

21ST November, 2025

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

Subject: Announcement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Vani Commercial Limited (Scrip Code: 538918)

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") we hereby wish to inform you that the shareholders at their extra-ordinary general meeting held on Friday, 21st November, 2025 at 12:00 Noon has approved the following agendas:

1. The Alteration in the Memorandum of Association and Adoption of New Set of Memorandum of Association of the Company pursuant to the Companies Act, 2013

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-I**.

2. The Adoption of New Set of Articles of Association of Company Pursuant to the Companies Act, 2013

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-II**.

3. Increase the Authorized Share Capital of the Company and make subsequent amendment in the Memorandum of Association.

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**.



4. The Create, Issue, Offer and Allot Equity Shares on Preferential Basis to Non-Promoters/Public Category Shareholders.

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-IV**.

We hereby request you to kindly take the same on your records.

FOR VANI COMMERCIALS LIMITED

VISHAL ABROL
MANAGING DIRECTOR
DIN: 06938389

Place: Delhi



ANNEXURE-I

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

In order to enhance company's business operations, the Board of Directors at their meeting held 24th October, 2025 has deliberated to add certain new business activities and consequently the Company is altering its main objects, by way of replacing the existing sub clauses from 2 to 4 with the new sub clauses from 2 to 9. The members have approved the same in this EGM.

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.

Further the Board deliberated to make the existing Memorandum of Association (“MoA”) of the Company in conformity with the provisions of Companies Act, 2013. The Board of Directors at their meeting held on 24th October, 2025 has considered and approved, the adoption of new set of Memorandum of Association of the Company in compliance with Section 4 of Companies Act, 2013, which was further approved by the shareholders at this Extra-Ordinary General Meeting held on Friday, 21st November, 2025.



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

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 of Directors at their meeting held on 24th October, 2025 has considered and approved, the adoption of new set of Articles of Association of the Company in compliance with Section 5 of Companies Act, 2013, which was further approved by the shareholders at this Extra-Ordinary General Meeting held on Friday, 21st November, 2025.



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 Authorized Share Capital of the Company is Rs. 13,05,00,000/- (Rupees Thirteen Crore Five Lakhs Only) divided into 13050000 (One Crore Thirty Lakh Fifty Thousand) equity shares of Rs.10/- (Rupees Ten only) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 24th October, 2025, had accorded its consent for increasing the Authorized Share Capital from Rs. 13,05,00,000/- (Rupees Thirteen Crore Five Lakhs Only) to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) comprising of 50000000 (Five Crore) equity shares of Rs.10/- (Rupees Ten Only) each, which was further approved by the shareholders at this Extra-Ordinary General Meeting held on Friday, 21st November, 2025.

The existing clause V of the Memorandum of Association shall be substituted with the following: “V.

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/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares.”



ANNEXURE-IV

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 32241655 (Three Crore Twenty-Two Lakhs Forty-One Thousand Six Hundred Fifty-Five)
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

S.no.	Name	Category	Maximum No. of Equity shares to be Allotted
1	Vimal Kumar Sharma	NON-PROMOTER	458333
2	Vinay Singh	NON-PROMOTER	458333
3	Lakshmi Kant Sharma	NON-PROMOTER	333333
4	Vinisha Singh	NON-PROMOTER	291666
5	S & S Financial Services	NON-PROMOTER	208333
6	Samiran Ghosh	NON-PROMOTER	250000
7	Vineet Gupta	NON-PROMOTER	833333
8	Novaxdigital Technologies And Services Limited [Formerly Bs Energy Vehicle Limited]	NON-PROMOTER	9166666
9	Vani Moto Private Limited	NON-PROMOTER	3191666
10	ASI Electric Mobility Private Limited	NON-PROMOTER	1491666
11	Kritish Technologies Private Limited	NON-PROMOTER	4166666
12	Sanjeev Garg	NON-PROMOTER	833333
13	Krasna Impex Private Limited	NON-PROMOTER	2083333
14	Sonal Jain	NON-PROMOTER	83333
15	Deepa Mehta	NON-PROMOTER	2083333
16	Stuti Jain	NON-PROMOTER	208333
17	SN Capital Management Pvt. Ltd.	NON-PROMOTER	4166666
18	Akshat Batra	NON-PROMOTER	83333
19	Nimandeep Singh	NON-PROMOTER	41666
20	Pratul Agarwal	NON-PROMOTER	16666
21	Adbhut Creations LLP	NON-PROMOTER	416666
22	Ashok Kumar Garg HUF	NON-PROMOTER	208333
23	Indu Sacheti	NON-PROMOTER	208333
24	ESR Corporate Consultants LLP	NON-PROMOTER	208333
25	Balram Bansal	NON-PROMOTER	291666
26	Sri Professionals Private Limited	NON-PROMOTER	458333
	Total		32241655

