



VANI COMMERCIALS LIMITED

27th September, 2024

**The Listing Department
BSE Limited
25th Floor, P J Towers Dalal Street
Mumbai, Maharashtra- 400001**

Sub: Scrutinizer's Report for E-Voting for 37th AGM of the Company

Ref: Vani Commercials Limited (Scrip Code: 538918)

Dear Sir/Madam,

This is with reference to the captioned subject, please find enclosed herewith Scrutinizer's Report issued by Ms. Anuradha Malik, Partner, appointed as Scrutinizer for conducting E-voting process of the 37th AGM of the Company.

This is for your information and record.

Thanking You

Yours' Faithfully
FOR VANI COMMERCIALS LIMITED

**ISHITA AGARWAL
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. A65528
ADD: Khasra No. 19/4, Kamruddin Nagar,
Near Butterfly Sr. Sec School,
Najafgarh Road, Nangloi, Delhi-110041**



Anuradha Malik
Practicing Company Secretary
(Peer Reviewed)

Address: H.No. 61, VPO Jauli, Sonipat, Haryana-131301
M. No: +91 9034571110, Email: csanuradhamalik@gmail.com

Date: 27th September, 2024

To
Mr. Vishal Abrol
The Chairperson of 37th AGM
Vani Commercials Limited
Khasra No. 19/4, Kamruddin Nagar,
Near Butterfly Sr. Sec School,
Najafgarh Road, Nangloi, Delhi-110041

Sub.: Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the Annual General Meeting of Vani Commercials Limited held on Friday, 27th September, 2024 at 12:00 Noon through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Dear Sir,

Please find enclosed herewith the **Scrutinizer's Report** on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the Annual General Meeting of Vani Commercials Limited held on **Friday, 27th September, 2024 at 12:00 Noon** through Video Conferencing.

This is for your information and records.

Thanking You,

YOURS SINCERELY,

Anuradha Malik

Practicing Company Secretary

**ANURADHA
MALIK**

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pseudonym=kGhSPyHmENb7sbic0A0mJDNBs0p3mOz,
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Date: 2024.09.27 18:08:30 +05'30'

Membership No: 60626

COP - 27205

Encl: As Above



Anuradha Malik
Practicing Company Secretary
(Peer Reviewed)

Address: H.No. 61, VPO Jauli, Sonipat, Haryana-131301
M. No: +91 9034571110, Email: csanuradhamalik@gmail.com

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]

Date: 27th September, 2024

To
Mr. Vishal Abrol
The Chairperson of 37th AGM
Vani Commercials Limited
Khasra No. 19/4, Kamruddin Nagar,
Near Butterfly Sr. Sec School,
Najafgarh Road, Nangloi, Delhi-110041

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting and voting through electronic Voting system at the Annual General Meeting of Vani Commercials Limited ("the Company") held on Friday, 27th September, 2024 at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Anuradha Malik, Company Secretary in Whole-Time Practice, appointed by the Board of Directors of the Company at the meeting held on 30th August, 2024 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 electronic voting held during the Annual General Meeting (AGM) of the Company held on Friday, 27th September, 2024 at 12:00 Noon 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 Companies Act, 2013 and Rules made there under and General Circular Nos. 14/2020, 17/2020, 20/2020, 39/2020, 02/2021, 20/2021, 2/2022, 10/2022, 11/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, December 8, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 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 21st June, 2024 and SEBI Circulars dated 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2024 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Companies Secretaries of India and any other applicable law, rules and regulations (including any statutory modification and re-enactment(s) thereof, for the time being in force).

**ANURADHA
MALIK**

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Scrutinizer's Responsibility

My 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 30th August, 2024 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. Friday, 20th September, 2024 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at Tuesday, 24th September, 2024 (9:00 A.M.) and ends on Thursday, 26th September, 2024 (5:00 P.M.) and after which the remote e-voting was blocked by CDSL.
4. Facility of e-voting was 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 i.e. Friday, 27th September, 2024 at 12:34 P.M., in the presence of two witnesses, Mr. Hitesh and Ms. Naveen neither of whom are in employment of the Company.
6. Based on the report generated from CDSL's e-voting website <https://www.evotingindia.com/> which I have scrutinized, the consolidated results of voting are reported as under:

**ANURADHA
MALIK**

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ORDINARY BUSINESSES

Item No. 1 — As an Ordinary Resolution

ADOPTION OF FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS 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	51	6011564	2	204637	53	6216201	99.83
Voted against the Resolution	5	10505	0	0	5	10505	0.17%
Total	56	6022069	2	204637	58	6226706	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 30th August, 2024 has been passed with Requisite Majority.

