

ANJU YADAV

Practicing Company Secretary

Ofc.: 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
The Chairman
Vani Commercials Limited
'AASTHA', LP-11C, Pitampura,
New Delhi - 110034

29th Annual General Meeting of the Equity Shareholders of M/s Vani Commercials Limited held on 29th day of September, 2016 at 11:30 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 29th Annual General Meeting of the Equity Shareholders of M/s Vani Commercials Limited held on 29th day of September, 2016 at 11:30 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 29th 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 Monday, the 26th September, 2016 (9:00 a.m.) to Wednesday, the 28th September, 2016 (5:00 p.m.).
3. The Shareholders holding shares as on the "cut off" date i.e. as on 23rd September, 2016, were entitled to vote on the proposed resolutions (item no. 1 to 3) as set out in the notice of the 29th 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. Rajvinder Singh, 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 Financial Statements and Reports thereon for the Financial Year ended 31st March, 2016

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	55500	55500	100	0	0	0	0
E-Voting	1023400	1023400	100	0	0	0	0
Total	1078900	1078900	100	0	0	0	0

(b) Resolution No. 2: Ordinary Resolution

Re-appointment of Mr. Divesh Kumar Bajaj (DIN: 01118288), 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	55500	55500	100	0	0	0	0
E-Voting	1023400	1023400	100	0	0	0	0
Total	1078900	1078900	100	0	0	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.

Mode of Voting	Total Votes Casted for the	Votes in Favour of the Resolution	Votes in against of the Resolution	Invalid Votes	No. of members who
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	Resolution	Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		abstain from voting
Poll	55500	55500	100	0	0	0	0
E-Voting	1023400	1023400	100	0	0	0	0
Total	1078900	1078900	100	0	0	0	0

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" "AGAINST" and 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

Mr. Radhey Shayam Pandey

S/o Mr. Ramashrey Pandey
r/o A-297, Shahabad Dairy Colony
Badli Delhi 110042

Rajvinder Singh

Mr. Rajvinder Singh

S/o Mr. Buta Singh
r/o Parul House, Block-F, Laxmi
Nagar, New Delhi-110092

For Anju Yadav
Company Secretary in Practice

Anju Yadav

Anju Yadav

Proprietor

M. No. A32111

CP No. 12035

Place: New Delhi

Date: 29/09/2016