



VIL/SECRETARIAL/2018-19
September 29, 2018

BY LISTING PORTAL

National Stock Exchange of India Ltd, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.	Bombay Stock Exchange Ltd., Market Operations Dept. P. J. Towers, Dalal Street, Mumbai - 400 001.
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Dear Sirs,

NOTICE OF 15TH ANNUAL GENERAL MEETING

AND

INTIMATION OF REMOTE E-VOTING FACILITY

The Notice calling the 15th Annual General Meeting of the members of the Company at 03:00 pm on Tuesday, the 30th October, 2018 at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) - 493221 containing the business to be transacted thereat, is attached herewith.

As per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. Instructions for e-voting are mentioned in the said notice.

Kindly note that, in order to comply with regulation 34 of the SEBI (LODR) regulations, 2015 the annual report for the year 2017-18 will be filed with the exchange after its adoption by shareholders at the 15th Annual General Meeting scheduled to be held on 30th October, 2018.

Kindly take the notice on records.

Yours faithfully,

For VASWANI INDUSTRIES LIMITED

Ragini Shukla
Ragini Shukla
Compliance Officer & Company Secretary





NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **Fifteenth Annual General Meeting** of Company Vaswani Industries Limited [CIN: L28939CT2003PLC015964] will be held at 03:00 P.M. on Tuesday, the 30th October, 2018 at Registered Office of the Company situated at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur Chhattisgarh 493221 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt financial statement containing the Directors Report, Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss, Cash Flow, Related Party Transactions and Notes to the Financial Statements for the period ended 31st March, 2018 forming part of the Accounts for the year 2017-18, and the Reports of the Independent Auditors thereon.
2. M/s. Amitabh Agrawal & Co., Chartered Accountants were appointed as auditors of the Company in the extra-ordinary general meeting held on 29th May, 2018, and hold office upto the conclusion of the ensuing annual general meeting. M/s. Amitabh Agrawal & Co., Chartered Accountants, are willing to act as auditors of the Company and are eligible to act as auditors as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and 142 other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Amitabh Agrawal & Co, Chartered Accountants (ICAI Firm Registration No. 006620C) be and are hereby appointed as Statutory Auditors of the Company to hold office for a consecutive period of five years from conclusion of 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting at such remuneration as shall be fixed mutually by the Audit Committee in consultation with Auditors and Board of Directors of the Company."

3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration, as





Vaswani Industries Limited

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recommended by Audit Committee and approved by Board of Directors of the Company as set out in the statement annexed to this notice, to be paid to the Cost Auditors M/s. Sanat Joshi & Associates Cost Accountants, Raipur (ICMAI Firm Registration no. 005960C) who were appointed by the Board of Directors to conduct the audit of cost record of the Company for the F. Y. ending on 31st March, 2019, be and is hereby ratified.”

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 152(6)(c) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Yashwant Vaswani (DIN 01627408), who retires by rotation and being eligible has offered himself for reappointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Smt. Sudha Vaswani (DIN: 02909309), who was appointed an Additional Director of the Company with effect from 6th January, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr Lekhu Thadaram Mulchandani (DIN No. 02801146) who is being reappointed as Independent Director and





Vaswani Industries Limited

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CIN - L28939CT2003PLC015964



has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for second term of consecutive five (5) years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass, with or without modification, the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr Ashok Kumar Suri (DIN No. 00291897) who is being reappointed as Independent Director and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for second term of consecutive five (5) years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

By order of the Board of Director
For **Vaswani Industries Limited**

Ragini Shukla

Ragini Shukla

(Company Secretary & Compliance Officer)

Place: Raipur (C. G.)

Date: 29/09/2018





Vaswani Industries Limited

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CIN - L28939CT2003PLC015964



Notes:

- 1) A member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- 2) Register of Members and Share Transfer Book of the Company will remain closed from; 23.10.2018 to 30.10.2018 (both days inclusive).
- 3) Members who are holding Equity shares in identical order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 4) Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
- 5) Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting venue. However, entry to attend the Meeting will be strictly on the basis of the entry slip available at the counters at the venue and to be exchanged with attendance slip.
- 6) Members will not be distributed any gift, compliment or kinds of such nature at the ensuing Annual General Meeting of your Company.
- 7) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.





