



Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Ref: VIL/BSE & NSE/2024-25/ February/76

Date: 17.02.2025

To,

The Manager (Listing)
BSE Limited
The Secretary, Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai(M.H.) - 400001
BSE Script Code:533576

The Manager (Listing)
National Stock Exchange of India Ltd.
The Manager, Listing Department
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400051.
NSE Symbol: VASWANI

Sub: Notice of Postal Ballot

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam

Please find enclosed herewith a copy of the Postal Ballot Notice ("Notice") issued to the shareholders for seeking their approval on the following special businesses by way of Special Resolutions:

- 1) Approval for enhancement of borrowing limits under Section 180(1)(c) of the Companies Act, 2013, up to ₹600 crore.
- 2) Approval for creation of charge, mortgage, hypothecation, etc., on the assets, properties, or undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013, up to ₹600 crore.
- 3) Approval for increasing investment limits over and above the limits specified under Section 186(2) of the Companies Act, 2013, provided that such additional investment shall not exceed ₹200 crore (Rupees Two Hundred Crore Only) at any time.

The aforesaid Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as of Friday, February 14, 2025 ("Cut-off Date").

The Company has engaged the services of MUFG Intime India Private Limited ("MIPL") to provide the facility of remote e-voting to all the Members to enable them to cast their votes electronically in respect of the Special Resolutions, as mentioned in the Postal Ballot Notice

Commencement of e-voting	9.00 A.M. 18 th February, 2025
End of e-voting	5.00 P.M. 19 th March, 2025

Regd. Office & Factory : Bahesar Road, Near Cycle Park, Village Sondra, Siltara Phase-II, Raipur (C.G.) Pin - 493 221
Mob.: 09977403360/ 90, **E-mail :** jhaji@vaswaniindustries.com, saurabh@vaswaniindustries.com, store@vaswaniindustries.com,
Website : www.vaswaniindustries.com



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In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the Notes section of the Notice.

This Notice is available on the websites of the Company at www.vaswaniindustries.com and MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.

You are requested to kindly take the above on records.

Thanking you

Yours Sincerely

For, Vaswani Industries Limited

Sakshi Agrawal

(Company Secretary & Compliance Officer)

Raipur



NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given to the Members of Vaswani Industries Limited (the “**Company**”) that in terms of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended and including any statutory modifications, amendments or re-enactments thereto, (“**Act**”), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (“**Management Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (“**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”) and any other applicable laws including any statutory modification or re-enactment thereof for the time being in force, the Company is seeking consent of its members for the resolutions as set-out hereinbelow, through the Postal Ballot (“**Postal Ballot**”) by way of voting through electronic means (“**E-voting**”).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Mr. Praveen Kumar Kanungo, a Practising Company Secretary, (M. No.23614), Partner of Kanungo Agrawal & Co., Company Secretaries for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of MUFG Intime India Private Limited (“**MI IPL**”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice.

Commencement of e-voting	9.00 A.M. 18 th February, 2025
End of e-voting	5.00 P.M. 19 th March, 2025



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This Notice is available on the websites of the Company at www.vaswaniindustries.com and MUG Intime India Private Limited at <https://instavote.linkintime.co.in>. It has also been uploaded on the websites of BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com (collectively referred to as "Stock Exchanges").

After the completion of the vote scrutiny, the Scrutinizer will submit the report to the Chairperson or the Company Secretary of the Company. The results of the Postal Ballot will be announced within two working days after the conclusion of remote e-voting. The results, along with the Scrutinizer's Report, will be published on the Company's website at www.vaswaniindustries.com and on the RTA website at <https://instavote.linkintime.co.in> immediately. The Company will also forward the results to BSE Limited and National Stock Exchange of India Limited, where its shares are listed.

