

29th January, 2026

To
The Listing Department
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

**SUBJECT: CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING ("EGM")
DATED 24TH OCTOBER, 2025**

REF: VANI COMMERCIALS LIMITED (SCRIP CODE: 538918)

Dear Sir/Madam

This is with reference to the query received from BSE Listing Centre dated 27th January, 2026.

The Exchange noted that some details provided in respect to the Resolution No. 4 to the notice of 1st Extra Ordinary General Meeting ("EGM") of the company for the financial year 2025-26 held on Friday, 21st November, 2025 required some amendments.

We are hereby submitting corrigendum to the notice of the Extra Ordinary General Meeting ("EGM") of the Company and opening the e-voting window for 3 days for all the shareholders as recommended by the Exchange.

We are enclosing the aforesaid Corrigendum, a detailed copy of which shall also be published in the newspapers in one English language and one regional language edition, in accordance with applicable regulatory requirements.

The Corrigendum will also be made available on the website of the Company at www.vanicommercials.com, Central Depository Services (India) Limited (CDSL) at www.cdslindia.com and BSE Limited at www.bseindia.com

All other contents of the EGM Notice, save and except as amended / clarified by this Corrigendum, shall remain unchanged.

Kindly note that all the members of the Company as on the record date, i.e., Friday, 23rd January 2026, to whom this Corrigendum is being issued, irrespective of whether they had already casted their votes or did not cast their vote at the Extra-Ordinary General Meeting held on Friday, 21st November, 2025 are entitled to cast their votes pursuant to this Remote E-Voting.



The Remote E-Voting shall commence at 9:00 A.M. (IST) on Saturday, 31st January, 2026 and shall conclude at 5:00 P.M. (IST) on Monday, 2nd February, 2026 (both days inclusive).

Mr. Devender Singh, Practicing Company Secretary (Membership No. A76094, COP-28056) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Further, members for any queries/questions with respect to this Corrigendum are requested to send their queries, questions along with their name, demat account number/folio number, email id, mobile number to the company at cs@vanicommercials.com within 48 hours from dispatch of this corrigendum, which will be suitably replied.

We kindly request you to take into record the above submissions and the attached Corrigendum.

Thanking you,
Yours faithfully,

For Vani Commercial Limited

Vishal Abrol
Managing Director
DIN: 06938389



To
The Shareholders
Vani Commercials Limited

CORRIGENDUM TO THE NOTICE OF 1st (FIRST) EXTRA-ORDINARY GENERAL MEETING (EoGM) DATED 24TH OCTOBER, 2024 FOR THE FINANCIAL YEAR 2025-26 OF VANI COMMERCIALS LIMITED HELD ON FRIDAY, NOVEMBER 21, 2025 AT 12.00 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM')

We would like to draw kind attention of the members and the stakeholders of Vani Commercials Limited ("the Company"), in furtherance to the Notice of 1st (First) Extra-Ordinary General Meeting dated 24th October, 2025 for the financial year 2025-26 of the Company which was held on Friday, November 21, 2025 at 12.00 p.m., (IST) through video conferencing ('VC')/other audio visual means ('OAVM'). The Notice of the EGM ("EGM Notice") was dispatched to the members of the Company on 30th October, 2025 in due compliance with the provisions of the Companies Act, 2013 and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the EGM Notice. Further with respect to the query received from BSE Listing Centre dated 27th January, 2026, we are submitting a Corrigendum to the EGM Notice of the Company.

This Corrigendum is being issued by way of clarification, pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), and is intended to form an integral part of the EGM Notice dated 24th October 2025 (Original EGM Notice), to:

- (i) Rectify the clerical mistakes that crept in the original EGM Notice;
- (ii) Provide the additional disclosures that were missed out in the original EGM Notice

The details of the amendments carried out in the original EGM notice are as follows:

1. In Resolution No. 4, in the first paragraph, Explanatory Statement of Resolution No. 4 and in paragraph 6(a) and (b) of explanatory Statement of Resolution No. 4.