**ANURADHA
MALIK**

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Item No. 2 — As an Ordinary Resolution

APPOINTMENT OF MR. VISHAL ABROL (DIN: 06938389) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

	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	51	6011564	2	204637	53	6216201	99.83
Voted against the Resolution	5	10505	0	0	5	10505	0.17%
Total	56	6022069	2	204637	58	6226706	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 30th August, 2024 has been passed with Requisite Majority.

**ANURADHA
MALIK**

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Item No. 3 — As a Special Resolution

TO CHANGE THE DESIGNATION OF MRS. BINAL JENISH SHAH (DIN: 09371388), WHOLE-TIME DIRECTOR OF THE COMPANY TO NON- EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

	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	49	5944898	2	204637	51	6149535	99.83
Voted against the Resolution	5	10505	0	0	5	10505	0.17%
Total	54	5955403	2	204637	56	6160040	100

#Except Mrs. Binal Jenish Shah and her 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, Special Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 30th August, 2024 has been passed with Requisite Majority.

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

**ANURADHA
MALIK**

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SPECIAL BUSINESSES

Item No. 4 — As a Special Resolution

TO APPOINT MR. SHUBHAM ARORA (DIN: 08457037) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

	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	52	6021865	2	204637	54	6226502	100
Voted against the Resolution	4	204	0	0	4	204	0
Total	56	6022069	2	204637	58	6226706	100

#None of the Directors of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Based on the aforesaid results, Special Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 30th August, 2024 has been passed with Requisite Majority.

**ANURADHA
MALIK**

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SPECIAL BUSINESSES

Item No. 5 — As a Special Resolution

TO APPOINT MR. PRANAY KUMAR TAYAL (DIN: 10649067) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

	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	51	6011564	2	204637	53	6216201	99.83
Voted against the Resolution	5	10505	0	0	5	10505	0.17%
Total	56	6022069	2	204637	58	6226706	100

#None of the Directors of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Based on the aforesaid results, Special Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 30th August, 2024 has been passed with Requisite Majority.

**ANURADHA
MALIK**

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SPECIAL BUSINESSES

Item No. 6 — As an Ordinary Resolution

TO APPROVE REQUESTS RECEIVED FROM PERSONS BELONGING TO THE PROMOTER/PROMOTER GROUP FOR RECLASSIFICATION FROM “PROMOTER/PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY

	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	44	4996098	2	204637	46	5200735	99.80
Voted against the Resolution	6	10605	0	0	6	10605	0.20
Total	50	5006703	2	204637	52	5211340	100

#None of the Directors of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in 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 30th August, 2024 has been passed with Requisite Majority.

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

**ANURADHA
MALIK**

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7. Nineteen (19) 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 Annual General Meeting and the same shall be handed over thereafter to the Chairperson or Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,
ANURADHA

MALIK
ANURADHA MALIK
Practicing Company Secretary
M. NO.: 60626
C.P. NO.: 27205
Peer Review: 5632/2024
Place: Sonipat

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8b96e702fb47a8a217f7a2dbe43, cn=ANURADHA MALIK
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Date: 27th September, 2024
UDIN: A060626F001349166

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were unblocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 27th September, 2024 at 12:34 P.M.

Hitesh

Name: Mr. Hitesh Kumar
Address: H.No. 61, VPO Jauli,
Sonipat, Haryana-131301

Naveen

Name: Ms. Naveen
Address: H.No. 61, VPO Jauli,
Sonipat, Haryana-131301

Counter Signed by the Chairperson

For Vani Commercials Limited

Signature:  Director/Auth. Sign.