If approved, the resolution shall be deemed passed on the last date of remote e-voting, i.e., Wednesday, 19th March 2025. The Postal Ballot results will be declared on Thursday, 20th March 2025, at the Registered Office of the Company. The voting results, along with the Scrutinizer's Report, will be intimated to BSE Limited and National Stock Exchange of India Limited and uploaded on the Company's website at www.vaswaniindustries.com and the RTA website at <https://instavote.linkintime.co.in>. Additionally, the results will be displayed on the notice board at the Registered Office of the Company.

SPECIAL BUSINESS:

Item No. 1: Increasing the borrowing powers under section 180(1)(c) of the Companies Act, 2013 up to Rs. 600 crores

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the earlier Special Resolution passed at the Annual General Meeting held on 29th September 2023, and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 ("Act"), read with applicable rules framed thereunder (including any statutory amendment, modification, or re-enactment thereof, for the time being in force), applicable regulations framed by the Securities and Exchange Board of India (SEBI), applicable provisions of the Foreign Exchange Management Act, 1999, read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company, and such other applicable laws and regulations, and subject to the permissions, approvals, consents, and sanctions as may be necessary to be obtained from appropriate authorities to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to empower the Board of Directors (hereinafter referred to as 'the Board,' which term shall be deemed



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to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute, or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner, including but not limited to, fund-based or non-fund-based assistance, term loans, guarantees, working capital facilities, overdraft facilities, lines of credit, inter-corporate deposits, credit facilities, external commercial borrowings, or any other form of financial assistance, from any person, including but not limited to, any company, individual, body corporate, banks, related parties, financial institutions, or any other person, whether Indian or foreign, in any form, including but not limited to, by way of drawdown or issue of securities, whether in India or outside India, upon such terms and conditions as regards interest, repayment, tenure, security, or otherwise, as the Board may determine and think fit. The monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company but shall not exceed at any time a sum equivalent to Rs. 600 Crores (Rupees Six Hundred Crores Only)."

"RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Finance and Investment Committee of the Board to use / modify / amend / reduce/enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including fixing the terms and conditions of all such money(ies) to be borrowed from time to time as to interest, repayment, security or otherwise, finalizing and executing necessary agreement(s) and such other documents as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to the Finance and Investment Committee of the Board or to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Item No. 2: Creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**



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“RESOLVED THAT in supersession of the earlier Special Resolution passed at the Annual General Meeting held on 29th September 2023, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactments thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) to create mortgage, hypothecation and/or charge etc., on all or any moveable/ immovable properties or other assets of the Company wherever situated, both present and future, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, comprising the whole or substantially the whole of the undertaking(s) of the Company, in favour of the Lender(s), Agent(s), Trustee(s) or any other person(s), for securing the borrowings of the Company by way of loan(s)/financing facility(ies)/credit facility(ies) etc. and securities (comprising of fully/ partly convertible debentures and/ or non-convertible debentures and/or other debt instruments), issued/to be issued by the Company, from time to time, including the amount of interest and other charges, costs and expenses payable in respect of such borrowings, subject to an overall limit of Rs. 600 Crores (Rupees Six Hundred Crores Only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including finalizing and executing necessary documents/ deeds/ writings/ papers/ agreements as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to the Finance and Investment Committee of the Board and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard .”

Item No. 3: making investment(s) and/or providing loan(s) and give guarantee (s) in excess of the limits prescribed under section 186 of the Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“RESOLVED FURTHER THAT pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) read with Companies (Management and Administration) Rules, 2014, applicable regulations framed by Securities Exchange Board of India, if



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any, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (and regulations framed thereunder), and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to:

- a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and
- c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate

over and above the limits specified under Section 186(2) of the Companies Act, 2013 but shall not exceed at any time a sum equivalent to Rs. 200 Crores (Rupees Two Hundred Crores Only)."