The total number of Equity Shares to be issued by the Company is 32241655 (Three Crore Twenty Two Lakh Forty One Thousand Six Hundred Fifty Five) each, at a price of INR 12/- (Indian Rupees Twelve Only) which aggregates to INR 38,68,99,860/- (Thirty Eight Crore Sixty Eight Lakh Ninety Nine Thousand Eight Hundred Sixty).

However, the figure of INR 38,68,99,883/- (Thirty Eight Crore Sixty Eight Lakh Ninety Nine Thousand Eight Hundred Eighty Three) appearing in Resolution No. 4 and In paragraph 6(a) and (b) of explanatory Statement of Resolution No. 4 in the EGM Notice.

2. In Resolution No. 4

The total number of Equity Shares will be allotted to 23 allottees pursuant to cash consideration is 18391657 (One Crore Eighty Three Lakh Ninety One Thousand Six Hundred Fifty Seven) each, at a price of INR 12/- (Indian Rupees Twelve Only).

Whereas the Company shall issue 32241655 (Three Crore Twenty Two Lakh Forty One Thousand Six Hundred Fifty Five) each, at a price of INR 12/- (Indian Rupees Twelve Only) which aggregates to INR 38,68,99,860/- (Thirty Eight Crore Sixty Eight Lakh Ninety Nine Thousand Eight Hundred Sixty) for cash consideration / consideration other than cash (by way of conversion of loan) to 26 allottees as per the following details:

18391657 (One Crore Eighty Three Lakhs Ninety One Thousand Six Hundred Fifty Seven) Equity Shares at a price of INR 12/- (Indian Rupees Twelve Only) which aggregates to INR 22,06,99,884/- (Twenty Two Crore Six Lakhs Ninety Nine Thousand Eight Hundred Eighty Four) for cash consideration to 23 Allottees.

3191666 (Thirty One Lakh Ninety One Thousand Six Hundred Sixty Six) Equity Shares at a price of INR 12/- (Indian Rupees Twelve Only) which aggregates to INR 38299992/- (Three Crore Eighty Two Lakhs Ninety Nine Thousand Nine Hundred Ninety Two) for consideration other than cash (by way of conversion of loan) to 1 Allottee

10658332 (One Crore Six Lakhs Fifty Eight Thousand Three Hundred Thirty Two) Equity Shares at a price of INR 12/- (Indian Rupees Twelve Only) which aggregates to INR 127899984/- (Twelve Crore Seventy Eight Lakhs Ninety Nine Thousand Nine Hundred Eighty Four) partially for cash consideration and partially for consideration other than cash (by way of conversion of loan) to 2 Allottees

3. In Resolution No. 4

There had been certain discrepancies in the table of details of the proposed allottees to the EGM Notice, the brief of the allottee along with the type of consideration is as detailed below:

Type of Consideration	No. of Allotees	No. of Shares Allotted	Face Value of Shares allotted (In INR)	Premium Amount (In INR)	Total Consideration (In INR)
Allotment only in Cash	23	18391657	10	2	220699884.00
Allotment in consideration other than cash- Loan Conversion	1	3191666	10	2	38299992.00
Allotment Partially in cash+ partially for Loan Conversion	2	10658332	10	2	127899984.00
TOTAL	26	32241655			386899860.00

In accordance with the above details the updated resolution and the explanatory statement **shall be read as under:**

ITEM NO. 4

TO CREATE, ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS

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 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (**“Listing Regulations”**), in accordance with the Reserve Bank of India Act, 1934 and other applicable regulations applicable to Non-Systematically Important Non-Deposit Taking Non-Banking Financial Companies (NSI-ND-NBFC) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the BSE Limited where the equity shares of the Company are listed (**“Stock Exchange”**) and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as “the Board”**) which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis 32241655 (Three Crore Twenty-Two Lakh Forty-One Thousand Six Hundred Fifty-Five) Equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 12/- (Indian Rupees Twelve Only) including a premium of INR 2/- (Indian Rupees Two Only) per share, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Non-Promoters/Public shareholders aggregating to INR 38,68,99,860/- (Indian Rupees Thirty Eight Crore Sixty Eight Lakh Ninety Nine Thousand Eight Hundred Sixty Only), for cash consideration/consideration other than cash on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the company shall issue 32241655 Equity shares for cash/ consideration other than cash (conversion of loan) having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 12/- (Indian Rupees Twelve Only) including a premium of INR 2/- (Indian Rupees Two Only) per share out of which 11391666 Equity Shares shall be issue pursuant to conversion of loan and 20849989 Equity Shares shall be issue pursuant to cash only as per the following details:

