



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL



ISO 9001: 2008

16<sup>th</sup> September 2015

The Listing Department  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

The Listing Department  
The National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C / 1, G Block,  
Bandra - Kurla Complex, Bandra (East),  
Mumbai - 400 051.

**Sub: Scrutinizer's Report.**

**Ref: Scrip Code: 533576 & Scrip ID - VASWANI.**

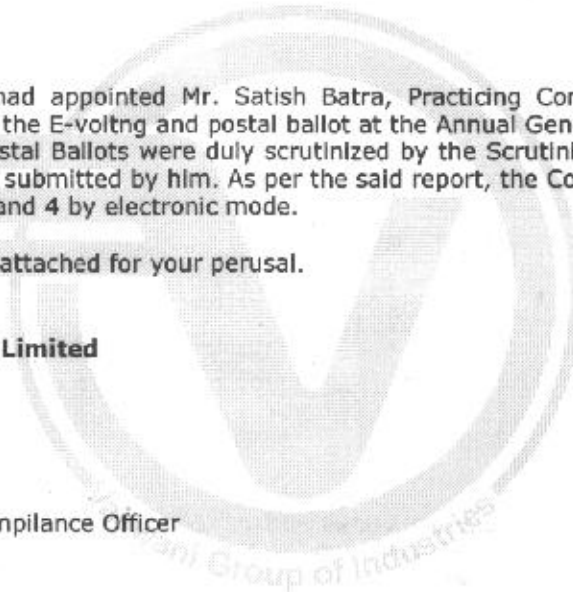
Dear Sir,

The Board of Directors had appointed Mr. Satish Batra, Practicing Company Secretary, as the Scrutinizer for conducting the E-voting and postal ballot at the Annual General Meeting Held on 14<sup>th</sup> September, 2015. The Postal Ballots were duly scrutinized by the Scrutinizer and the Report dated 16<sup>th</sup> September 2015 was submitted by him. As per the said report, the Company has in all received 28 physical ballot papers and 4 by electronic mode.

The scrutinizer's report is attached for your perusal.

For Vaswani Industries Limited

**Ritu Lamba**  
Company Secretary & Compliance Officer



**Scrutinizer combined Report – for e-voting & poll at the AGM of Vaswani Industries Limited**

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To

The Chairman,  
12<sup>th</sup> Annual General Meeting (AGM),  
Vaswani Industries Limited,  
MIG-4, Indravati Colony,  
Raipur – CG

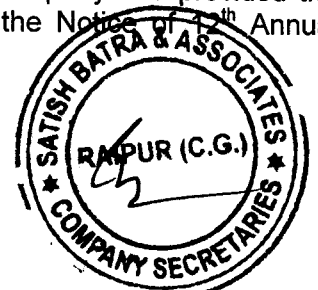
Dear Sir,

**Sub: Passing of resolutions through electronic mode at 12<sup>th</sup> AGM of Vaswani Industries Limited held on 14<sup>th</sup> September, 2015**

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1. Pursuant to the Resolution passed by the Board of Vaswani Industries Limited (hereinafter referred as company) on 30<sup>th</sup> May, 2015, I have been appointed me as the Scrutinizer for the e-voting as mentioned under Section 108 of the Companies Act, 2013 (the 2013 Act) and clause (ix) of sub rule of Rule 20 of the Companies (Management and Administration) Rules, 2014. During the current year from April 2014 onwards, e-Voting has been introduced as mandate to all Listed companies, I can say that I am well-versed with the theoretical concept of electronic voting system as prescribed under the rules and the SEBI circular dated 17<sup>th</sup> April 2014 issue in this regard. I have been also appointed as Scrutinizer at the Annual General Meeting (AGM) on Poll under the provision of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 12<sup>th</sup> Annual General Meeting of the members of the Company held on the 14<sup>th</sup> day of September, 2015 at MIG-4, Indravati Colony, Raipur – (C.G.).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolutions contained in the notice to the 12<sup>th</sup> Annual General meeting of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting systems provided by Link In-time Private Limited as the Service provider, for extending the facility of Electronic voting to the shareholders of the company also Registrar and share transfer Agent for the company. The service provider, had provided with the system for recording the votes of the shareholder electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 12<sup>th</sup> Annual General Meeting of the company, which is scheduled to be held on Monday, 14<sup>th</sup> September, 2015. The service provider accordingly had set up e-Voting facility on their website, <https://evoting.linkintime.com>. The company had uploaded all the items of the business to be transacted on the website of the company and also its service provider to facilitate their shareholders to cast their vote through e-voting.
3. The combined outcome of voting at the AGM as per Clause 35A of the Listing Agreement is as under:

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 had provided the facility of e-voting electronically on the resolutions proposed in the Notice of 12<sup>th</sup> Annual



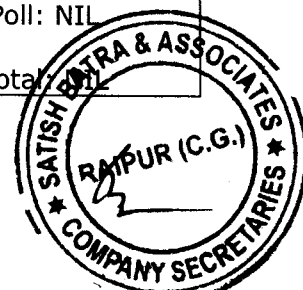
General Meeting (AGM). The e-voting was opened from 10<sup>th</sup> September, 2015 to 13<sup>th</sup> September, 2015.

In Line with the provisions of the Companies Act, 2012 and in the terms of the clarification issued by MCA, voting by Show of hands was not permitted at the General Meeting where e-voting has been offered to the shareholders. Therefore, at the 12<sup>th</sup> AGM, voting was conducted by poll.

The Board of Directors had appointed M/s Satish Batra & Associates, Practising Company secretary as the Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all electronic votes received up to the close of working hours on 13<sup>th</sup> September, 2015 and poll received till the conclusion of the meeting and submitted their report on 14<sup>th</sup> September, 20145.

The consolidated Results as per scrutinizer's report dated 14<sup>th</sup> September, 2015 is as follows:

Resolutions	% Votes in favor	% Votes in Against
Ordinary		
Resolution - 1 - To receive, consider and adopt audited Statement of Profit and Loss & Balance Sheet for the year 2014-15	E-voting: 100% Poll: 100% Total: 100%	E-voting: NIL Poll: NIL Total: NIL
Resolution - 2 - To re-appoint Shri Yashwant Vaswani, Whole-time Director of the Company	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolution - 3 - To re-appoint M/s Sunil Johri & Associates, Chartered Accountants as statutory auditors for FY 15-16	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolution - 4 - To appoint Mrs. Satyawati Parashar (DIN NO.00761009) as Non-executive Independent women director	E-voting: 100% Poll: 100% Total: 100%	E-voting: NIL Poll: NIL Total: NIL
Resolution - 5 - To appoint Mr. Sanjay jadwahi (DIN NO.05139093) as Non-executive Independent director	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolution - 6 - - To appoint Sanat Joshi & Associates Cost Accountants as cost auditors for FY 15-16	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Special		
Resolution - 7 - To appoint Shri Ravi Vaswani [DIN: 00308616] as the Managing Director of the company for a period of five years	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL



Resolution – 8 – To appoint Shri Pramod Vaswani [DIN: 01627359] as the Whole-time Director of the company for a period of five years	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolution – 9 – To appoint Shri Yashwant Vaswani [DIN: 01627408] as the Whole-time Director of the company for a period of five years	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolutions	% Votes in favor	% Votes in Against

Based on consolidation report of the Scrutinizer(s), all Resolutions as set out in the Notice of 12th Annual General Meeting have been duly approved by the shareholders with requisite majority.

#### OUTCOME

Date of Annual General Meeting	14th September, 2015		
Total Number of Shareholders as on record date	3557 equity shareholders as on 07.09.2015		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter group	Public	
	In person	In person	Through Proxy
	7	21	NIL
No. of shareholders attended meeting through Video Conferencing	Promoters & Promoter group	Public	
	NIL	NIL	
No. of shareholders voted through E-voting	Promoters & Promoter group	Public	
	NIL	04	

#### Agenda Wise

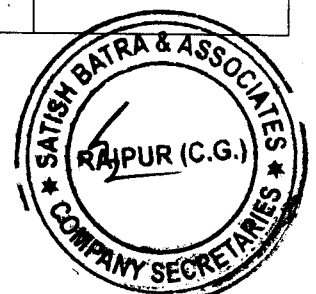
The mode of voting for all the resolutions was:

1. E-voting conducted between 10th September, 2015 from 09:00 A.M. to 13th September, 2014 till 5:00 P.M.
2. Poll (manually) conducted at the meeting.

Given Below is the resolution wise combined result of e-voting and poll.

Resolution – 1: Adoption of Audited Balance Sheet of the Company as on 31st March, 2015 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors along with some modifications as mentioned in annexure -1.

