

Vani Commercials Limited

**Annual Report
2008-2009**

CORPORATE INFORMATION

Directors : Mr. Harish Khanna
Mr. Rajesh Khanna
Mr. Deepak Khanna

Auditors : M/s R. Plaha & Associates
Chartered Accountants
New Delhi

Registered Office : 2B/78, Punjabi Bagh West,
New Delhi - 110026

The Equity Shares of the Company are listed at Gauhati Stock Exchange Limited.

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NOTICE CALLING ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Vani Commercials Limited will be held on 30.09.2009 at 11:30 A.M. at Registered Office of the Company at 2B/78, West Punjabi Bagh, New Delhi-110026 to transact the following business:

Ordinary Business

1. To receive consider and adopt the Balance Sheet of the Company as at 31st March, 2009 and Profit and Loss Account for the period ending on that date with Directors' report and Auditors Report thereon.
2. To appoint a Director in place of Mr. Rajesh Khanna who retires by rotation and being eligible offers himself for re-appointment.
3. To adopt Auditors and to fix their remuneration M/s R. Plaha & Associates, Chartered Accountants, New Delhi. The retiring auditors, being eligible offer themselves for re-appointment.

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

Sd/-
Harish Khanna
Director
DIN: 02154376

Date: 26-08-2009
Place: New Delhi

- NOTE :- 1. A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Such proxy need not be a member of the company.
2. Proxy, in order to be effective, must be lodged with the company at its registered office not less than 48 hours before the meeting.
- ENCL.:- 1. Audited statement of accounts of the company for the financial year ending 31st March, 2009.

DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors feel pleasure in presenting before you the Annual report and Audited Accounts for the year ended on 31st March, 2009.

FINANCIAL RESULTS

During the period under review your Company has suffered a Loss of Rs. 3533/-.

DIVIDEND

The Board has not recommended any dividend for the year.

DIRECTORS

Mr. Rajesh Khanna retires by rotation and being eligible offer himself for re-appointment.

EMPLOYEES

During the Year, the Company did not employ any employee who is in receipt of remuneration in excess of the limit prescribed under the provisions of section 217 (2A) of the Companies Act, 1956.

DEPOSITS

The Company has neither invited nor accepted any Deposits

from the public so far. Hence, No comments required under “Non Banking Financial Companies (Reserve bank) Direction, 1998”.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO.

As required by Section 217(c) read with The Companies (Disclosure of Particulars in the Board of Directors) Rules, 1988, the relevant information is given as under :-

- a) Particulars relating to conservation of energy : Nil
- b) Particulars relating to technology absorption : Nil
- c) Foreign Exchange Earning & Outgo: Nil

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 217(2AA) of the Companies Act, 1956. with respect to Directors’ Responsibility Statement, the Directors hereby confirm that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2009, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies

and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review;

- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and detecting fraud and other irregularities;
- (iv) The directors had prepared the accounts for the financial year ended 31st March, 2009 on a ‘going concern’ basis.

AUDITORS’REPORT

The Auditors’ Report on Accounts has been duly considered by the Board, The Auditors’ Report is self explanatory, hence requires no comments.

AUDITORS:

M/s R. Plaha & Associates, Chartered Accountants retire as auditors of the Company and being eligible offer themselves for re-appointment.

COMPLIANCE CERTIFICATE

The Company has obtained Compliance Certificate from Practicing Company Secretary as required under Proviso to Section 383A(I) of the Companies Act, 1956. The copy of the same has been annexed to this Report.

**For and on behalf of the Board
For Vani Commercials Limited**

Sd/-

Harish Khanna

Director

DIN: 02154376

Date: 26-08-2009

Place: New Delhi

AUDITORS' REPORT

To The Members of M/s. Vani Commercials Limited

We have audited the attached Balance Sheet of **Vani Commercials Limited** as at **March, 31,2009** and the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227 (4A) of the Companies Act, 1956 (hereinafter referred to as 'the Act') we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

3. Further to our comments in the Annexure referred to in paragraph 2 above, we report that:

- a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by Law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;
- e) On the basis of written representations received from the directors as on March 31, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clauses (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with Significant Accounting Policies and the notes thereon and annexed thereto,

give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009 and;
- ii) in the case of Profit and Loss Account, of the Loss for the year ended on that date.

