

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Dear Member(s),

NOTICE is hereby given that the **First (1<sup>st</sup>)** Extra-Ordinary General Meeting (EGM) of the members of **Vani Commercials Limited** for the Financial Year **2024-25** is scheduled to be held on **Saturday, 8<sup>th</sup> February, 2025** at **12:00 Noon (IST)** through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business(es):

**SPECIAL BUSINESS(ES)**

**ITEM NO. 1:**

**TO APPOINT MR. GAURAV MALHOTRA (DIN:07351641) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

**To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“**the Act**”) and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Gaurav Malhotra (DIN: 07351641) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 11<sup>th</sup> November, 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 11<sup>th</sup> November, 2024 to 10<sup>th</sup> November, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Gaurav Malhotra (DIN:07351641) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Mr. Vishal Abrol (DIN: 06938389), Managing Director and/or Ms. Ishita Agarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 2:**

**TO APPOINT MRS. ISHITA JINDAL (DIN:10907315) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

**To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (**“the Act”**) and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mrs. Ishita Jindal (DIN: 10907315) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 15<sup>th</sup> January, 2025, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 15<sup>th</sup> January, 2025 to 14<sup>th</sup> January, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Ishita Jindal (DIN: 10907315) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Mr. Vishal Abrol (DIN: 06938389), Managing Director and/or Ms. Ishita Agarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board  
For Vani Commercials Limited**

**Sd/-  
Ishita Agarwal  
Company Secretary and Compliance Officer  
M.No: A65528**

**Date: 15<sup>th</sup> January, 2025**

**Place: Delhi**

**Regd Office: Khasra No. 19/4, Kamruddin Nagar,  
Near Butterfly Sr. Sec School, Najafgarh Road,  
Nangloi, Delhi-110041**

**CIN: L74899DL1988PLC106425**

**Email id: [cs@vanicommercials.com](mailto:cs@vanicommercials.com)**

**NOTES:**

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto.
2. Corporate Members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, pursuant to Section 113 of the Act, the Corporate Members are requested to send a certified copy (in PDF/ JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the EGM, through e-mail at [info@vanicommercials.com](mailto:info@vanicommercials.com).
3. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022, 09/2023 and 09/2024, dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022, 25 September, 2023 and 19 September, 2024 respectively ('MCA Circulars'), permitted the holding of EGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC/OAVM facility. The Deemed Venue for the EGM shall be the Registered Office of the Company. Since this EGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), the members will be able to attend the meeting through VC/ OAVM and therefore the facility to appoint proxies will not be available for this meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.
4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment at the Meeting is annexed to the Notice as **ANNEXURE-A**.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Revised Secretarial Standards - 2 w.e.f. 1<sup>st</sup> April, 2024 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
6. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.vanicommercials.com](http://www.vanicommercials.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) The EGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com) and also on the website of the Registrar and Share Transfer Agent (RTA), i.e. Skyline Financial Services Private Limited at [www.skylinerta.com](http://www.skylinerta.com). Members may also note that the Notice of the EGM will also be available on the Company's website [www.vanicommercials.com](http://www.vanicommercials.com) for download.
7. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. [info@vanicommercials.com](mailto:info@vanicommercials.com)
8. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 5, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM

through VC/OAVM. The detailed Instructions for attending EGM through VC/ OAVM is annexed to the Notice as **Annexure-B**

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 5, 2022, September 25, 2023 and September 19, 2024, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. The detailed instruction for remote E-Voting and E-Voting at EGM is annexed to the Notice as **Annexure-B**

The participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.

10. Mr. Shailendra Kumar Roy (M. No: 25823 and CoP:11738), Proprietor, M/s Shailendra Roy & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of EGM) in a fair and transparent manner.

11. The Remote e-voting period commences on **Wednesday, 5<sup>th</sup> February, 2025 (9:00 A.M.)** and ends on **Friday, 7<sup>th</sup> February, 2025 (5:00 P.M.)** During this period, Members holding shares either in physical form or demat form, as on **Saturday, 1<sup>st</sup> February, 2025** i.e. the Cut-Off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

12. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-Off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on Cut-Off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.

13. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.vanicommercials.com](http://www.vanicommercials.com) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.

**ANNEXURE-A TO THE NOTICE**

**DISCLOSURE PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“ICSI”), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/~~RE-APPOINTMENT~~ IS PROVIDED HEREIN BELOW:**