Vaswani Industries Limited

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CIN - L28939CT2003PLC015964



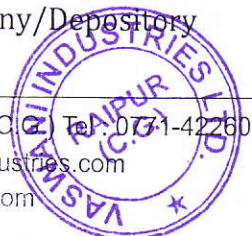
- 9) Details Regulation 36(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- 10) Electronic copy of the Annual Report for 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 are being sent.
- 11) Electronic copy of the Notice of the 15th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 15th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the prescribed mode.
- 12) Members may also note that the Notice of the 15th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.vaswaniindustries.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Raipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: complianceofficer@vaswaniindustries.com.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:





Vaswani Industries Limited

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CIN - L28939CT2003PLC015964



- i. Open email and open PDF file viz; "Vaswani Industries Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- iii. Click on Shareholder - Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" of Vaswani Industries Limited.
- viii. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to complianceofficer@vaswaniindustries.com with a copy marked to satishbatra6@gmail.com.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com





Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

CIN - L28939CT2003PLC015964



- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 26th October, 2018 (9:00 am) and ends on 29th October, 2018(5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd October, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd October, 2018.
- VII. Mr. Satish Kumar Batra, Practising Company Secretary (Membership No. 1316/ CP 2875) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

By order of the Board of Director
For **Vaswani Industries Limited**

Rajni Shukla
Rajni Shukla

(Company Secretary & Compliance Officer)



Place: Raipur (C.G.)

Date: 29/09/2018



Vaswani Industries Limited

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CIN - L28939CT2003PLC015964



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM 3:

COST AUDITOR

Pursuant to Section 148 of the Companies Acts, 2013, the Board of Directors appointed M/s Sanat Joshi & Associates was appointed as Cost auditor of the Company in their meeting held on 30th May, 2018 duly recommended by the Audit committee. The Board has approved a remuneration of Rs. 40,000.00 in consultation with Audit committee and Cost Auditors.

As per the provision of the Companies Act the above mentioned remuneration payable to the Cost Auditors required approval from the members of the Company.

Therefore, the Board commends the Ordinary Resolution set out at Item No.3 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.3 of the Notice.

ITEM 5:

APPOINTMENT OF SMT. SUDHA VASWANI AS EXECUTIVE DIRECTOR

Smt. Sudha Vaswani who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 6th January, 2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Smt. Sudha Vaswani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Smt. Sudha Vaswani as Executive Director, for the approval by the shareholders of the Company.

Except Smt. Sudha Vaswani, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.





ITEM NO. 6 & 7:

APPOINTMENT OF INDEPENDENT DIRECTORS

The Board of Directors of the Company ('the Board') at the meeting held on 1st September, 2018 on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Mr. Lekhuchand T Mulchandani and Mr. Ashok Suri as Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and any amendments thereto or modification thereof, as set out in the Resolutions to their respective appointment.

Mr. Lekhuchand T Mulchandani

He is an under graduate (Commerce) by qualification. He began his career in the Insurance Industry in 1966 as an advisor and has scaled the career ladder since then. He was the youngest Class I officer in LIC and received various awards as a top performing agency manager. Having travelled extensively he has studied and submitted his notes on all private insurance companies operating in various countries. He has been a speaker at the two prime training institutes in India namely, 'Management Development Centre and 'The National Insurance Academy'. At present, he is running his own institute which imparts training to advisors to insurance companies.

Following are companies in which he is interested:

Sr.No	Name of the Company	Designation
1.	Vaswani Industries Limited CIN: L28939CT2003PLC015964	Independent Director
2.	Space Education and Training Academy Limited CIN: U66010MH2006PLC161429	Director

He has already served a term of consecutive two years as Independent Director on the Board of the Company and the term is expiring at the ensuing Annual General Meeting after the commencement of Companies Act, 2013. Nomination and Remuneration committee (NRC) has duly evaluated her performance and found it satisfactory and has recommended that her services should be availed for the second term.