**For R. Plaha & Associates
Chartered Accountants**

**Sd/-
Amit Nagpal
Partner
M.No. 507457**

**Place: New Delhi
Dated: 26.08.2009**

Annexure to the Auditors' Report

(Referred to in paragraph 3 of our report of even date)

i) In respect of its fixed assets

- (a) The Company has maintained reasonable records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regards to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) In our opinion, the company has disposed of a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

ii) In respect of its Inventories :

- (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

iii) In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956:

- (a) The company has granted unsecured loans, to the parties covered in the register maintained under section 301 of the Companies Act, 1956 and the year end balance of such loan was Rs. 67,35,416/-
 - (b) In our opinion and according to the information and explanations given to us the terms and conditions are prima facie, prejudicial to the interest of the company.
 - (c) The said interest free loan given by the company is repayable on demand and there is no repayment schedule.
 - (d) In respect of aforesaid loans, given by the company are repayable on demand, therefore the question of overdue amount does not arise.
 - (e) The company has not taken unsecured loans, from companies firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, therefore clause e,f,g,h are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, there is an internal control system commensurate with the size of the company and nature of its business for purchase of inventory and fixed assets and for the sale of the goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- (v) In respect of particulars of contracts or arrangements and transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956:
- a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that needed to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.

- b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the companies Act, 1956 aggregation during the year to Rs, 5,00,000/- (Rupees Five Lacs only) or more in respect of any party in the said financial year.
- vi) In our opinion and according to the information and explanations given to us, the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under with regard to the deposits accepted from the public are not applicable to the company as the company has not accepted any deposits during the year. Therefore the provisions of clause (vi) of the Companies (Auditors's Report) order 2003 are not applicable to the Company.
- There have been no proceedings before the Company Law Board. National Company Law Tribunal. Reserve Bank of India, any court, any other Tribunal in this matter.
- (vii) In our opinion, the Company has an adequate internal audit system commensurate with its size and nature of its business.
- viii) The nature of the Company's business/activities is such that clause (viii) of "the order" regarding maintenance of cost records is not applicable to the company.
- ix) According to the information and explanations given to us in respect of statutory and other dues :
- (a) The Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise duty, Cess, and any other material Statutory Dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed

amounts payable in respect of the aforesaid were in arrears as at 31st March 2009 for a period of more than six months from the date they become payable.

- (b) According to the information & explanations given to us there are no disputed dues in respect of sales tax, customs duty, service tax, excise duty, cess that have not been deposited with the appropriate authorities on account of dispute.
- (x) According to the records of the company, the company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and the immediately preceding such financial year.
- xi) Based on our Audit procedures and on the basis of information and explanations given to us, we are of the opinion of the company has not defaulted in repayment of dues to a financial institution and banks
- xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and the question of maintenance of adequate records for this purpose does not arise.
- xiii) In our opinion and according to the information and explanations given to us, the company is not a chit fund or a nidhi mutual benefit funds/society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Companies (Auditors's report) order 2003 are not applicable to the company.
- xiv) The company has maintained proper records of the transactions and contracts in respect of investment in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the company in its own name.

- xv) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- xvi) According to the information and explanations given to us, the company has not taken any term loans during the year.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
- xviii) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) According to the information and explanations given to us the company has not issued any debentures.
- xx) The company has not raised any money through public issue during the year.
- xxi) To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the company was noticed or reported during the year.

**For R. Plaha & Associates
Chartered Accountants**

**Place : New Delhi
Date : 26.08.2009**

**Sd/-
Amit Nagpal
Partner
M.No.507457**

BALANCE SHEET FOR THE YEAR ENDED ON 31ST MARCH, 2009

Amount in Rs.

