



VANI COMMERCIALS LIMITED

Dated: September 30, 2019

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

Subject: Disclosure of Voting results of AGM (Regulation 44(3) of SEBI (LODR) Regulations, 2015

Reference: Vani Commercials Limited (Scrip Code: 538918)

Dear Sir/Madam,

This is with reference to the captioned subject, Intimation and Disclosure of Voting results of the 32nd Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is enclosed herewith.

This is for your information and record.

Thanking You

Yours' Faithfully
For Vani Commercials Limited



Pooja Bhatia
Director
DIN: 00188770
Regd. Off.: "AASTHA" LP-11C,
Pitampura, Delhi 110034

VANI COMMERCIALS LIMITED	
Date of Annual General Meeting	30 th September, 2019
Total number of shareholders as on 23 rd September, 2019	731
No. of shareholders present in the meeting either in person or through proxy: Attendance: In person-17; Proxy-20	
Promoters and Promoter Group:	2
Public:	35
No. of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group:	N.A.
Public:	N.A.
The mode of voting for all the resolutions was done through remote e-voting/ Physical Polling at the AGM	

AGENDA-WISE DISCLOSURE								
Resolution No. 1		Approval and adoption of Audited Financial Statements and Reports thereon for the Financial Year ended 31 st March, 2019 (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	-
	Poll		-	-	-	-	-	-
	Total		166200	70.69	166200	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-non-Institutions	E-voting	3884700	418751	10.78	418751	-	-	-
	Poll		1727927	44.48	1727927	-	100	-
	Total		2146678	55.26	2146678	-	100	-
		4119800	2312878	56.14	2312878		100	



Resolution No. 2:		Re-appointment of Ms. Pooja Bhatia (DIN: 00188770), Director retiring by rotation (Ordinary 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	147200#	62.61	147200	-	100	-
	Poll		-	-	-	-	-	-
	Total		147200	62.61	147200	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-non-Institutions	E-voting	3884700	418751	10.78	418751	-	100	-
	Poll		1727927	44.48	1727927	-	100	-
	Total		2146678	55.26	2146678	-	100	-
	Total	4119800	2293878	55.68	2293878	-	100	-

#19000 shares polled by relatives of Ms. Pooja Bhatia (being interested in the matter) are considered invalid thus not taken into account

AGENDA-WISE DISCLOSURE								
Resolution No. 3:		Appointment of Mr. Sunkulp Sagar (DIN: 01555972), as Independent Director (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	-
	Poll		-	-	-	-	-	-
	Total		166200	70.69	166200	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-



Public- non- Institutions	E- voting	3884700	418751	10.78	418751	-	-	-
	Poll		1727927	44.48	1727927	-	100	-
	Total		2146678	55.26	2146678	-	100	-
		4119800	2312878	56.14	2312878		100	

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

Thanking You

Yours' Faithfully

For Vani Commercials Limited



Pooja Bhatia

Director

DIN: 00188770

Regd. Off.:" AASTHA" LP-11C,

Pitampura, Delhi 110034



A. K. NANDWANI & ASSOCIATES
Company Secretaries

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FORM No. MGT-13

Consolidated Scrutinizer Report

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

To
The Chairman,

Thirty-Second (32nd) Annual General Meeting of the Equity Shareholders of Vani
Commercials Limited held on Monday, 30th day of September, 2019 at 10:30 A.M. held at
Khushi Party Hall, MP Mall, MP Block, Pitampura, New Delhi-110034.

Sub: Consolidated Scrutinizer's Report on e-voting and physical ballot voting, pursuant to
the provisions of Section 108 & 109 of the Companies Act, 2013 and Rule 20(4)(xii)
& Rule 21(2) of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

I, Kavita, Company Secretary in Practice and Partner, M/s A.K. Nandwani & Associates, Company Secretaries in whole-time practice, appointed by the Board of Directors at their meeting held on September 02, 2019 to act as a scrutinizer of 'Vani Commercials Limited' (hereinafter referred to as 'the Company'), for the purpose of scrutinizing and submitting the report on the Voting Process taken on the resolution(s) mentioned in the notice of 32nd Annual General Meeting of the Equity Shareholders of Vani Commercials Limited held on 30th day of September, 2019 at 10:30 A.M. at Khushi Party Hall, MP Mall, MP Block, Pitampura, New Delhi-110034, pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 and Rule 20(4)(xii) & Rule 21(2) of the Companies (Management & Administration) Rules, 2014.

As a Scrutinizer, I have to scrutinize the voting process as mentioned hereunder, with respect to the votes taken on the resolution(s) mentioned in the notice of 32nd Annual General Meeting of the Equity Shareholders of Vani Commercials Limited:

- i. the remote e-voting process conducted other than the venue of the meeting and
- ii. the voting through physical Poll/Ballot conducted at the venue of the meeting.

