Vani Commercials Limited
Loans | Investment | Insurance

+91 9560066230
info@vanicommercials.com
www.vanicommercials.com
CIN -L74899DL1988PLC106425

19th May, 2026

**To,**

**Department of Corporate Services,**
**BSE Limited**
**Floor 25, P J Towers, Dalal Street,**
**Mumbai- 400 001**

**SUBJECT: ANNUAL SECRETARIAL COMPLIANCE REPORT - REGULATION 24A OF SEBI (LODR) REGULATIONS, 2015**

**REF: VANI COMMERCIALS LIMITED (SCRIP CODE: 538918)**

Dear Sir,

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Mr. Shailendra Kumar Roy, M No. 25823, COP No. 11738), Proprietor, M/s Shailendra Roy & Associates, Practicing Company Secretary Firm for the financial year ended on 31st March, 2026.

Kindly take the same on your records.

Thanking You,
For **Vani Commercials Limited**

Nikita Pal
Digitally signed by Nikita Pal
Date: 2026.05.19 17:01:39 +05'30'

**Name: Nikita Pal**
**Company Secretary and Compliance Officer**
**M. No. A76450**

**Shailendra Roy & Associates**
Company Secretaries

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

## Annual Secretarial Compliance Report
## (Issued pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

### For Vani Commercials Limited for the year ended 31st March, 2026

I, Shailendra Kumar Roy, have examined:

(a) all the documents and records made available to us and explanation provided by Vani Commercials Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of:

(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:-

**(a)** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Applicable**

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Applicable**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Applicable**

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations, 2015; **Applicable**

(h) other regulations as applicable and circular/guidelines issued thereunder;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018 and circulars/ guidelines issued thereunder; **Applicable**

Sh

SHAILENDRA ROY & ASSOCIATES
CS
DELHI
Company Secretary

**Based on the above examination, I hereby report that, during the Review Period:**

**(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines (which ever applicable to the Company) issued hereunder, <u>except</u> in respect of matters specified below:-**

| S. No | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|
| 1. | Any Vacancy in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy | As per Regulation 6(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Vacancy in the office of the Compliance Officer was filled by the Listed Entity after three months from the date of such vacancy | PCS | Advisory | Vacancy in the office of Compliance Officer was filled by the Listed Entity after three months from the date of such vacancy | NA | During the period under review, it has been observed that Ms. Ishita Agarwal resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 17th October, 2025. Vacancy in the office of Compliance Officer should have been filled by 16th January, 2026. However, Ms. Nikita Pal was appointed as Company Secretary and Compliance Officer of the Company with effect from 24th February, 2026 | The Company could not find a suitable candidate for the position of Company secretary and Compliance Officer and could not complete the appointment within the prescribed timeline | - |
| 2 | The Listed Entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier | As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Listed entity did not ensure approval of shareholders for appointment of a person on the board of directors within a period of three months from the date of appointment | PCS | Advisory | Listed entity did not ensure approval of shareholders for appointment of a person on the board of directors within a period of three months from the date of appointment | NA | During the period under review, it has been observed that Mr. Ajay Kumar Tayal was appointed as Whole Time Director by the Board of Directors with effect from 29th May, 2025. However, approval of shareholders was taken at the 38th General Meeting of the Company held on 3rd September, 2025 | As the shareholders approval for appointment of Mr. Ajay Kumar Tayal as Whole-Time Director was due to be obtained by 28th August 2025. However, as the 38th AGM of the Company was also due, thereby the Board with its best efforts | - |

SHAILENDRA ROY & ASSOCIATES
CS
DELHI
Company Secretary

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | could convene the AGM only on 3rd September 2025, which resulted in delay of 6 days for obtaining the necessary shareholders approval for appointment of Mr. Ajay Kumar Tayal as Whole Time Director of the Company | |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| S. No | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)) | Observations made in the Secretarial Compliance report for the year ended | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---|---|---|---|---|---|---|
| NA | | | | | | |

I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements

| S. No. | Particulars | Compliance Status (Yes/No) | Observations/remarks by PCS |
|---|---|---|---|
| 1 | Secretarial Standards:<br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | Not Any |
| 2 | Adoption and timely updation of the Policies:<br><br>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities<br>• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | Not Any |
| 3 | Maintenance and disclosures on Website:<br><br>• The Listed entity is maintaining a functional website | Yes | Not Any |
| | • Timely dissemination of the documents/ information under a separate section on the website | Yes | Not Any |
| | • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | Not Any |

SHAILENDRA ROY & ASSOCIATES
CS
DELHI
Company Secretary

| | | | |
|---|---|---|---|
| 4 | Disqualification of Director:<br><br>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | Not Any |
| 5 | Details related to subsidiaries of listed entities have been examined w.r.t.:<br><br>(a) Identification of material subsidiary companies<br>(b) Disclosure requirement of material as well as other subsidiaries | NA | There is no subsidiary of the Company |
| 6 | Preservation of Documents:<br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | Not Any |
| 7 | Performance Evaluation<br><br>The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | Not Any |
| 8 | Related Party Transactions:<br><br>(a) The Listed entity has obtained prior approval of Audit Committee for all Related Party Transactions<br>(b) In case no prior approval obtained , the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee | Yes<br>NA | Not Any |
| 9 | Disclosure of events or information:<br><br>The Listed entity has provided all the required disclosure(s) under Regulation 30 with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | Not Any |
| 10 | Prohibition of Insider Trading:<br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | No | Not Any |
| 11 | Actions taken by SEBI or Stock Exchange(s) , if any:<br><br>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)<br>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | Yes | Waiver application with respect to SOP fines for Non-Compliance with Regulation 18 and 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2025 was rejected by BSE and the Company was directed to pay SOP fine of Rs. 4,74,360/- towards the same. The company made payment of the SOP fine towards the same on 7th August, 2025 |

SHAILENDRA ROY & ASSOCIATES · CS DELHI · Company Secretary

| | | | |
|---|---|---|---|
| 12 | Resignation of statutory auditors from the listed entity or its material subsidiaries.<br><br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities | Not Applicable | No resignation of Statutory Auditor during the FY 2025-26 |
| 13 | Additional Non-compliances, if any:<br><br>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above | Not Applicable | No other Non-Compliances during the FY 2025-26 |

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: NA

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Shailendra Roy & Associates**
**Practicing Company Secretary**

SHAILENDRA ROY & ASSOCIATES
CS
DELHI
Company Secretary

**Shailendra Kumar Roy**
**ACS No. 25823**
**C.P. No.-11738**
**UDIN: A025823H000399121**
**PR Certificate No.- 3605/2023**

**Date: 19.05.2026**
**Place: New Delhi**

**Shailendra Roy & Associates**

Company Secretaries

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

To
**The Members,**
**Vani Commercials Limited**
**Regd. Office:- 201 2nd Floor BMC House N Block, Near Maruti Suzuki Arena**
**Connaught Place, Central Delhi, New Delhi-110001.**

My report of the even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Shailendra Roy & Associates**
**(Company Secretaries)**

SHAILENDRA ROY & ASSOCIATES
CS
DELHI
Company Secretary

**Shailendra Kumar Roy**
**ACS No.:25823**
**C.P. No.: 11738**
**UDIN: A025823H000399121**
**PR Certificate No.- 3605/2023**

**Place: New Delhi**
**Dated: 19.05.2026**