Particulars	Schedule	As on 31.03.2009	As on 31.03.2008
SOURCES OF FUNDS			
Shareholders Funds			
Share Capital	I	9,698,000.00	9,698,000.00
Reserve & surplus		--	--
Total		9,698,000.00	9,698,000.00
LOAN FUNDS			
Unsecured Loans		--	--
Deferred Tax Liability		--	22,884.00
Total Loan funds		--	22,884.00
Total		9,698,000.00	9,720,884.00
Application of Funds			
Fixed Assets	II		
Gross Block		--	45,005.00
Less: Depreciation		--	43,182.00
Net Block		--	1,823.00
Current Assets Loans & Advances			
Current Assets	III	329,990.14	2,010,670.70
Loan & Advances	IV	7,670,315.99	6,139,315.99
Total Current Assets		8,000,306.13	8,149,986.69
Less: Current Liabilities & Provision	V	3,480.00	151,450.00
Net Current Assets		7,996,826.13	7,998,536.69
Profit & Loss Account (Debit Balance)		1,701,173.87	1,720,524.31
Total		9,698,000.00	9,720,884.00
See accompanying Schedules forming part of financial statement			

Accounting policies and notes to accounts VI

As per report of even date annexed

**For R. Plaha & Associates
Chartered Accountants**

For and on behalf of the Board of Directors

**Sd/-
Amit Nagpal
Partner
M.No. 507457**

**Sd/-
Harish Khanna
Director
DIN: 02154376**

**Sd/-
Rajesh Khanna
Director
DIN: 02154389**

**Place : New Delhi
Dated : 26/08/2009**

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2009

Amount in Rs.

Particulars	Schedule	Amount in Rs.	
		As on 31.03.2009	As on 31.03.2008
Income			
Sales		656887.50	43954.00
Other Income		1677.00	46566.00
Increase / (Decrease) in stock		(646152.00)	
A		12412.50	90520.00
Expenditure			
Bank Charges		1966.06	8,823.12
Auditor's Remuneration		6480.00	7,000.00
Filing Fees		7500.00	7,500.00
Electricity Expenses		–	60,000.00
B		15946.06	83,323.12
Net profit /loss for the year (A-B)		(3533.56)	7,196.88
Less: Income tax for earlier year		–	550.00
Profit/Loss after taxation		(3533.56)	6,646.88
Profit/(Loss) Braught forward		(1,720,524.31)	(1,727,171.19)
Add: Deferred Tax Liab. Trf		22884.00	–
Balance carried over to Balance sheet		(1701173.87)	(1,720,524.31)
See accompanying Schedules forming part of financial statement			

Accounting policies and notes to accounts VI

As per report of even date annexed

For R. Plaha & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Amit Nagpal
Partner
M.No. 507457

Sd/-
Harish Khanna
Director
DIN: 02154376

Sd/-
Rajesh Khanna
Director
DIN: 02154389

Place : New Delhi
Dated : 26/08/2009

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	For the	
	Year ended 31.03.2009	Year ended 31.03.2008
A. Cash flow from operating activities		
Net Profit / (Loss) before taxation and extraordinary item	(3,533.56)	7,196.88
Operating Profit/ (loss) before working capital changes	(3,533.56)	7,196.88
<i>Adjusted for:</i>		
Increase/ Decrease in Current Liabilities	(1,47,970.00)	0.00
Increase/ Decrease in Loans and Advances	(15,31,000.00)	1,23,101.00
Increase/ Decrease in Other Current Assets	16,92,254.50	(1,88,816.00)
Cash Generated from Operations	9,750.94	(58,518.12)
Taxes Paid	0.00	550.00
Net Cash from operating activities	9,750.94	(59,068.12)
B. Cash flow from investing activities		
Sale of Fixed Assets	1,823.00	0.00
Net Cash from investing activities	1,823.00	0.00
C. Cash Flow from Financing Activities		
Net Cash Used in Financing Activities	0.00	0.00
Net Increase in Cash and Cash Equivalents (A+B+C)	11,573.94	(59,068.00)
Cash & Cash Equivalents at beginning of period	3,09,361.00	3,68,429.00
Cash & Cash Equivalents at end of period	3,20,935.94	3,09,361.00

