

24TH OCTOBER, 2025

TO
THE LISTING DEPARTMENT
BSE LIMITED,
25TH FLOOR, PHIROZEJEEJEEBHOY TOWERS,
DALAL STREET MUMBAI, MAHARASHTRA – 400001

SUBJECT: OUTCOME OF BOARD MEETING UNDER REGULATION 30 OF
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

REF: VANI COMMERCIALS LIMITED (SCRIP CODE: 538918)

Meeting Conclusion Time: 05:00 P.M.

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Board in its meeting held today, i.e. on Friday, 24th October, 2025 at 04:00 P.M. through Video Conferencing and concluded at 05:00 P.M. has inter alia to consider and approve the following:

1. The Board has approved Monday, 20th October, 2025 as the Relevant date in terms of explanation to Regulation 161 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of calculation of issue price with respect to proposed preferential issue of Equity shares. Further, the Board took note the Valuation Report of Issue Price for the proposed issue of 1. equity shares on preferential basis issued by Mr. Abhinav Rajvanshi, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11765) in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. Issuance of 32241667 (Three Crore Twenty Two Lakhs Forty One Thousand Six Hundred Sixty-Seven) Equity Shares of face value of Rs 10/- each on preferential basis to Promoter Shareholder/Non-Promoters or Public category Investors in cash in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and subject to other applicable laws and the shareholders of the Company at the forthcoming Extra-Ordinary General Meeting.



The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with Disclosure under Regulation 30 of SEBI Listing Regulations read with Clause 2 of Para A of Part A of Schedule III of SEBI Listing Regulations and with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith and marked as **ANNEXURE-I**.

3. The Board considered and approved Increase in Authorized share capital of the Company pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and in accordance with the Articles of Association of the Company from the existing Authorized share Capital of Rs. 13,05,00,000/- (Rupees Thirteen Crore Five Lakh Only) divided into 13050000 (One Crore Thirty Lakh Fifty Thousand) Equity shares of Rs.10/- each to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore) Equity shares of Rs.10/- each and accordingly to amend Clause V of the Memorandum of Association of the Company subject to the approval of the shareholders of the Company in the forthcoming Extra-Ordinary General Meeting.

The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith and marked as **ANNEXURE- II**.

4. Considered and approved alteration in the main objects clause of the Memorandum of Association (“MOA”) of the Company, subject to the approval of the members in the upcoming Extra-Ordinary General Meeting of the Company.

Disclosure under Regulation 30 of SEBI Listing Regulations read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as **ANNEXURE-III**.

5. Considered and approved the adoption of Memorandum of Association (“MOA”) of the Company in compliance with the provisions of Companies Act, 2013, subject to the approval of members in the forthcoming Extra-Ordinary General Meeting of the Company.

Disclosure under Regulation 30 of SEBI Listing Regulations read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as **ANNEXURE-IV**.





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CIN -L74899DL1988PLC106425

6. Considered and approved the adoption of Articles of Association (“AOA”) of the company in compliance with the provisions of Companies Act, 2013, subject to the approval of members in the forthcoming Extra-Ordinary General Meeting of the Company.

Disclosure under Regulation 30 of SEBI Listing Regulations read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as **ANNEXURE-V**.

7. Considered and approved the appointment of Mr. Devender Singh (ICSI M.No: A76094 and CoP: 28056), proprietor of M/s Devender Singh and Associates, Practicing Company Secretary(ies) as Scrutinizer for conducting the Remote E-voting/ E-voting process in a fair and transparent manner;

8. The Notice of the Extra-Ordinary General Meeting scheduled to be held on Friday, 21st November, 2025 at 12:00 Noon through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”). The notice and other relevant documents shall be dispatched to shareholders in due course.

The Calendar of events is enclosed herewith and marked as **ANNEXURE-VI**.

This is for your kind information and record.

Thanking You.