Date: 17th February, 2025

Place : Raipur

**By Order of Board of Directors
For, Vaswani Industries Limited**

**Sd/-
Sakshi Agrawal
Company Secretary & Compliance Officer
M. No.A70486**

NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the



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Companies Act, 2013 (“the Act”) read with the rules framed thereunder pertaining to the said Resolution, setting out the material facts and reasons thereof, is appended hereto and forms part of this Notice.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 14th February, 2025 (“cut-off date”) received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (‘CDSL’) and whose e-mail addresses are registered with the Company or MUFG Intime India Private Limited (RTA) or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
4. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on rnt.helpdesk@in.mpms.mufg.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
5. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. Wednesday, 19th March, 2025 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services



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of MUFG Intime India Private Limited (“**MIPL**”) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

7. The e-voting period commences at Tuesday, 18th February, 2025 at 9:00 a.m. (IST) on and ends on Wednesday, 19th March, 2025 at 5:00 p.m. (IST). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in the following newspapers:
 - a. Free Press Journal (English national daily newspaper circulating throughout India in English language) and
 - b. Deshbandhu (regional daily newspaper circulating in Chhattisgarh in vernacular language, i.e. Hindi).
10. In case of any query/grievance in connection with the Postal Ballot including evoting, Members may contact **MIPL** by e-mail at enotices@in.mpms.mufg.com or the Company Secretary at the contact details given hereinabove or at complianceofficer@vaswaniindustries.com
11. The Postal Ballot Notice will also be available on the website of the Company www.vaswanindustries.com websites of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com and on website of **MIPL** at <https://instavote.linkintime.co.in>.
12. The Board has appointed Mr. Praveen Kumar Kanungo (M. No. ACS 23614) Partners of M/s Kanungo Agrawal & Co., Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit her/his Report to the Chairman cum Whole Time Director or Company Secretary of the Company as authorised by him. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary on or before Thursday, 20th March, 2025.
13. The results of the postal ballot will be placed on the Company’s website at www.vaswaniindustries.com and on the website of MUFG Intime at <https://instavote.linkintime.co.in> and will also be intimated to the Stock Exchanges where the



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shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of SEBI Listing Regulations.

14. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to complianceofficer@vaswaniindustries.com

15. PROCEDURE FOR VOTING THROUGH ELECTRONIC MEANS





In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Method 1 - Individual Shareholders registered with NSDL IDeAS facility</p> <p>A. Shareholders who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none">1. Visit URL: https://eservices.nsd.com and click on “Beneficial Owner” icon under “Login”.2. Enter User ID and Password. Click on “Login”3. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.4. Click on “MUFGE InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>B. Shareholders who have not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none">1. To register, visit URL: https://eservices.nsd.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp



	<ol style="list-style-type: none">2. Proceed with updating the required fields.3. Post successful registration, user will be provided with Login ID and password.4. After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.5. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>Method 2 - Individual Shareholders directly visiting the e-voting website of NSDL</p> <ol style="list-style-type: none">1. Visit URL: https://www.evoting.nsd.com2. Click on the “Login” tab available under ‘Shareholder/Member’ section.3. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.4. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.5. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>NSDL Mobile APP</p> <p>Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in	<p>Method 1 – Individual Shareholders registered with CDSL Easi/Easiest facility</p> <p>A. Shareholders who have registered/ opted for CDSL Easi/Easiest facility:</p> <ol style="list-style-type: none">1. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Loginor



<p>demat mode with CDSL</p>	<p>www.cdslindia.com.</p> <ol style="list-style-type: none">2. Click on New System Myeasi Tab3. Login with existing my easi user name and password4. After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.5. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>B. Shareholders who have not registered for CDSL Easi/Easiest facility:</p> <ol style="list-style-type: none">1. To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration2. Proceed with updating the required fields.3. Post registration, user will be provided usernameand password.4. After successful login, user able to see e-voting menu.5. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>Method 2 - Individual Shareholders directly visiting the e-voting website of CDSL</p> <ol style="list-style-type: none">1. Visit URL: https://www.cdslindia.com2. Go to e-voting tab.3. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.4. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account5. After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
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Individual Shareholders holding securities in Demat mode with Depository Participant	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ol style="list-style-type: none">1. Login to DP website2. After Successful login, user shall navigate through “e-voting” option.3. Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.4. After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register for InstaVote as under:</p> <p>a) Visit URL: https://instavote.linkintime.co.in</p> <p><u>Shareholders who have not registered for INSTAVOTE facility:</u></p> <p>b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p>



D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character(!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.