As per report of even date annexed

For R. Plaha & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Amit Nagpal
Partner
M.No. 507457

Sd/-
Harish Khanna
Director
DIN: 02154376

Sd/-
Rajesh Khanna
Director
DIN: 02154389

Place : New Delhi
Dated : 26/08/2009

Schedules Forming part of Financial Statements as on 31st March, 2009

Schedule I

PARTICULARS	As at 31.03.2009	As at 31.03.2008
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
10,00,000 Equity Shares of Rs 10/- each	1,00,00,000	1,00,00,000
ISSUED SHARE CAPITAL		
9,69,800 Equity Shares of Rs 10/- each	9,69,80,000	9,69,80,000
ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
9,69,800 Equity Shares of Rs 10/- each	96,98,000	96,98,000
Total	96,98,000	96,98,000

Schedule II : Schedule of Fixed Asset as per Companies Act, 1956 as per 31st March, 2009

Assets	Rate	Cost as on 01-04-2008	Gross Block			Depreciation				Net Block	
			Addition	Deletion	Balance as on 31.3.09	Upto 01-04-08	W.Back	During the yr.	Upto 31-3-09	As on 31-3-09	As on 31-3-08
Scooter	25.89%	45,005.00	--	--	--	43,182.00	--	--	--	--	1823.00
		45,005.00	--	--	--	43,182.00	--	--	--	--	1823.00

Schedule III

PARTICULARS	As at 31.03.2009	As at 31.03.2008
Current Asset		
A. Inventory		
i) Quoted		
No. of Shares Name		
0 (116666) Standard Capital Markets Ltd.	--	521,997.00
0 (500) Finolex Industries Ltd.	--	15,225.00
0 (14800) Hotline Glass Ltd.	--	36,300.00
0 (5000) Som dutt Finance Ltd.	--	16,250.00
0 (7000) Hotline Teletube Ltd.	--	49,000.00
0 (4400) Uniplas Ltd.	--	5,280.00
0 (700) Prakash Industries Ltd.	--	2,100.00
(A)		646,152.00

PARTICULARS	As at 31.03.2009	As at 31.03.2008
B. Sundry Debtors (Unsecured Considered Good)		
Vinod Investments	--	--
Standard Securites & Invest. Inter. Ltd.	--	610,056.50
(B)	--	610,056.50
C. Cash & Bank Balances		
1. Cash in Hand	314,618.20	267,118.20
2. Balance With Schedule Banks	6,316.94	42,243.00
(C)	320,935.14	309,361.20
D. Other Current Assets		
Tax Deducted At source	9,055.00	9,055.00
Advance Electricity Charges	--	436,046.00
Refund due 2004-2005	--	--
(D)	9,055.00	445,101.00
Total Current Assets (A+B+C+D)	329,990.14	2,010,670.70

Schedule IV

PARTICULARS	As at 31.03.2009	As at 31.03.2008
Loans & Advances (Unsecured Considered Good)		
VCA Consultants Pvt. Ltd.	–	2,90,000.00
Singapore Electronics	7,34,899.00	7,34,899.00
Khanna Radios	27,66,916.99	27,26,916.99
Deepak Trading Co.	9,97,000.00	9,90,000.00
Bhagwan Hingorani	50,000.00	50,000.00
Khanna Industries	9,46,500.00	13,27,500.00
Vikas Kapoor	1,50,000.00	–
Harish Khanna	20,25,000.00	20,000.00
Total	76,70,315.99	61,39,315.99

Schedule V

PARTICULARS	As at 31.03.2009	As at 31.03.2008
Current Liabilities & Provisions		
Party & Widge Securites Ltd.	–	144,450.00
Audit Fee Payable	3,480.00	7,000.00
Salary Payable	–	–
Total	3,480.00	151,450.00

Schedule - VI**Significant Accounting policies and Notes on accounts forming part of accounts for the year ended 31st March, 2009****A. Accounting Policy**

The Financial statement have been prepared in accordance with applicable accounting standards issued by the Institute of Chartered Accountants of India and relevant presentational requirement of the Companies Act, 1956. A summary of important accounting policies applied are set out below :

1. General:

Accounting polices not specifically referred to are otherwise consistent and in consonance with generally accepted accounting principles.