Type of Consideration	No. of Allotees	No. of Shares Allotted	Face Value of Shares allotted (In INR)	Premium Amount (In INR)	Total Consideration (In INR)
Allotment only in Cash	23	18391657	10	2	220699884.00
Allotment in consideration other than cash- Loan Conversion	1	3191666	10	2	38299992.00
Allotment Partially in cash+ partially for Loan Conversion	2	10658332	10	2	127899984.00
TOTAL	26	32241655			386899860.00

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted in cash consideration are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	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	SURBHI ARORA AND SAUMYA SRIVASTAVA (JOINTLY)	NON-PROMOTER	208333
6	SAMIRAN GHOSH	NON-PROMOTER	250000
7	VINEET GUPTA	NON-PROMOTER	833333
8	KRITISH TECHNOLOGIES PRIVATE LIMITED	NON-PROMOTER	4166666
9	SANJEEV GARG	NON-PROMOTER	833333
10	KRASNA IMPEX PRIVATE LIMITED	NON-PROMOTER	2083333
11	SONAL JAIN	NON-PROMOTER	83333
12	DEEPA MEHTA	NON-PROMOTER	2083333
13	STUTI JAIN	NON-PROMOTER	208333
14	SN CAPITAL MANAGEMENT PVT LTD	NON-PROMOTER	4166666
15	AKSHAT BATRA	NON-PROMOTER	83333
16	NIMANDEEP SINGH	NON-PROMOTER	41666
17	PRATUL AGARWAL	NON-PROMOTER	16666
18	ADBHUT CREATIONS LLP	NON-PROMOTER	416666
19	ASHOK KUMAR GARG HUF	NON-PROMOTER	208333
20	INDU SACHETI	NON-PROMOTER	208333
21	ESR CORPORATE CONSULTANTS LLP	NON-PROMOTER	208333
22	BALRAM BANSAL	NON-PROMOTER	291666
23	SRI PROFESSIONALS PRIVATE LIMITED	NON-PROMOTER	458333
	TOTAL		18391657

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted in consideration other than cash – Fully Loan Conversion are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	Loan amount to be converted (Amount in Rupees)	Maximum No. of Equity Shares to be Allotted pursuant to conversion of loan
1	VANI MOTO PRIVATE LIMITED	NON-PROMOTER	38299992.00	3191666

	Total		38299992.00	3191666
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The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted Partially in cash and partially for Loan Conversion are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	Loan amount to be converted (In INR)	Maximum No. of Equity Shares to be Allotted pursuant to conversion of loan (A)	Maximum No. of Equity Shares to be Allotted on cash basis (B)	No. of Total Shares Allotted (A+B)
1	NOVAXDIGITAL TECHNOLOGIES AND SERVICES LIMITED [FORMERLY BS ENERGY VEHICLE LIMITED]	NON-PROMOTER	85500000.00	7125000	2041666	9166666
2	ASI ELECTRIC MOBILITY PRIVATE LIMITED	NON-PROMOTER	12900000.00	1075000	416666	1491666
	Total		98400000.00	8200000	2458332	10658332

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of equity shares shall be Monday, 20th October, 2025. The EoGM will be held on Friday, 21st November, 2025 and the 30 days prior to the date of EoGM falls on Wednesday, 22nd October, 2025 (being Holiday), to reckon the “Relevant Date”. However, since 22nd October, 2025 and 21st October, 2025 fall on a Holiday, Monday, 20th October, 2025, shall be considered as Relevant Date.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to the Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- 1) The Shares to be issued and allotted shall be fully paid-up at the time of allotment and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers, etc) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- 2) The Equity Shares to be allotted to the Proposed Allottees shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- 3) The issuer has obtained the Permanent Account Numbers of the proposed allottee;
- 4) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- 5) The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- 6) The Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;
- 7) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above;
- 8) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the equity shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company (including its committee(s) thereof) to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) and/or Company Secretary of the Company be and are hereby jointly and/or severally 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 and to represent the Company before any governmental or regulatory authorities, to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

EXPLANATORY STATEMENT TO ITEM NO. 4

In accordance with the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 **(the "Act")** and the Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(the "ICDR Regulations")** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "Listing Regulations")**, as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to Non-Promoters/ Public Shareholders of the Company **(“Proposed Allottees”)**.