<p>Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)</p>	<p>STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration</p> <ol style="list-style-type: none">Visit URL: https://instavote.linkintime.co.inClick on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”Fill up your entity details and submit the form.A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote) <p>STEP 2 – Investor Mapping</p> <ol style="list-style-type: none">Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.Click on “Investor Mapping” tab under the Menu SectionMap the Investor with the following details:<ol style="list-style-type: none">‘Investor ID’ –<ol style="list-style-type: none">NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID <i>i.e.</i>, <i>IN00000012345678</i>CDSL demat account – User ID is 16 Digit Beneficiary ID.‘Investor’s Name - Enter Investor’s Name as updated with DP.‘Investor PAN’ - Enter your 10-digit PAN.‘Power of Attorney’ - Attach Board resolution or Power of Attorney.<p><i>*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.</i></p>Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”. <p>STEP 3 – Voting through remote e-voting</p> <p>The corporate shareholder can vote by two methods, during the remote e-</p>
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voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under **“On-going Events”**.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the **“Notification for e-voting”**.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about



the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT, 2013

Item nos. 1 & 2

The Members of the Company, through Special Resolutions passed at the Annual General Meeting held on September 29, 2023, had authorised the Board of Directors to borrow funds from Banks, Financial Institutions and to provide security in connection with such borrowings, from time to time, which may exceed, at any point of time, the aggregate of the paid-up share capital, free reserves, and securities premium but shall not exceed a sum of Rs. 200 Crore, in accordance with the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 ("Act").

The Board of Directors, at its meeting held on February 14, 2025, approved an increase in the borrowing limit in terms of Section 180(1)(c) of the Act to an amount not exceeding Rs. 600 Crore. This increase is essential to meet the future business and capital expenditure requirements, particularly for the Company's proposed solar power plant and expansion of its existing facilities. Given the growing demand for renewable energy and the Company's strategic focus on expanding its green energy portfolio, the additional funds will be utilized to fund the development and construction of the solar power plant and enhance operational capacity at the existing plant.

Accordingly, approval of the Members is sought to increase the borrowing limit and to authorize the Board of Directors to borrow money(ies), which may exceed, at any point of time, the aggregate of its paid-up share capital, free reserves, and securities premium, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 600,00,00,000 (Rupees Six Hundred Crore Only). Furthermore, the Board is authorized to create a mortgage or charge on the properties of the Company in favor of the lenders, subject to the aforementioned limits.

These proposals are in line with the Company's strategic growth initiatives, particularly in the renewable energy sector, and are expected to provide long-term benefits to the Company's stakeholders. The expansion of the solar power plant and other infrastructure will contribute to the Company's objectives of increasing energy production capacity and reducing its environmental footprint.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 in this Postal Ballot Notice.

The Board of Directors believes that approving these resolutions is in the best interest of the Company and, therefore, recommends the Special Resolutions set out in Item Nos. 1 and 2 for approval by the Members.



Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

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Item no. 3

The Members of the Company, through a postal ballot dated 26th February 2022, had authorized the Board of Directors to provide loans, give guarantees, offer securities, and make investments up to an aggregate amount of Rs. 100.00 crore.

In furtherance to same and keeping in view the future plans of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 14th February, 2025 has proposed and approved for seeking the shareholder approval for upto an aggregate revised limit of Rs. 200 Crores (Rupees Two Hundred Crore Only) and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions 186 of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 in this Postal Ballot Notice.

The Board of Directors believes that the approval of this resolution is in the best interest of the Company and, therefore, recommends the Special Resolution set out in Item No. 3 for approval by the Members.

Date: 17th February, 2025

Place : Raipur

**By Order of Board of Directors
For, Vaswani Industries Limited**

**Sd/-
Sakshi Agrawal
Company Secretary & Compliance Officer
M. No. A70486**