Therefore, NRC has recommended her reappointment for a second term of consecutive five (5) years commencing from the conclusion of the ensuing Annual General Meeting.

The Board commends the Special Resolution set out at Item No.6 for approval by the Members.





Vaswani Industries Limited

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CIN - L28939CT2003PLC015964



Except Mr. Lekhuchand T Mulchandani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Mr. Ashok Suri

He is a Science Graduate by qualification. He is engaged in the business of trading in Iron & Steel. His experience in the business has been helpful in the operations of our company.

Following are companies in which he is interested:

Sr.No	Name of the Company	Designation
1.	Vaswani Industries Ltd. (CIN- L28939CT2003PLC015964)	Independent Director
2.	Suri Ventures Pvt. Ltd. (CIN- U27106CT2005PTC017669)	Director

He has already served a term of consecutive two years as Independent Director on the Board of the Company and the term is expiring at the ensuing Annual General Meeting after the commencement of Companies Act, 2013. Nomination and Remuneration committee (NRC) has duly evaluated her performance and found it satisfactory and has recommended that her services should be availed for the second term.

Therefore, NRC has recommended her reappointment for a second term of consecutive five (5) years commencing from the conclusion of the ensuing Annual General Meeting.

The Board commends the Special Resolution set out at Item No.7 for approval by the Members.

Except Mr. Ashok Suri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.





Vaswani Industries Limited

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CIN - L28939CT2003PLC015964

ADDITIONAL DISCLOSURE AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015



1. **Mr. Yashwant Vaswani - (seeking reappointment)**

Mr. Yashwant Vaswani is a under commerce graduate. He has been associated with the Company since 2004 and has gained extensive knowledge and experience in the field of Trading and marketing of sponge iron and steel billets/ingots.

Disclosure of relationships between directors inter-se

Son of Mr. Ravi Vaswani, MD

Listed Companies (other than Vaswani Industries Limited) in which Mr. Yashwant Vaswani holds directorship and committee membership

DIRECTORSHIP & Membership of the Committees

NIL

Shareholding in the Company

Holds 2910840 eq. shares of Re.10/- each

2. **Mr. Lekhuchand T Mulchandani - (seeking reappointment as Independent Director)**

He is an under graduate (Commerce) by qualification. He began his career in the Insurance Industry in 1966 as an advisor and has scaled the career ladder since then. He was the youngest Class I officer in LIC and received various awards as a top performing agency manager. Having travelled extensively he has studied and submitted his notes on all private insurance companies operating in various countries. He has been a speaker at the two prime training institutes in India namely, 'Management Development Centre and 'The National Insurance Academy'. At present, he is running his own institute which imparts training to advisors to insurance companies.

Disclosure of relationships between directors inter-se

NIL

Listed Companies (other than Vaswani Industries Limited) in which Mr. Lekhuchand T Mulchandani holds directorship and committee membership

NIL

Shareholding in the Company

NIL

3. **Mr. Ashok Suri - (seeking reappointment as Independent Director)**

Mr. Ashok Suri is a Science Graduate by qualification. He is engaged in the business of trading in Iron & Steel. His experience in the business has been helpful in the operations of our company.





Vaswani Industries Limited

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CIN - L28939CT2003PLC015964



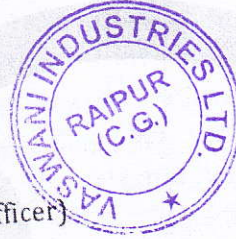
Disclosure of relationships between directors inter-se
NIL

Listed Companies (other than Vaswani Industries Limited) in which Mr. Ashok Suri holds directorship and committee membership
NIL

Shareholding in the Company
NIL

By order of the Board of Director
For Vaswani Industries Limited

Ragini Shukla
Ragini Shukla
(Company Secretary & Compliance Officer)



Place: Raipur (C.G.)
Date: 29/09/2018