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date;
2. All equity shares, if any held by the proposed allottees in the issuer are in dematerialised form;
3. The shareholding of the Proposed Allottees in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Equity shares to be allotted	Post Preferential Issue Holding		
		Category (Promoter/ Promoter Group/Public)	No. of Equity Shares	% of holding		Category (Promoter / Promoter Group/Public)	No. of Equity Shares	% of the holding
1	VIMAL KUMAR SHARMA	NON-PROMOTER	0	0	458333	NON-PROMOTER	458333	1.04
2	VINAY SINGH	NON-PROMOTER	0	0	458333	NON-PROMOTER	458333	1.04
3	LAKSHMI KANT SHARMA	NON-PROMOTER	0	0	333333	NON-PROMOTER	333333	0.76
4	VINISHA SINGH	NON-PROMOTER	0	0	291666	NON-PROMOTER	291667	0.66
5	SURBHI ARORA AND SAUMYA SRIVASTAVA (JOINTLY)	NON-PROMOTER	0	0	208333	NON-PROMOTER	208333	0.47
6	SAMIRAN GHOSH	NON-PROMOTER	0	0	250000	NON-PROMOTER	250000	0.57
7	VINEET GUPTA	NON-PROMOTER	0	0	833333	NON-PROMOTER	833333	1.89
8	NOVAXDIGITAL TECHNOLOGIES AND SERVICES LIMITED [FORMERLY BS ENERGY VEHICLE LIMITED]	NON-PROMOTER	0	0	9166666	NON-PROMOTER	9166667	20.84
9	VANI MOTO PRIVATE LIMITED	NON-PROMOTER	0	0	3191666	NON-PROMOTER	3191667	7.26
10	ASI ELECTRIC MOBILITY PRIVATE LIMITED	NON-PROMOTER	0	0	1491666	NON-PROMOTER	1491667	3.39
11	KIRTISH TECHNOLOGIES PRIVATE LIMITED	NON-PROMOTER	0	0	4166666	NON-PROMOTER	4166667	9.47
12	SANJEEV GARG	NON-PROMOTER	0	0	833333	NON-PROMOTER	833333	1.89
13	KRASNA IMPEX PRIVATE LIMITED	NON-PROMOTER	0	0	2083333	NON-PROMOTER	2083333	4.74
14	SONAL JAIN	NON-PROMOTER	0	0	83333	NON-PROMOTER	83333	0.19

15	DEEPA MEHTA	NON-PROMOTER	0	0	2083333	NON-PROMOTER	2083333	4.74
16	STUTI JAIN	NON-PROMOTER	0	0	208333	NON-PROMOTER	208333	0.47
17	SN CAPITAL MANAGEMENT PRIVATE LIMITED	NON-PROMOTER	290,000	0.025	4166666	NON-PROMOTER	4456666	10.13
18	AKSHAT BATRA	NON-PROMOTER	0	0	83333	NON-PROMOTER	83333	0.19
19	NIMANDEEP SINGH	NON-PROMOTER	0	0	41666	NON-PROMOTER	41667	0.09
20	PRATUL AGRAWAL	NON-PROMOTER	0	0	16666	NON-PROMOTER	16667	0.04
21	ADBHUT CREATIONS LLP	NON-PROMOTER	0	0	416666	NON-PROMOTER	416667	0.95
22	ASHOK KUMAR GARG HUF	NON-PROMOTER	0	0	208333	NON-PROMOTER	208333	0.47
23	INDU SACHETI	NON-PROMOTER	0	0	208333	NON-PROMOTER	208333	0.47
24	ESR CORPORATE CONSULTANTS LLP	NON-PROMOTER	0	0	208333	NON-PROMOTER	208333	0.47
25	BALRAM BANSAL	NON-PROMOTER	0	0	291666	NON-PROMOTER	291667	0.66
26	SRI PROFESSIONALS PRIVATE LIMITED	NON-PROMOTER	0	0	458333	NON-PROMOTER	458333	1.04
	Total		290000	0.025	32241655		32531655	73.97

4. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
5. The Company has obtained the Permanent Account Numbers of the proposed allottees.
6. The Equity Shares will be issued in Dematerialised form.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business as required under Section 42 and 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and in accordance with Regulation 163 under Part-III of Chapter V of ICDR Regulations are enumerated as under:

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating to INR 38,68,99,860/- (Indian Rupees Thirty Eight Crore Sixty Eight Lakh Ninety Nine Thousand Eight Hundred Sixty Only) through the proposed Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements, meeting future funding requirements and other general corporate purposes of the Company.

b) Total/Maximum number of securities to be issued

32241655 (Three Crore Twenty-Two Lakh Forty-One Thousand Six Hundred Fifty-Five) Equity Shares at a price of INR 12/- (Indian Rupees Twelve Only) per share (including INR 2/- {Indian Rupees Two only} as Premium) ("Issue Price") per share aggregating up to INR 38,68,99,860/- (Indian Rupees Thirty Eight Crore Sixty Eight Lakh Ninety Nine Thousand Eight Hundred Sixty Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

c) Price or Price Band at which the allotment is proposed and the Basis on which the price has been arrived at and justification for the price (including premium, if any)

Pricing for the proposed issue is arrived in accordance with provisions of Regulation 164(1) of the SEBI ICDR Regulations, 2018, and the Valuation has been carried out by Mr. Abhinav Rajvanshi, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/11765) Valuation Report dated 23rd October, 2025 in accordance with provisions of Regulation 166A of SEBI ICDR Regulations.

Further, the shares of the company are listed on BSE Limited ("BSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.
- b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum issue price has been computed as Rs. 11.41 per share.

Further, the Board of Directors have decided to issue shares at a price of Rs.12/- per share including premium of Rs.2/- per share.

The valuation report as received from the registered valuer is also available on the website of the company i.e. <https://vanicommercials.com/index.php/stakeholders-info/>

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Mukesh Kumar Jain, Partner at M/s MKRJ & Co., Statutory Auditors of the Company [Membership No. 073972, FRN- 0030311N], confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is available at website of the company and will be accessible at link: <https://vanicommercials.com/index.php/stakeholders-info/>

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

d) Amount which the company intends to raise by way of such securities;

Consideration other than Cash: Rs. 13,66,99,992/- (Rupees Thirteen Crores Sixty Six Lakh Ninety Nine Thousand Nine Hundred Ninety Two Only) being the amount given to company has loan to the company, now it is proposed to issue Equity Shares against the outstanding loan.

Cash Consideration: Rs. 25,01,99,868/- (Rupees Twenty Five Crore One Lakh Ninety Nine Thousand Eight Hundred Sixty Eight Only) will be the cash consideration in respect of the preferential allotment.

e) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be Monday, 20th October, 2025. The EoGM is scheduled to be held on Friday, 21st November, 2025, and for the purpose of the relevant date, the date 30 days prior to the date of EoGM will be considered which falls on Wednesday 22nd October, 2025 (being a Holiday) and in terms of explanation to Regulation 161 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, where the relevant date falls on weekend or a Holiday, the day preceding the weekend/Holiday will be reckoned to be the relevant date. However, since 22nd October, 2025 and 21st October, 2025 fall on a Holiday, Monday, 20th October, 2025 shall be reckoned as the Relevant Date.

f) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of equity shares is proposed to be made to the Non-Promoters/Public shareholders of the Company.

g) Intent of the Promoters, directors or key managerial personnel or senior management of the Issuer to subscribe to the offer

The Issuer does not have any promoter in the company and No Director/Key Managerial Personnel intends to subscribe to any Equity Shares pursuant to the Preferential Issue.

h) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

i) Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees

S. No.	Name of the Proposed Allottee	Category	Natural persons who are the ultimate beneficial owners	Pre-Preferential Shareholding*	Post-Preferential Shareholding#	Post preferential share holding (%)
1.	VIMAL KUMAR SHARMA	NON-PROMOTER	NA	0	458,333	1.04%
2.	VINAY SINGH	NON-PROMOTER	NA	0	458,333	1.04%
3.	LAKSHMI KANT SHARMA	NON-PROMOTER	NA	0	333,333	0.76%
4.	VINISHA SINGH	NON-PROMOTER	NA	0	291,667	0.66%
5.	SURBHI ARORA AND SAUMYA SRIVASTAVA (JOINTLY)	NON-PROMOTER		0	208,333	0.47%
6.	SAMIRAN GHOSH	NON-PROMOTER	NA	0	250,000	0.57%
7.	VINEET GUPTA	NON-PROMOTER	NA	0	833,333	1.89%
8.	NOVAXDIGITAL TECHNOLOGIES AND SERVICES LIMITED [FORMERLY BS ENERGY VEHICLE LIMITED]	NON-PROMOTER	SPARSH ABROL	0	9,166,667	20.84%

9.	VANI MOTO PRIVATE LIMITED	NON-PROMOTER	VISHAL ABROL	0	3,191,667	7.26%
10.	ASI ELECTRIC MOBILITY PRIVATE LIMITED	NON-PROMOTER	MANOJ KUMAR GARG AND ADITYA KUMAR	0	1,491,667	3.39%
11.	KIRTISH TECHNOLOGIES PRIVATE LIMITED	NON-PROMOTER	RAM ANAND AND JYOTI ANAND	0	4,166,667	9.47%
12.	SANJEEV GARG	NON-PROMOTER	NA	0	833,333	1.89%
13.	KRASNA IMPEX PRIVATE LIMITED	NON-PROMOTER	PAWAN WADIYA	0	2,083,333	4.74%
14.	SONAL JAIN	NON-PROMOTER	NA	0	83,333	0.19%
15.	DEEPA MEHTA	NON-PROMOTER	NA	0	2,083,333	4.74%
16.	STUTI JAIN	NON-PROMOTER	NA	0	208,333	0.47%
17.	SN CAPITAL MANAGEMENT PRIVATE LIMITED	NON-PROMOTER	NAVEEN PARASHAR	290000	4,456,666	10.13%
18.	AKSHAT BATRA	NON-PROMOTER	NA	0	83,333	0.19%
19.	NIMANDEEP SINGH	NON-PROMOTER	NA	0	41,667	0.09%
20.	PRATUL AGARWAL	NON-PROMOTER	NA	0	16,667	0.04%
21.	ADBHUT CREATIONS LLP	NON-PROMOTER	VISHAL ABROL	0	416,667	0.95%
22.	ASHOK KUMAR GARG HUF	NON-PROMOTER	ASHOK KUMAR GARG	0	208,333	0.47%
23.	INDU SACHETI	NON-PROMOTER	NA	0	208,333	0.47%
24.	ESR CORPORATE CONSULTANTS LLP	NON-PROMOTER	GAURAV JAIN	0	208,333	0.47%
25.	BALRAM BANSAL	NON-PROMOTER	NA	0	291,667	0.66%
26.	SRI PROFESSIONALS PRIVATE LIMITED	NON-PROMOTER	MOHIT GOYAL AND BHARAT BHUSHAN GOYAL	0	458,333	1.04%
	TOTAL			290000	32531655	73.97%

Note:

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre-issue shareholding is as on 30th September, 2025.
3. Post Preferential Shareholding/Diluted Capital and percentage has been calculated assuming all equity shares to be issued under the said issue.
4. There shall not be any change in control consequent to the present preferential issue of equity shares.

j) The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them and the change in control, if any, in the Company that would occur consequent to the Preferential Issue

Pursuance to the allotment of equity shares, the below mentioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue.