2. System of Accounting :

The company generally follows the mercantile system. All expenditure and income to the extent considered payable and receivable respectively re accounted for on accrual basis.

3. Fixed Assets and Depreciation :

Fixed assets are stated at historical cost.

Depreciation on fixed assets has been provided on WDV method at the rates prescribed by Schedule XIV of the Companies Act, 1956.

Gains or losses arising on disposal of fixed assets are recognised in the relevant financial year.

Depreciation on additions to an asset or on sale of an asset is calculated pro-rata from or up to the date of such addition or sale.

4. Investment

Investments if any, are stated as per AS-13 issued by ICAI.

5. Accounting for Bad & Doubtful Debts :

No provision is made for doubtful debts where chances of recovery subsist.

Amount are written off when the efforts for recoveries have failed either due to legal process or where it is considered that litigation will not be fruitful and recovery is not possible.

6. Taxes on Income

Current tax is determined as the tax payable in respect of taxable income for the year /period and is computed in accordance with relevant tax regulations.

Deferred income taxes are recognised for future tax consequences attributable to the timing differences between incomes as determined by the financial statements and their recognition for tax purposes. The effect on deferred tax assets and liabilities of a change in tax rates is recognised under income using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Notes of Accounts

1. Balance of Sundry Creditors, Sundry Debtors and Loans given are subject to confirmations.
2. In the opinion of the Management, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business, atleast equal to the amount at which they are stated in the Balance Sheet and that all the known liabilities relating to the period have been provided for.
3. During the year the company has not made any provision for Income Tax.
4. Expenditure and earnings in foreign currency : Nil
5. There was no employee in receipt of remuneration aggregating to more than Rs. 24,00,000/- p.g. or Rs, 2,00,000/- or more per month where employed for a part of the period.

6. Previous year figures have been regrouped or rearranged wherever necessary to confirm the classification of current year.

7. Schedule I to VI are integral part of Balance Sheet and Profit & Loss A/c.

**For R. Plaha & Associate
Chartered Accountants**

For and on behalf of the Board

**Sd/-
Amit Nagpal
Partner
M.No.507457
Date : 26/08/2009
Place : New Delhi**

**Sd/-
Harish Khanna
Director
DIN: 02154376**

**Sd/-
Rajesh Khanna
Director
DIN: 02154389**

VANI COMMERCIALS LIMITED

Regd. Off.: 2B/78, Punjabi Bagh West, New Delhi-110026

ATTENDANCE SLIP

L.F. No.
No. of Shares Held

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Wednesday the 30th day of September, 2009 at 11.30 A.M. at 2B/78, Punjabi Bagh West, New Delhi-110026.

Name of the Shareholder(In Block Letters)	
Signature of the Shareholder	
Name of the Proxy(In Block Letters)	
Signature of the Proxy	

Notes: 1) You are requested to sign and handover this slip at the entrance.
2) If you are attending the meeting in person or by proxy, your copy of the Annual Report may please be brought by you/your proxy for reference at the meeting.

VANI COMMERCIALS LIMITED

Regd. Off.: 2B/78, Punjabi Bagh West, New Delhi-110026

PROXY FORM

L.F. No.
No. of Shares Held

I/We of
..... being a member/members VANI COMMERCIALS LIMITED of hereby appoint of or failing him/her of as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 30th day of September 2009, at 11.30 A.M. or any adjournment thereof

Signed this.....day of2009.

Note: This form in order to be effective should be stamped, completed and signed and must be lodged at the Registered Office of the Company not less than 48 hours before meeting.

Please Affix Rs. 1 Revenue Stamp

BOOK POST

VANI COMMERCIALS LIMITED

Regd. Off.: 2B/78, Punjabi Bagh West, New Delhi-110026