



8th February, 2025

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

Sub: Scrutinizer's Report for E-Voting for EGM 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 Mr. Shailendra Kumar Roy, Proprietor, M/s Shailendra Roy & Associates, Company Secretaries appointed as Scrutinizer for conducting E-voting process of the 1st EGM for fy 2024-25 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

Shailendra Roy & Associates

Company Secretaries

B-147/B, Gali No.-2, Mohan Baba
Nagar, Tajpur Extn.
Badarpur, New Delhi-110044.
Email ID: shailenderes@gmail.com
Phone No. : 09211214509

Date: 8th February 2025

Mr. Vishal Abrol
The Chairperson of 1st EGM (2024-25)
Vani Commercials Limited
CIN NO:-L74899DL1988PLC106425
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 Extra-Ordinary General Meeting (EGM) of Vani Commercials Limited held on Saturday, 8th February, 2025 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 Extra-ordinary General Meeting of Vani Commercials Limited held on **Saturday, 8th February, 2025 at 12:00 Noon** through Video Conferencing.

This is for your information and records.

Thanking You,

YOURS SINCERELY,
Shailendra Kumar Roy
Practicing Company Secretary



Membership No. 25823

COP - 11738

Encl: As Above

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: 8th February, 2025

Mr. Vishal Abrol

The Chairperson of 1st EGM (2024-25)

Vani Commercials Limited

CIN NO:-L74899DL1988PLC106425

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 Extra-Ordinary General Meeting (EGM) of Vani Commercials Limited held on Saturday, 8th February, 2025 at 12:00 Noon through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Dear Sir,

I, Shailendra Kumar Roy, Company Secretary in Whole-Time Practice, appointed by the Board of Directors of the Company at the meeting held on 15th January, 2025 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 1st Extra-Ordinary General Meeting (EGM) of the Company for FY 2024-25 held on Saturday, 8th February, 2025 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, September 25, 2023 and September 19, 2024 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 EGM on the resolutions contained in the EGM Notice dated 15th January, 2025 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).



Scrutinizer's Responsibility

My Responsibility as Scrutinizer for the remote e-voting and e-voting during the EGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of EGM dated 15th January, 2025 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 EGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the EGM were transacted through remote e-voting and also e-voting during the EGM, 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. Saturday, 1st February, 2025 were entitled to cast their votes by remote e-voting or e-voting during the EGM.
3. Voting through remote e-voting commenced at Wednesday, 5th February, 2025 (9:00 A.M.) and ends on Friday, 7th February, 2025 (5:00 P.M.) and after which the remote e-voting was blocked by CDSL.
4. Facility of e-voting was provided during the EGM to those Members who did not cast their votes by remote e-voting prior to the EGM.
5. After Conclusion of Voting at the EGM, the votes cast through e-voting during the EGM and remote e-voting were unblocked on the same day i.e. Saturday, 8th February, 2025 at 12:56 P.M., in the presence of two witnesses Mr. Mushahid Hussain and Mr. Pawan Kamat, 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:



SPECIAL BUSINESS

Item No. 1 — As a Special Resolution

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

	Remote e-voting		E-voting during the EGM		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	33	3738568	2	3	35	3738571	100
Voted against the Resolution	5	5	0	0	5	5	0
Total	38	3738573	2	3	40	3738576	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. 1

Based on the aforesaid results, Special Resolution as contained in Item No. 1 of the EGM Notice of the Company dated 15TH January, 2025 has been passed with Requisite Majority.



SPECIAL BUSINESS

Item No. 2 — As a Special Resolution

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

	Remote e-voting		E-voting during the EGM		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	33	3738568	2	3	35	3738571	100
Voted against the Resolution	5	5	0	0	5	5	0
Total	38	3738573	2	3	40	3738576	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. 2.

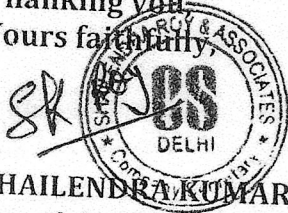
Based on the aforesaid results, Special Resolution as contained in Item No. 2 of the EGM Notice of the Company dated 15th January, 2025 has been passed with Requisite Majority.

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.



7. Thirty-three (33) 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 Extra-Ordinary 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,



SHAILENDRA KUMAR ROY
Practicing Company Secretary
M. NO.: 25823
C.P. NO.: 11738
Peer Review: 3605/2025
Place: Delhi
Date: 8TH February, 2025
UDIN:-A025823F003901101

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the EGM were unblocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 8th February, 2025 at 12:56 P.M.

Name: Mr. Mushahid Hussain
Address: 36, Chawla Complex, A-215,
Shakarpur, Vikas Marg, New Delhi-110092

Name: Pawan Kamat
Address: B-147B, Street No. 2, Mohan Baba
Nagar, Badarpur, New Delhi-110044

Counter Signed by the Chairperson

Signature

