



A. K. NANDWANI & ASSOCIATES
Company Secretaries

125-126, B. D. Chambers, 10/54, D. B. Gupta Road,
Karol Bagh, New Delhi - 110005 (INDIA)
Ph. (O) 91-11-41548580 Telefax 91-11-47528088
E-mail info@aknassociates.in, aknconsult@gmail.com
Visit us www.aknassociates.in

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014]*

To,

Mr. Mukesh Sukhija Chairman of 33rd Annual General Meeting,
Vani Commercials Limited
'AASTHA', LP-11C, Pitampura,
New Delhi 110034

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting process as well as E-Voting at the 33rd Annual General Meeting of the Members of Vani Commercials Limited ("the Company") held on Wednesday, September 30, 2020 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Kavita, Practicing Company Secretary and Partner, M/s A. K. Nandwani & Associates, Company Secretaries in whole-time practice, appointed by the Board of Directors of the Company at the meeting held on August 26, 2020 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and e-voting during the 33rd Annual General Meeting (AGM) of the Company held on September 30, 2020 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules and General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated August 26, 2020.



Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated August 26, 2020, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. September 23, 2020 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 9:00 A.M. on September 26, 2020 and end at 5:00 P.M. on September 29, 2020, when remote e-voting was blocked by CDSL.
4. Facility of e-voting were provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. After Conclusion of Voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 04:42 P.M., in the presence of two witnesses, Ms. Sushmita Krishna and Ms. Heena neither of whom are in employment of the Company.
6. Based on the report generated from CDSL's e-voting website www.evotingindia.com, which I have scrutinized, the consolidated results of voting are reported as under:

ORDINARY BUSINESS

Item No. 1 — As an Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2020 including the Reports of the Auditors & Board of Directors thereon.



	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	45	575687	6	212400	51	788087	100.00
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	-	-	-	-	-	-	-
Total	47	575689	6	212400	53	788089	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated August 26, 2020 has been passed with Requisite Majority.

Item No. 2 — As an Ordinary Resolution

To appoint a Director in place of Ms. Neha Ashish Karia (DIN: 07894660), who retires by rotation and being eligible, offers herself for re-appointment.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	45	575687	6	212400	51	788087	100.00
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	-	-	-	-	-	-	-
Total	47	575689	6	212400	53	788089	100.00

#Except Ms. Neha Ashish Karia and her relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, the resolution set out at Item No. 2.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated August 26, 2020 has been passed with Requisite Majority.



SPECIAL BUSINESS

Item No. 3 — As an Ordinary Resolution

Appointment of Mr. Jitender Kumar Juneja as Director.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	45	575687	4	196700	49	772387	98.17
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	-	-	2	15700	2	15700	1.99
Total	47	575689	6	212400	53	788089	100.00

#Except Mr. Jitender Kumar Juneja and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, 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 August 26, 2020 has been passed with Requisite Majority.

Item No. 4 — As an Ordinary Resolution

Appointment of Mr. Jitender Kumar Juneja as Managing Director.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	45	575687	4	196700	49	772387	98.17
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	-	-	2	15700	2	15700	1.99
Total	47	575689	6	212400	53	788089	100.00

#Except Mr. Jitender Kumar Juneja and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, the resolution set out at Item No. 4.



Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated August 26, 2020 has been passed with Requisite Majority.

Item No. 5 — As an Ordinary Resolution

Appointment of Mr. Mukesh Sukhija as Director.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	42	428487	6	212400	48	640887	81.33
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	3	147200	-	-	3	147200	18.67
Total	47	575687	6	212400	53	788089	100.00

#Except Mr. Mukesh Sukhija and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, the resolution set out at Item No. 5.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the AGM Notice of the Company dated August 26, 2020 has been passed with Requisite Majority.

Item No. 6 — As an Ordinary Resolution

Appointment of Mr. Naresh Kumar Mansharamani as Independent Director.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	45	575687	6	212400	51	788087	100.00
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	-	-	-	-	-	-	-
Total	47	575689	6	212400	53	788089	100.00

#Except Mr. Naresh Kumar Mansharamani and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, the resolution set out at Item No. 6.



Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated August 26, 2020 has been passed with Requisite Majority.

Item No. 7 — As a Special Resolution

To approve the Terms of Loan Agreement for conversion into Equity.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	43	556687	5	112400	48	669087	84.90
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	2	19000	1	100000	3	119000	15.10
Total	47	575689	6	212400	53	788089	100.00

#Except Ms. Pooja Bhatia and her relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, the resolution set out at Item No. 7.

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated August 26, 2020 has been passed with Requisite Majority.

Item No. 8 — As a Special Resolution

To consider the revision in the borrowing limits.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	45	575687	6	212400	51	788087	100.00
Voted against the Resolution	2	2	-	-	2	2	-
Invalid votes	-	-	-	-	-	-	-
Total	47	575689	6	212400	53	788089	100.00



Based on the aforesaid results, Special Resolution as contained in Item No. 8 of the AGM Notice of the Company dated August 26, 2020 has been passed with Requisite Majority.

7. Twenty-Five (25) members were present in person and all the resolutions are passed with requisite majority.
8. All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of the 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairperson for safe keeping.

Thanking you,

Yours faithfully,

For A. K. Nandwani & Associates



Kavita

(Kavita)

Partner

M. No.: F9115

C.P. No.: 10641

UDIN: F009115B000833345

Place: New Delhi

Date: 01.10.2020

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were blocked from CDSL's e-voting website www.evotingindia.com in our presence on September 30, 2020 at 04:42 P.M.

Heena

Name: Heena
Address: 4443, Gali Bahujji, Karkha
Nahari Singh, Bahari Dikhaj
Delhi - 110006

Sushmita

Name: Sushmita Kaishma
Address: HNO-6761, Block-10 Street No-3
Dev Nagar, Kirti Nagar, Delhi-110005

Counter Signed by the Chairman

Signature:

Mukesh Sukhija
MUKESH SUKHIIJA
CHAIRMAN
VANI COMMERCIALS LTD