalid for each resolution is enclosed.
10. The register, all other papers and relevant records relating to e-voting and poll shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary as Authorised by Board of Directors of the Company for safe keeping.

Confirmation of the votes being unblocked in their presence:

R.S. Pandey

Radhey Shayam
s/o Mr. Ramashrey Pandey
r/o A-297, Shahabad Dairy, Badli,
New Delhi - 110042

Praveen Kumar

Praveen Kumar
s/o Mr. Gouri Shankar Jha
r/o 183/B, Kamruddin Nagar,
Nangloi, New Delhi - 110041

For Anju Yadav
Company Secretary

Anju Yadav

Anju Yadav
Proprietor
M. No. A32111
CP No. 12035

Place: New Delhi
Date: 12/09/2015