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1.	VIMAL KUMAR SHARMA	1.04%
2.	VINAY SINGH	1.04%
3.	LAKSHMI KANT SHARMA	0.76%

4.	VINISHA SINGH	0.66%
5.	SURBHI ARORA AND SAUMYA SRIVASTAVA (JOINTLY)	0.47%
6.	SAMIRAN GHOSH	0.57%
7.	VINEET GUPTA	1.89%
8.	NOVAXDIGITAL TECHNOLOGIES AND SERVICES LIMITED [FORMERLY BS ENERGY VEHICLE LIMITED]	20.84%
9.	VANI MOTO PRIVATE LIMITED	7.26%
10.	ASI ELECTRIC MOBILITY PRIVATE LIMITED	3.39%
11.	KIRTISH TECHNOLOGIES PRIVATE LIMITED	9.47%
12.	SANJEEV GARG	1.89%
13.	KRASNA IMPEX PRIVATE LIMITED	4.74%
14.	SONAL JAIN	0.19%
15.	DEEPA MEHTA	4.74%
16.	STUTI JAIN	0.47%
17.	SN CAPITAL MANAGEMENT PRIVATE LIMITED	10.13%
18.	AKSHAT BATRA	0.19%
19.	NIMANDEEP SINGH	0.09%
20.	PRATUL AGARWAL	0.04%
21.	ADBHUT CREATIONS LLP	0.95%
22.	ASHOK KUMAR GARG HUF	0.47%
23.	INDU SACHETI	0.47%
24.	ESR CORPORATE CONSULTANTS LLP	0.47%
25.	BALRAM BANSAL	0.66%
26.	SRI PROFESSIONALS PRIVATE LIMITED	1.04%

k) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter

S.NO.	NAME OF PROPOSED ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
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1	VIMAL KUMAR SHARMA	NON-PROMOTER	NON-PROMOTER
2	VINAY SINGH	NON-PROMOTER	NON-PROMOTER
3	LAKSHMI KANT SHARMA	NON-PROMOTER	NON-PROMOTER
4	VINISHA SINGH	NON-PROMOTER	NON-PROMOTER
5	SURBHI ARORA AND SAUMYA SRIVASTAVA (JOINTLY)	NON-PROMOTER	NON-PROMOTER
6	SAMIRAN GHOSH	NON-PROMOTER	NON-PROMOTER
7	VINEET GUPTA	NON-PROMOTER	NON-PROMOTER
8	NOVAXDIGITAL TECHNOLOGIES AND SERVICES LIMITED [FORMERLY BS ENERGY VEHICLE LIMITED]	NON-PROMOTER	NON-PROMOTER
9	VANI MOTO PRIVATE LIMITED	NON-PROMOTER	NON-PROMOTER
10	ASI ELECTRIC MOBILITY PRIVATE LIMITED	NON-PROMOTER	NON-PROMOTER
11	KIRTISH TECHNOLOGIES PRIVATE LIMITED	NON-PROMOTER	NON-PROMOTER
12	SANJEEV GARG	NON-PROMOTER	NON-PROMOTER
13	KRASNA IMPEX PRIVATE LIMITED	NON-PROMOTER	NON-PROMOTER
14	SONAL JAIN	NON-PROMOTER	NON-PROMOTER
15	DEEPA MEHTA	NON-PROMOTER	NON-PROMOTER
16	STUTI JAIN	NON-PROMOTER	NON-PROMOTER
17	SN CAPITAL MANAGEMENT PRIVATE LIMITED	NON-PROMOTER	NON-PROMOTER
18	AKSHAT BATRA	NON-PROMOTER	NON-PROMOTER
19	NIMANDEEP SINGH	NON-PROMOTER	NON-PROMOTER
20	PRATUL AGRAWAL	NON-PROMOTER	NON-PROMOTER
21	ADBHUT CREATIONS LLP	NON-PROMOTER	NON-PROMOTER
22	ASHOK KUMAR GARG HUF	NON-PROMOTER	NON-PROMOTER
23	INDU SACHETI	NON-PROMOTER	NON-PROMOTER
24	ESR CORPORATE CONSULTANTS LLP	NON-PROMOTER	NON-PROMOTER
25	BALRAM BANSAL	NON-PROMOTER	NON-PROMOTER
26	SRI PROFESSIONALS PRIVATE LIMITED	NON-PROMOTER	NON-PROMOTER

l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NOT APPLICABLE

m) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Valuation is made considering the allotment is proposed to be made for consideration in cash and consideration other than cash by way of conversion of loan.