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter	16154700	16193700	16193700	0	100.00%	0.00



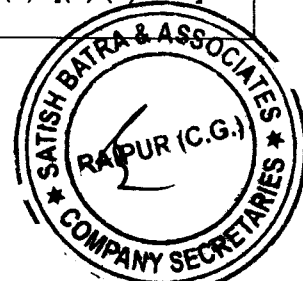
group						
Public Financial Institutional holders	0	0	0	0	0	0
Public – Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254		-	
		Favor		Against		% of votes
E voted		5250		00	100.00%	Negligible
Total (B)		5250				
Total (C)= (A)+(B)	28654700	5250		150	100.00%	Negligible

Resolution – 2: Re-appointment of Shri Yashwant Vaswani, Whole-time Director of the Company, who retires by rotation and is eligible for re-appointment

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public – Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5150		150	100.00%	Negligible
Total (B)		5150				
Total (C)= (A)+(B)	28654700	5150		150	100.00%	Negligible

Resolution – 3: Appointment of M/s Sunil Johri & Associates, Chartered Accountants, Statutory Auditors for holding the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]

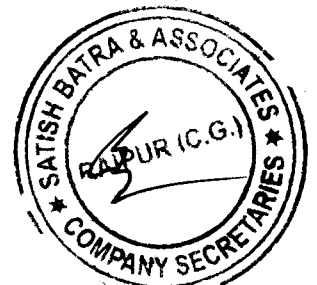


					00]	
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public – Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5150		150	100.00%	Negligible
Total (B)		5150				
Total (C)= (A)+(B)	28654700	5150		150	100.00%	Negligible

Resolution – 4: To appoint Mrs. Satyawati Parashar (DIN NO.00761009) as Non-executive Independent women director

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public – Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5250		00	100.00%	Negligible
Total (B)		5250				
Total (C)= (A)+(B)	28654700	5250		00	100.00%	Negligible

Resolution – 5: To appoint Mr. Sanjay Jadwani (DIN NO.05139093) as Non-executive Independent director



Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public - Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5150		150	100.00%	Negligible
Total (B)		5150				
Total (C)= (A)+(B)	28654700	5150		150	100.00%	Negligible

Resolution – 6: To appoint Sanat Joshi & Associates Cost Accountants as cost auditors for FY 15-16

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public - Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5150		150	100.00%	Negligible
Total (B)		5150				
Total (C)= (A)+(B)	28654700	5150		150	100.00%	Negligible

Resolution – 7: To appoint Shri Ravi Vaswani [DIN: 00308616] as the Managing Director of the company for a period of five years



Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5150		150	100.00%	Negligible
Total (B)		5150				
Total (C)= (A)+(B)	28654700	5150		150	100.00%	Negligible

Resolution – 8: To appoint Shri Pramod Vaswani [DIN: 01627359] as the Whole-time Director of the company for a period of five years

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5150		150	100.00%	Negligible
Total (B)		5150				
Total (C)= (A)+(B)	28654700	5150		150	100.00%	Negligible





Resolution – 9: To appoint Shri Yashwant Vaswani [DIN: 01627408] as the Whole-time Director of the company for a period of five years

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public – Others	12500000	1709554	1709554	0	100.00%	0
Total (A)	28654700	17903254	17903254			
		Favor		Against		% of votes
E voted		5150		150	100.00%	Negligible
Total (B)		5150				
Total (C)= (A)+(B)	28654700	5150		150	100.00%	Negligible

There were no invalid votes.

As per the consolidation results of e-voting and poll for Item 1 to 9 of the notice of AGM, all the resolutions are passed by requisite majority.

- As on the cut-off date there were 3,557 shareholders of the company. The service provider had sent the Notices of the AGM by email to 2,257 shareholders whose email ID was made available by the depository (NSDL) and for those holding in physical form to the extent it was available with the RTA. In respect of 1,297 shareholders the notices were sent by ordinary post. There was no case where the transmissions through email had failed. The Notice was sent as an URL link <http://www.vaswaniindustries.com> was provided to the shareholder to access the Notice.
- The notices sent to shareholders (both in physical form and electronic form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided of Rule 20 of the Companies (Management and Administration) Rules, 2014.
- The cut-off date (record date) for the purposes of identifying shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 7, 2015. As prescribed in the aforesaid rules, the e-Voting facility was kept open for four days from Thursday, September 10, 2015 at 09:00 A.M. to Sunday, September 13, 2015 till 5:00 P.M.

At the end of the voting period on September 13, 2015 at 5:00 P.M., the voting portal of the service provider was blocked forthwith. On September 14, 2015, the votes cast through e-Voting facility was



duly unblocked by me as scrutinizer in the presence of Ms. Noopur Trivedi and Shri Imran Alam who acted as the witnesses, as prescribed in sub-rule 3 (ix) of the said Rule 20.

As scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:

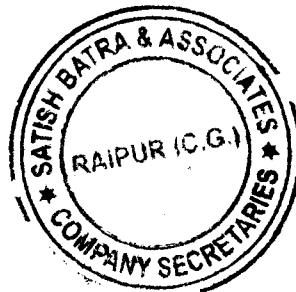
There are in all 3557 shareholders holding 2,86,54,700 equity shares of the company, who have participated in the e-Voting process carried out by the company.

There are no shareholders who have cast partly in favor and partly against.

All the Resolutions stands passed under e-Voting with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the company. I shall be arranging to hand over these records to you or such other person as authorized by you.

For Satish Kumar Batra & Associates



A handwritten signature in black ink, appearing to read "S. Batra".

Satish Kumar Batra  
Practising Company Secretary  
Membership No. 1316  
PCS No. 2875  
Date: 16.09.15

FORM No. MGT-13 (FOR POLL)  
Report of Scrutinizer  
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To

Mr. Ravi Vaswani,  
Chairman of the 12<sup>th</sup> Annual General Meeting,  
Vaswani Industries Limited  
MIG-4, Indravati Colony,  
Raipur, CG

Dear Sir,

I, Satish Kumar Batra, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 12<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vaswani Industries Limited Held on 14<sup>th</sup> September, 2015 at MIG-4, Indravati Colony, Raipur, CG, submit our report as under:

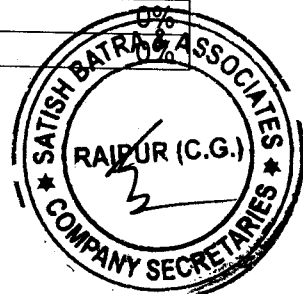
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

- (A) As an Ordinary Resolution – Item No. 1 passed with requisite majority.  
Consideration and adoption of Annual Accounts as on March 31, 2015 and other related reports (Directors Report & Auditors Report)

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17903254	100%
Voted against		0	0%
Invalid Votes		0	0%

- (B) As an Ordinary Resolution – Item No. 2 passed with requisite majority.  
Re-appointment of Mr. Yashwant Vaswani as whole-time Director

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%



- (C) As an Ordinary Resolution – Item No. 3 passed with requisite majority. Appointment of M/s Sunil Johri & Associates, Chartered Accountants, Statutory Auditors for holding the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

- (D) As an Ordinary Resolution – Item No. 4 passed with requisite majority. To appoint Mrs. Satyawati Parashar (DIN NO.00761009) as Non-executive Independent women director

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

- (E) As an Ordinary Resolution – Item No. 5 passed with requisite majority. To appoint Mr. Sanjay Jadwani (DIN NO.05139093) as Non-executive Independent director

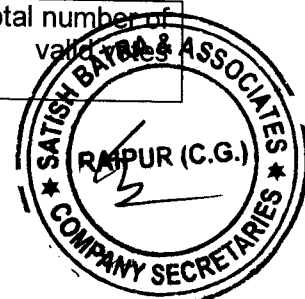
	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

- (F) As an Ordinary Resolution – Item No. 6 passed with requisite majority To appoint Sanat Joshi & Associates Cost Accountants as cost auditors for FY 15-16

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

- (G) As Special Resolution – Item No. 7 passed with requisite majority To appoint Shri Ravi Vaswani [DIN: 00308616] as the Managing Director of the company for a period of five years

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes



Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

- (H) As Special Resolution – Item No. 8 passed with requisite majority  
To appoint Shri Pramod Vaswani [DIN: 01627359] as the Whole-time Director of the company for a period of five years

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

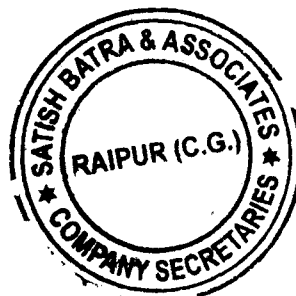
- (I) As Special Resolution – Item No. 9 passed with requisite majority  
To appoint Shri Yashwant Vaswani [DIN: 01627408] as the Whole-time Director of the company for a period of five years

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	21	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

5. A Compact Disc (CD) containing a list of equity shareholders who voted 'FOR', "AGAINST "and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

For Satish Kumar Batra & Associates



*Satish Kumar Batra*

Satish Kumar Batra  
Practising Company Secretary  
Membership No. 1316  
PCS No. 2875  
Date: 16.09.15