Management Responsibility

The management of the Company is responsible to ensure compliance with the requirements of Companies Act, 2013 together with the rules made there under and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice of 32nd Annual General Meeting of the Equity Shareholders of Vani Commercials Limited.



Scrutinizer's Responsibility

My responsibility as a Scrutinizer for e-voting process and physical ballot voting process is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as stated in the Notice of 32nd Annual General Meeting of the Equity Shareholders of Vani Commercials Limited, based on the reports generated from the e-voting system provided by the CDSL who is engaged by the Company to provide e-voting facilities and also based on the polling papers and other documents produced to me for my verification.

I submit the consolidated 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 are eligible to cast their vote through remote e-voting facility, but have not cast their votes by availing the remote e-voting facilities.
2. The remote e-voting facility was kept opened from Friday, 27th September, 2019 [9:00 A.M.] to Sunday, 29th September, 2019 [5:00 P.M.].
3. The Shareholders holding shares as on the "cut off" date i.e. as on 23rd September, 2019, were entitled to vote on the proposed resolutions (Item no. 1 to 3) as set out in the Notice of the 32nd Annual General Meeting of Vani Commercials Limited.
4. After the time fixed for closing of the voting through physical poll by the Chairman, One ballot/poll 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/poll box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot 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. There were no poll/ballot papers, which were incomplete or which were otherwise found defective/invalid.
7. The Shareholders who had voted by way of remote e-voting, before the Annual General Meeting, their Ballot is not taken into counting.
8. Thereafter, the votes cast through physical poll/ballot were unblocked after completion of poll at the AGM in the presence of two witnesses, **Ms. Aanchal Singla** and **Mr. Dipesh Arora** who are not in the employment of the Company.
9. **I submit herewith the report on the consolidated summary of results of voting through remote e-voting and physical Poll at the AGM as furnished hereunder:**



(a) **Resolution No. 1**

Approval and adoption of Audited Financial Statements and reports thereon for the Financial Year ended 31st March, 2019 (Ordinary Resolution)

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	1727927	1727927	100	-	-	-	-
E-Voting	584951	584951	100	-	-	-	-
Total	2312878	2312878	100	-	-	-	-

Based on the aforesaid results, Ordinary Resolution as contained in Item no. 1 of the AGM Notice of the Company dated September 02, 2019, has been passed with Majority.

(b) **Resolution No. 2**

Re-appointment of Ms. Pooja Bhatia (DIN: 00188770), Director retiring by rotation (Ordinary Resolution)

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	1727927	1727927	100	-	-	-	-
E-Voting	584951	565951	100			19000	
Total	2312878	2293878	100				

Ms. Pooja Bhatia, Director and her relatives and member Ms. Neelam Bhatia and Mr. Gaurav Bhatia, being interested in the resolution, their vote on the said resolution are considered as invalid vote.

Based on the aforesaid results, Ordinary Resolution as contained in Item no. 2 of the AGM Notice of the Company dated September 02, 2019, has been passed with Majority.



(c) Resolution No. 3

Appointment of Mr. Sunkulp Sagar (DIN: 01555972), as Independent Director of the Company (Ordinary Resolution)

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	1727927	1727927	100	-	-	-	-
E-Voting	584951	584951	100	-	-	-	-
Total	2312878	2312878	100	-	-	-	-

Except Mr. Sunkulp Sagar and his 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.

Based on the aforesaid results, Ordinary Resolution as contained in Item no. 3 of the AGM Notice of the Company dated September 02, 2019, has been passed with Majority.

10. Seventeen (17) members were present in person and twenty (20) through proxy and all the resolutions are passed with requisite majority.
11. A soft copy containing a list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolutions is sent separately as **Annexure - A**.
12. The Poll papers, registers and other relevant records relating to e-voting will remain in my safe custody and will be handed over to the Chairman/Company Secretary for safe keeping after the Chairman approves and signs the minutes.

Thanking you,

Yours faithfully,
For A.K. Nandwani & Associates

Kavita

Kavita
Partner
M. No. : F9115
CP No. : 10641



Place: New Delhi

Date: September 30, 2019

We the undersigned have witnessed that the ballot box was opened as well as the votes cast through remote e-voting were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on 30th day of September, 2019 at 11:00 A.M.