FOR VANI COMMERCIALS LIMITED

VISHAL ABROL
MANAGING DIRECTOR
DIN: 06938389



ANNEXURE-I

DETAILS REGARDING PREFERENTIAL ISSUE

A. Category- Equity Shares

Particulars	Details of Securities Allotted
Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Maximum of 32241667 (Three Crore Twenty-Two Lakhs Forty-One Thousand Six Hundred Sixty-Seven)
Issue Price	Rs. 12/- per share (including Rs. 2/- as premium) calculated in accordance with Regulation 164 of the SEBI ICDR Regulations by the Registered Valuer
Additional information in case of preferential issue:	
Name and number of the Investor(s)	As per the list Enclosed below.
Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles)	N.A.
In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	



LIST OF PROPOSED ALLOTTEE

	Name	Category	Maximum No. of Equity shares to be Allotted
1	Vimal Kumar Sharma	NON-PROMOTER	458,333
2	Vinay Singh	NON-PROMOTER	458,333
3	Lakshmi Kant Sharma	NON-PROMOTER	333,333
4	Vinisha Singh	NON-PROMOTER	291,667
5	S & S Financial Services	NON-PROMOTER	208,333
6	Samiran Ghosh	NON-PROMOTER	250,000
7	Vineet Gupta	NON-PROMOTER	833,333
8	Novaxdigital Technologies And Services Limited [Formerly Bs Energy Vehicle Limited]	NON-PROMOTER	9,166,667
9	Vani Moto Private Limited	NON-PROMOTER	3,191,667
10	ASI Electric Mobility Private Limited	NON-PROMOTER	1,491,667
11	Kritish Technologies Private Limited	NON-PROMOTER	4,166,667
12	Sanjeev Garg	NON-PROMOTER	833,333
13	Krasna Impex Private Limited	NON-PROMOTER	2,083,333
14	Sonal Jain	NON-PROMOTER	83,333
15	Deepa Mehta	NON-PROMOTER	2,083,333



LIST OF PROPOSED ALLOTTEE

16	Stuti Jain	NON-PROMOTER	208,333
17	SN Capital Management Pvt. Ltd.	NON-PROMOTER	4,166,667
18	Akshat Batra	NON-PROMOTER	83,333
19	Nimandeep Singh	NON-PROMOTER	41,667
20	Pratul Agarwal	NON-PROMOTER	16,667
21	Adbhut Creations LLP	NON-PROMOTER	416,667
22	Ashok Kumar Garg HUF	NON-PROMOTER	208,333
23	Indu Sacheti	NON-PROMOTER	208,333
24	ESR Corporate Consultants LLP	NON-PROMOTER	208,333
25	Balram Bansal	NON-PROMOTER	291,667
26	Sri Professionals Private Limited	NON-PROMOTER	458,333
	Total		32,241,667

ANNEXURE-II

Disclosure under Regulation 30 read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

A brief detail of the proposed altered clause of Memorandum of Association pursuant to Increase in Authorized Share Capital of the Company is as follows:

“The Board in its meeting has considered and approved the alteration in Clause V of the Memorandum of Association of the Company by increasing the authorized share capital of the company by Rs. 36,95,00,000 (Thirty Six Crore Ninety Five Lakhs). The details have been set out as under:

“The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore) Equity shares of Rs.10/- each.”

The above alteration is subject to the approval of the members in the ensuing Extra-Ordinary General Meeting of the Company.



ANNEXURE- III

Disclosure under Regulation 30 read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

The Board of Directors considered and approved to add certain new business activities and consequently the Company is altering its main objects, thereby, the Board has proposed to alter Clause III(A) of the Memorandum of Association, subject to approval of the members in the forthcoming Extra-Ordinary General Meeting of the Company by way of replacing the existing sub clauses from 2 to 4 with the new sub clauses from 2 to 9.

Subsequent to the alteration, the main objects shall be read as under:

1. To carry on the business of providing long term finance for construction or purchase of houses, flats, apartments, premises in India for residential and other purposes and to promote, sponsor, undertake and execute all types and kinds of housing. house building, and house development scheme and projects. residential, non-residential, commercial, Industrial, and otherwise including schemes and projects or and all types and kinds of land development, with a view to assisting private individuals, parties and persons including bodies corporate to acquire and own houses, flats apartments and other types or units or accommodation for residential, dwelling commercial, industrial and other purposes and to help aid and assist in promotion, sponsorship and executing of all sorts of land development and housing and house building schemes and projects as may be sponsored, promoted or executed by or through the agencies of contractors, suppliers and manufacturers end to sell and offer for sale either in residential or other units and complexes and either against instalment payments or by outright purchases any such land buildings, houses, flats or apartments as may be developed, constructed, set up or promoted by the company or under the or with the help and assistance of the Company.
2. To carry on in India and elsewhere the business of providing financial technology and digital payment solutions, and to offer financial, technical, and advisory services, including but not limited to the issuance, management, distribution, and operation of prepaid instruments, digital wallets, stored value cards, vouchers, and similar instruments, whether in physical or electronic form, in accordance with applicable laws.
3. To provide payment aggregator and payment gateway services, including acquiring, processing, settlement, clearing, routing, authentication, and authorization of payment transactions through cards, UPI, net banking, mobile wallets, and other electronic means; and to design, develop, license, operate, and maintain mobile applications, software platforms, APIs, and other digital infrastructure to enable secure electronic payments, merchant acceptance, and related fintech solutions.