<b>Name of Director &amp; DIN</b>	Mr. Gaurav Malhotra (DIN: 07351641)	Mrs. Ishita Jindal (DIN: 10907315)
<b>Age</b>	41 years	31 Years
<b>Date of Appointment by the Board of Directors</b>	11 <sup>th</sup> November, 2024	15 <sup>th</sup> January, 2025
<b>Brief Resume/justification for choosing the appointee as Independent Director and nature of expertise in functional areas</b>	He is having more than 10 years of experience in finance industry and has tie ups with various banking and financial institutions.	She is a seasoned Product Manager with 7+ years of experience in the fintech and tech-driven industries, Ishita combines expertise in product development, user research, and data-driven decision-making to deliver impactful solutions. She has a range of experiences with specialization in data analytics, product management, financial analysis and artificial intelligence
<b>Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se</b>	NIL	NIL
<b>Terms and conditions of appointment or re – appointment</b>	Mr. Gaurav Malhotra will be appointed as Non-Executive Independent Director of the company and whose office shall not be liable to retire by rotation. His appointment shall be effective for a term of 5 years commencing from 11 <sup>th</sup> November, 2024 till 10 <sup>th</sup> November, 2029 (both days inclusive).	Mrs. Ishita Jindal will be appointed as Non-Executive Independent Director of the company and whose office shall not be liable to retire by rotation. Her appointment shall be effective for a term of 5 years commencing from 15 <sup>th</sup> January, 2025 till 14 <sup>th</sup> January, 2030 (both days inclusive).
<b>The remuneration last drawn</b>	NIL	NIL
<b>The number of Meetings of the Board attended during the year</b>	In Financial Year 2024-25, he has attended 1 Board Meeting as Special Invitee.	NIL
<b>No. of Directorships held in other listed Companies</b>	NIL	NIL
<b>Memberships / Chairmanships of Committees of other listed Companies</b>	NIL	NIL
<b>Number of shares held in the Company</b>	NIL	NIL
<b>Skills and Capabilities</b>	Vast experience in finance industry.	She has a range of experiences with specialization in data analytics, product management, financial analysis and artificial intelligence

**By Order of the Board  
For Vani Commercials Limited  
Sd/-  
Ishita Agarwal  
Company Secretary and Compliance Officer  
M.No: A65528**

Date: 15<sup>th</sup> January, 2025  
Place: Delhi  
Regd Office: Khasra No. 19/4, Kamruddin Nagar,  
Near Butterfly Sr. Sec School, Najafgarh Road,  
Nangloi, Delhi-110041  
CIN: L74899DL1988PLC106425  
Email id: [cs@vanicommercials.com](mailto:cs@vanicommercials.com)

## ANNEXURE-B TO THE NOTICE

### CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.vanicommercials.com](http://www.vanicommercials.com) The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) . The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS  
ARE AS UNDER:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) Remote e-voting period shall commence on **Wednesday, 5<sup>th</sup> February, 2025** and end on **Friday, 7<sup>th</sup> February, 2025** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the **Cut-off date**, i.e. **Saturday, 1<sup>st</sup> February, 2025** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>
	<ol style="list-style-type: none"> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or</li> </ol>



	joining virtual meeting & voting during the meeting
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	4) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the</li> </ul>

	Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of the Company for Vani Commercials Limited i.e, **250115004**
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@vanicommercials.com](mailto:cs@vanicommercials.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1.The procedure for attending meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- 2.The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3.Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5.Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6.Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7.Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8.Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9.Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- 10.If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [cs@vanicommercials.com](mailto:cs@vanicommercials.com) and/or RTA email at [virenr@skylinerta.com](mailto:virenr@skylinerta.com).

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANES ACT, 2013

### ITEM NO. 1:

Post reviewing of confirmation of Independence received from Mr. Gaurav Malhotra (DIN: 07351641), under Section 149(6) of the Companies Act, 2013 (**“the Act”**) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 11<sup>th</sup> November, 2024 has considered and approved the appointment of Mr. Gaurav Malhotra as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 11<sup>th</sup> November, 2024 till the conclusion of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

The Company has received declaration from Mr. Gaurav Malhotra that he did not have or had any prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Gaurav Malhotra fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that he is Independent of the management. Mr. Gaurav Malhotra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Regulation 25(8) of SEBI Listing Regulations and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Gaurav Malhotra is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India (“ICSI”) is provided as **Annexure-A**.

The Board in its meeting held on 11<sup>th</sup> November, 2024 has recommended to the shareholders his appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 11<sup>th</sup> November, 2024 till 10<sup>th</sup> November, 2029 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 1 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Gaurav Malhotra (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

### ITEM NO. 2

Post reviewing of confirmation of Independence received from Mrs. Ishita Jindal (DIN: 10907315) under Section 149(6) of the Companies Act, 2013 (**“the Act”**) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 15<sup>th</sup> January, 2025 has considered and approved the appointment of Mrs. Ishita Jindal as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 15<sup>th</sup> January, 2025 till the conclusion of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

The Company has received declaration from Mrs. Ishita Jindal that she did not have or had any prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mrs. Ishita Jindal fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that she is Independent of the management. Mrs. Ishita Jindal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Regulation 25(8) of SEBI Listing Regulations and she has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mrs. Ishita Jindal is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure-A**.

The Board in its meeting held on 15<sup>th</sup> January, 2025 has recommended to the shareholders her appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 15<sup>th</sup> January, 2025 till 14<sup>th</sup> January, 2030 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 2 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mrs. Ishita Jindal (whose appointment is proposed in the resolution) and her relatives, are in any way concerned or interested in the resolution.

**By Order of the Board  
For Vani Commercials Limited**

**Sd/-**

**Ishita Agarwal  
Company Secretary and Compliance Officer  
M.No: A65528**

**Date: 15<sup>th</sup> January, 2025**

**Place: Delhi**

**Regd Office: Khasra No. 19/4, Kamruddin Nagar,  
Near Butterfly Sr. Sec School, Najafgarh Road,  
Nangloi, Delhi-110041**

**CIN: L74899DL1988PLC106425**

**PEmail id: [cs@vanicommercials.com](mailto:cs@vanicommercials.com)**