Signature:

Aanchal
Name: Aanchal Singla
D/o. Mr. Ashok Singla
R/o. Room No.314, Sulati
Working Girls Hostel, RK
Ashram Marg, Delhi-110001

Signature:

Arora
Name: Dipush Arora
S/o. Harbanslal Arora
R/o. 201/B-3 Railway Colony, Paharganj
Basant Road, New Delhi - 110055

Counter Signed by the Chairperson

Signature:

Name: Pooja Bhatta



Pooja Bhatta

Annexure A (LIST OF EQUITY SHAREHOLDERS WHO VOTED "FOR", "AGAINST" AND THOSE WHOSE VOTES WERE DECLARED INVALID FOR EACH RESOLUTIONS)

FOLIO_NO	NAME	SHARES	BALLOT/EVOTING	R-1	R-2	R-3
1467	RAMASHREY PANDEY	4800	BALLOT	A	A	A
1468	RAVI PANDEY	4500	BALLOT	A	A	A
1469	SAPNA PANDEY	4600	BALLOT	A	A	A
1556	GLITZ ADVERTISING PRIVATE LIMITED	100000	BALLOT	A	A	A
1206880000006029	PAARTH CONSULTANTS PRIVATE LIMITED	10000	BALLOT	A	A	A
1206880000006033	ISHANVI LAW ADVISORS LLP	10000	BALLOT	A	A	A
IN30011810449827	PRAVEEN KUMAR	11	EVOTING	A	A	A
IN30039414752520	PARMOD KUMAR JAIN	11	EVOTING	A	A	A
IN30020610867381	SUMITRA NARANG	50000	EVOTING	A	A	A
IN30292710104735	Naveen Narang	50000	EVOTING	A	A	A
IN30292710246736	SATISH CHANDER NARANG	50000	EVOTING	A	A	A
IN30292710247114	S C NARANG AND SONS HUF	50000	EVOTING	A	A	A
IN30292710247139	NAVEEN NARANG HUF	50000	EVOTING	A	A	A
IN30292710247147	MANAN NARANG	50000	EVOTING	A	A	A
IN30292710248019	MANSI NARANG	50000	EVOTING	A	A	A
IN30011810036150	HARMOHAN SINGH SAWHNEY	25	evoting	A	A	A
IN30256610090775	AJAY JAIN	1	BALLOT	A	A	A
IN30256610090767	MONIKA JAIN	1	BALLOT	A	A	A
IN30256610054873	NEETU JAIN	1	BALLOT	A	A	A
1304140007635382	AYUSH GUPTA	1	evoting	A	A	A
1201910101613061	SACHIN JAIN	2	BALLOT	A	A	A
1304140000275470	SUDHA JAIN	1	BALLOT	A	A	A
1542	MANOJ KUMAR	1800	BALLOT	A	A	A
1545	RENU NANDWANI	8300	BALLOT	A	A	A
1559	NOOR HASSAN	68800	BALLOT	A	A	A
12068800000004435	RAJ KANTA SUKHIJA	59200	EVOTING	A	A	A
1206880000005750	NEELAM BHATIA	9800	EVOTING	A	I	A
1206880000005779	GAURAV BHATIA	9200	EVOTING	A	I	A
1206880000006001	RITU NANDWANI	10000	evoting	A	A	A
1206880000006014	ANIL KUMAR NANDWANI	10000	evoting	A	A	A



1538	SAPNA PANDEY	10800	BALLOT	A	A	A	A
1543	RAMASHREY PANDEY	12500	BALLOT	A	A	A	A
1554	RAVI PANDEY	13700	BALLOT	A	A	A	A
IN30236510003504	RAMA JAIN	1	evoting	A	A	A	A
1562	MEENU SHARMA	3270	BALLOT	A	A	A	A
1529	HARMEET GHAI	76800	BALLOT	A	A	A	A
1530	KAMALJIT GHAI	76800	BALLOT	A	A	A	A
1531	BHALINDER GHAI	45250	BALLOT	A	A	A	A
1557	HARMEET GHAI	110000	BALLOT	A	A	A	A
1474	VIJAY KUMAR	4900	BALLOT	A	A	A	A
IN30045014404978	PUNISH BATRA	10000	BALLOT	A	A	A	A
IN30045014404986	EKTA BATRA	10000	EVOTING	A	A	A	A
1548	SAVITA ARORA	12000	BALLOT	A	A	A	A
1551	VIJAY KUMAR	32300	BALLOT	A	A	A	A
IN30011810242590	ASHOK KUMAR JAIN	1	evoting	A	A	A	A
1206880000005798	RASHMI SUKHIJA	29000	EVOTING	A	A	A	A
1304140004020703	GAURAV SUKHIJA	59000	EVOTING	A	A	A	A
12014100000008655	NARENDER SINGH CHAUHAN	1	EVOTING	A	A	A	A
520	JITENDER JUNEJA	14400	BALLOT	A	A	A	A
1552	MANJU JUNEJA	1300	BALLOT	A	A	A	A
1555	OM PRAKASH JUNEJA	38700	BALLOT	A	A	A	A
12068800000004741	MUKUL GROVER	14500	EVOTING	A	A	A	A
12068800000005992	MANJU .	9500	EVOTING	A	A	A	A
IN30133020015825	INDU BALA	14700	EVOTING	A	A	A	A
IN30267938310873	NAU NIDH FINANCE LIMITED	1000000	BALLOT	A	A	A	A
IN30256610054865	RAJESH JAIN	1	BALLOT	A	A	A	A



A-"ASSENT"

D-"DESSENT"

I-"INVALID VOTES"