4. To provide technology-enabled financial services including bill payments, reconciliation, settlement, reporting, fraud prevention, risk management, customer support, loyalty programs, credit scoring, and data analytics, and to offer POS devices, QR code systems, checkout solutions, and other merchant enablement tools to individuals and enterprises.
5. To carry on the business of financing and lending, including but not limited to providing loans, advances, personal loans, vehicle loans, credit facilities, hire purchase, leasing, bill discounting, supply chain finance, consumer finance, business loans, housing loans, loans against property and any other financing and lending product to corporates, businesses, professionals, contractors, dealers, home buyers, individuals, others as permitted under applicable laws and subject to regulatory approvals.
6. To acquire, manage, and realize financial assets and stressed assets, including secured or unsecured debts, receivables, and loan portfolios from banks, financial institutions, corporations, or individuals, and to deal in, manage, or dispose of such assets, whether directly or through asset reconstruction, securitization, or assignment, in compliance with applicable law.
7. To act as insurance intermediary, corporate agent, or broker for life, health, general, and other classes of insurance, and to provide insurance aggregation, digital onboarding, policy comparison, claim assistance, and allied services through online or offline means, and to collaborate with insurance companies and other regulated entities for marketing, servicing, and technology partnerships.
8. To engage in the business of distribution, facilitation, and intermediation in shares, securities, mutual funds, bonds, commodities, derivatives, and investment products permitted under law, and to act as sub-broker, trading member, or investment intermediary, and to provide technology platforms, advisory, and back-office support for financial trading, portfolio management, and wealth management activities.
9. To undertake all such lawful activities as are incidental, ancillary, or conducive to the attainment of the above objects, including entering into collaborations, partnerships, or joint ventures with banks, NBFCs, financial institutions, service providers, or technology companies, and to acquire, hold, or dispose of movable or immovable property necessary for carrying on the business of the Company.



ANNEXURE-IV

Disclosure under Regulation 30 read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

The existing Memorandum of Association (“MOA”) of the Company is based on the erstwhile Companies Act, 1956. The Adoption of new set of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”).

The other/ancillary object clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act.

The existing Memorandum of Association (MOA) containing 'Clause III(B)' i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 1 to 27 be and hereby stands replaced by New 'Clause III(B)' i.e. “Matters which are necessary for furtherance of the Objects specified in 'Clause III(A)' containing the sub-clause no. 1 to 33. ‘Clause III(C)’ of the existing MOA containing sub-clause 1 to 17 i.e., “Other Objects” shall be deleted.

The Board at its meeting held today, i.e. 24th October, 2025 has approved the adoption of new set of Memorandum of Association of the Company, subject to the approval of members at the forthcoming Extra-Ordinary Meeting of the Company.



ANNEXURE-V

Disclosure under Regulation 30 read with Clause 14 of Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

The existing Articles of Association (“AOA”) of the Company are based on the provisions of the Companies Act, 1956 (the “erstwhile Act”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “new Act”).

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held today, i.e. 24th October, 2025 has approved the adoption of new set of Articles of Association of the Company, subject to approval of the members in the forthcoming Extra-Ordinary General Meeting of the Company.



ANNEXURE-VI

CALENDAR OF EVENTS

Sr. No.	Events	Dates
1	Date of BENPOS for sending of notice	Friday, 24th October, 2025
2	Date of completion of dispatch of notice with balance sheet	Latest by Thursday, 30th October, 2025
3	Cut of date for E-Voting	Friday, 14th November, 2025
4	Voting Start Date & time	Tuesday, 18th November, 2025 (9:00 A.M.)
5	Voting End Date & time	Thursday, 20th November, 2025 (5:00 P.M.)
6	Date & time of EoGM	Friday, 21st November, 2025 at 12:00 P.M.
7	Date of declaration of EoGM results	Latest by Monday, 24th November, 2025
8	Scrutinizer's name	Mr. Devender Singh (M.No: A76094 ; CoP: 28056)