n) Shareholding pattern of the Company before and after the Preferential Issue

The Details of shareholding of the Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as **ANNEXURE-B** to this Notice.

o) Undertakings

- i) The Issuer shall re-compute the price of the securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- iii) None of the Company, its Directors or Promoters has been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- iv) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- v) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.
- vi) As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vii) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) Practicing Company Secretary's Certificate

The certificate in terms of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 from Mr. Devender Singh, Practicing Company Secretary [Membership No. A76094, COP-28056] certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, 2018 shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://vanicommercials.com/index.php/stakeholders-info/>

q) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 24th October, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto a maximum of 32241655 (Three Crore Twenty-Two Lakh Forty-One Thousand Six Hundred Fifty-Five) Equity Shares at a price of INR 12/- (Indian Rupees Twelve Only) per share (including INR 2/- {Indian Rupees Two only} as Premium) ("Issue Price") per share aggregating to INR 38,68,99,860/- (Indian Rupees Thirty Eight Crore Sixty Eight Lakh Ninety Nine Thousand Eight Hundred Sixty Only), for cash consideration and consideration other than cash on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

r) Principal terms of assets charged as securities

Not applicable.

s) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

t) Lock-in Period

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

u) Other disclosures

i) During the period from 1st April, 2025 until the date of Notice of this EoGM, the Company has not made any issue of equity shares.

ii) Since the Equity Shares of the Company are listed on Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. The Valuation Report has been obtained from Mr. Abhinav Rajvanshi, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/11765) dated 23rd October, 2025 in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: <https://vanicommercials.com/index.php/stakeholders-info/>

iii) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23(1)(b), 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Non-Promoters/Public shareholders is being sought by way of a **Special Resolution** as set out in the said item no. 4 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Vishal Abrol, Managing Director and his relatives is in any way concerned or interested, financially or otherwise in the passing of this Special Resolution as set out at Item No.4 of this Notice except and to the extent of their shareholding in the Company.

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

**-Sd/-
Vishal Abrol
Managing Director
DIN: 06938389**

Registered Office:
201, 2nd floor, BMC House, N Block, Near Maruti Suzuki Arena,
Connaught Place, Delhi -110001
Email: cs@vanicommercials.com
Website: www.vanicommercials.com

Date: 29th January, 2025
Place: New Delhi

Notes to Members:

1. **This Corrigendum shall form an integral part of the Notice of 1st (First) Extra-Ordinary General Meeting for the financial year 2025-26 dated 24th October, 2025 which has been sent/ dispatched on 30th October, 2025 to the members as on the cut-off date i.e., Friday, 24th October, 2025. Accordingly, all the concerned shareholders, Depositories, Share Transfer Agent, Agencies appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the above amendments and shall read Notice of 1st (First) Extra-Ordinary General Meeting of the Company along with this Corrigendum. All other contents of the EGM Notice save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged.**
2. The Corrigendum is dispatched to the Members by electronic means on the email addresses registered with the Depository Participant(s) /Company /the Registrar and Share Transfer Agents of the Company.
3. The Corrigendum will also be made available on the website of the Company at www.vanicommercials.com , Central Depository Services (India) Limited (CDSL) at www.cdslindia.com and BSE Limited at www.bseindia.com
4. Mr. Devender Singh, Practicing Company Secretary (Membership No. A76094, COP-28056) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. All the members of the Company as on the record date, i.e., Friday, 23rd January 2026, to whom this Corrigendum is being issued, irrespective of whether they had already casted their votes or did not cast their vote at the Extra-Ordinary General Meeting held on Friday, 21st November, 2025 are entitled to cast their votes pursuant to this Remote E-Voting. The Remote E-Voting shall commence at 9:00 A.M. (IST) on Saturday, 31st January, 2026 and shall conclude at 5:00 P.M. (IST) on Monday, 2nd February, 2026 (both days inclusive).
6. The Results of voting will be declared within 2 working days from the conclusion of the remote e-voting and the Resolution 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 and on the website of CDSL i.e., <https://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.