

General information about company

| | |
|--|--------------------------|
| Scrip code | 538918 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE661Q01017 |
| Name of the entity | VANI COMMERCIALS LIMITED |
| Date of start of financial year | 01-04-2022 |
| Date of end of financial year | 31-03-2023 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2023 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Name of board of directors explanatory | | | | | | | | | | | | | | | | | |
|--|--------------------------------------|-------------------------|-------------------------|--|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|
| Does the entity have a Regular Chairperson | | | | Yes | | | | | | | | | | | | | |
| Is the Chairperson related to MD or CEO | | | | Yes | | | | | | | | | | | | | |
| | | | | Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | |
| Sl. No. | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directors in this entity (Refer Regulation 17A of Listing Regulations) |
| 389 | Executive Director | Chairperson | MD | 04-03-1974 | No | | | | Active | NA | | 28-05-2022 | | | | 1 | 1 |
| 388 | Executive Director | Not Applicable | | 05-02-1979 | No | | | | Active | NA | | 25-01-2022 | | | | 1 | 1 |
| 387 | Non-Executive - Independent Director | Not Applicable | | 20-12-1971 | No | | | | Active | No | | 25-07-2020 | | | 60 | 2 | 2 |
| 339 | Non-Executive - Independent Director | Not Applicable | | 28-07-1976 | No | | | | Active | No | | 05-02-2021 | | | 60 | 1 | 1 |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00398839 | MANOJ KUMAR PAHWA | Non-Executive - Independent Director | Chairperson | 05-02-2021 | | |
| 2 | 07160387 | NARESH KUMAR MANSARAMANI | Non-Executive - Independent Director | Member | 25-07-2020 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|------------------------------|---|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 07160387 | NARESH KUMAR MANSHARAMANI | Non-Executive - Independent Director | Chairperson | 25-07-2020 | | |
| 2 | 00398839 | MANOJ KUMAR PAHWA | Non-Executive - Independent Director | Member | 05-02-2021 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00398839 | MANOJ KUMAR PAHWA | Non-Executive - Independent Director | Chairperson | 05-02-2021 | | |
| 2 | 07160387 | NARESH KUMAR MANSARAMANI | Non-Executive - Independent Director | Member | 25-07-2020 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 14-11-2022 | | | | Yes | 4 | 4 | 2 |
| 2 | | 10-02-2023 | | | Yes | 4 | 4 | 2 |
| 3 | | 31-03-2023 | 48 | | Yes | 4 | 4 | 2 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Nomination and remuneration committee | 31-03-2023 | | | | Yes | 2 | 2 | 2 | 0 |
| 2 | Audit Committee | 14-11-2022 | | | | Yes | 2 | 2 | 2 | 0 |
| 3 | Audit Committee | 10-02-2023 | | | | Yes | 2 | 2 | 2 | 0 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | NA | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

Annexure 1**VI. Affirmations**

| Sr | Subject | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | ISHITA AGARWAL |
| 2 | Designation | Company Secretary and Compliance Officer |

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|----|---|-------------------------------|--|---|
| 1 | Details of business | Yes | | https://vanicommercials.com/company-profile/ |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://vanicommercials.com/wp-content/uploads/2019/06/VANI_TERMS-AND-CONDITIONS-OF-APPOINTMENT-OF-INDEPENDENT-DIRECTORS.pdf |
| 3 | Composition of various committees of board of directors | Yes | | https://vanicommercials.com/company-profile/ |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://vanicommercials.com/code-of-conduct/ |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://vanicommercials.com/wp-content/uploads/2023/02/WHISTLE-BLOWER-POLICY_AMENDED.pdf |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://vanicommercials.com/wp-content/uploads/2023/02/CRITERIA-FOR-MAKING-PAYMENTS-TO-NED-AND-ID_VANI-1.pdf |
| 7 | Policy on dealing with related party transactions | Yes | | https://vanicommercials.com/wp-content/uploads/2023/02/VANI_RPT-POLICY_2023.pdf |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://vanicommercials.com/wp-content/uploads/2023/02/MATERIAL-SUB-POLICY_AMENDED-1.pdf |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://vanicommercials.com/wp-content/uploads/2019/06/FRAWEWOK-FOR-FAMILIARIZATION-PROGRAM-FOR-INDEPENDENT-DIRECTORS.pdf |

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|----|--|-------------------------------|--|---|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://vanicommercials.com/contact-us/ |
| 11 | email address for grievance redressal and other relevant details | Yes | | https://vanicommercials.com/contact-us/ |
| 12 | Financial results | Yes | | https://vanicommercials.com/https-www-vanicommercials-com-page_id11/ |
| 13 | Shareholding pattern | Yes | | https://vanicommercials.com/https-www-vanicommercials-com-page_id11/ |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | | |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://vanicommercials.com/https-www-vanicommercials-com-page_id11/ |
| 18 | Credit rating or revision in credit rating obtained | NA | | |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | | |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | https://vanicommercials.com/https-www-vanicommercials-com-page_id11/ |
| 21 | Materiality Policy as per Regulation 30 | Yes | | https://vanicommercials.com/wp-content/uploads/2023/02/POLICY-ON-DETERMINATION-OF-MATERIALTY-OF-EVENTS_VANI_2023.pdf |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | NA | | |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | https://vanicommercials.com/https-www-vanicommercials-com-page_id11/ |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-----------------------|-------------------------------|--|
| 11 | Risk Assessment & Management | 17(9) | NA | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------------------|-------------------------------|--|
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 24 | Vigil Mechanism | 22 | Yes | |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6), (7) & (8) | Yes | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA | |
| 27 | Approval for material related party transactions | 23(4) | NA | |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | NA | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA | |

Annexure II**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | |
| 32 | Alternate Director to Independent Director | 25(1) | Yes | |
| 33 | Maximum Tenure | 25(2) | Yes | |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 35 | Familiarization of independent directors | 25(7) | Yes | |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 37 | D & O Insurance for Independent Directors | 25(10) | NA | |
| 38 | Memberships in Committees | 26(1) | Yes | |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | NA | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | ISHITA AGARWAL |
| 2 | Designation | Company Secretary and Compliance Officer |

Annexure II

III. Affirmations

| Sr | Particulars | Compliance status (Yes/No/NA) |
|-----------|--|--|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| | Any other information to be provided | |

Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | ISHITA AGARWAL |
| 2 | Designation | Company Secretary and Compliance Officer |

| Additional Half yearly Disclosure | | |
|--|------------------------|--|
| Applicability of disclosure | Not Applicable | |
| Reason for Non Applicability | Textual Information(1) | |

| | |
|------------------------|----------------|
| Text Block | |
| Textual Information(1) | NOT APPLICABLE |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | ISHITA AGARWAL |
| Designation of person | Company Secretary and Compliance Officer |
| Place | NEW DELHI |
| Date | 11-04-2023 |

