

SATISH BATRA & ASSOCIATES

COMPANY SECRETARIES

2nd Floor, Ashoka Plaza, Ashoka Ratan,
Vidhan Sabha Marg, Shankar Nagar,
Raipur 492001 (C. G.)

SCRUTINIZER COMBINED REPORT – FOR E-VOTING & POLL AT THE AGM **OF** **VASWANI INDUSTRIES LIMITED**

30th September, 2017

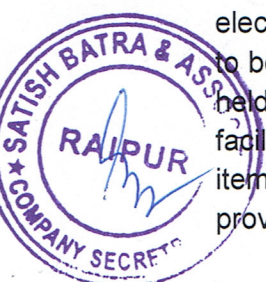
The Chairman,
14th Annual General Meeting (AGM),
Vaswani Industries Limited,
Bahesar Road, Near Cycle Park,
Vill - Sondra Phase-II,
Industrial Area, Siltara,
Raipur (C.G.) 493221

Dear Sir,

PASSING OF RESOLUTIONS THROUGH ELECTRONIC MODE AT 14TH AGM OF VASWANI INDUSTRIES LIMITED HELD ON 29TH SEPTEMBER, 2017

Pursuant to the Resolution passed by the Board of Vaswani Industries Limited (hereinafter referred as company) on 30th May, 2017, I have been appointed to act as a 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 17th 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 14th Annual General Meeting of the members of the Company held on the 29th day of September, 2017 at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara, Raipur – (C. G.) 492001.

1. 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 14th 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 14th Annual General Meeting of the company, which is scheduled to be held on Friday, 29th September, 2017. 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.



2. The outcome of voting, including combined voting at the AGM as per Clause 44 of SEBI (LODR) Regulation, 2015 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 14th Annual General Meeting (AGM). The e-voting was opened from 25th September, 2017 to 28th September, 2017.

In Line with the provisions of the Companies Act, 2013 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 14th AGM, voting was conducted by poll.

The Board of Directors had appointed M/s Satish Batra & Associates, Practicing 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 28th September, 2017 and poll received till the conclusion of the meeting and submitted their report on 30th September, 2017.

The consolidated Results as per scrutinizer's report dated 30th September, 2017 is as follows:

a) **AS AN ORDINARY RESOLUTION – ITEM NO. 1**

Adoption of Audited Balance Sheet of the Company as on 31st March, 2017 and Statement of Profit & Loss of the Company for the year ended on that date and the Reports of Board of Directors and Auditors

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	12	16	1,77,60,433	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	12	16	1,77,60,433	100%

b) **AS AN ORDINARY RESOLUTION – ITEM NO. 2**

Appointment of M/s. Batra Deepak & Associates, Chartered Accountants, Raipur as Statutory Auditors for a period of consecutive 5 years from the conclusion of this Annual General Meeting until the conclusion of the 19th (Nineteenth) Annual General Meeting of the Company and to fix their remuneration.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	10	16	1,77,60,263	99.999%
Dissent	02	-	170	0.001%
Abstain	NIL	-	0	0%
Total	12	16	1,77,60,433	100%



c) **AS AN ORDINARY RESOLUTION – ITEM NO. 3**

Approval of Remuneration of M/s. Sanat Joshi & Associates, Cost Accountants, Raipur, being Cost Auditor of the Company.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	9	16	1,77,56,263	99.977%
Dissent	3	-	4,170	0.023 %
Abstain	NIL	-	0	0%
Total	12	16	1,77,60,433	100%

d) **AS AN ORDINARY RESOLUTION – ITEM NO. 4**

Re-appointment of Mr. Yashwant Vaswani (DIN NO. 01627408) as Non-executive Director who retires by rotation, being eligible for re-appointment.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	9	15	1,48,49,373	83.609%
Dissent	3	-	220	0.001 %
Abstain	NIL	1	29,10,840	16.390%
Total	12	16	1,77,60,433	100%

e) **AS AN SPECIAL RESOLUTION – ITEM NO. 5**

Re-appointment of Mrs. Satyawati Parashar (DIN NO. 00761009) as Non-executive Independent Director.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	11	16	1,77,60,413	100.00%
Dissent	1	-	20	0.00 %
Abstain	NIL	-	0	0.00%
Total	12	16	1,77,60,433	100%

Based on consolidation report of the Scrutinizer(s), all Resolutions as set out in the Notice of 14th Annual General Meeting have been duly approved by the shareholders with requisite majority.



E- Voting Results – 14th Annual General Meeting of VASWANI INDUSTRIES LIMITED

Date of the AGM	29 th September, 2017
Total number of shareholders on record date	4881 equity shares as on 22.09.2017
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	06
Public:	10
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public	Nil

Resolution-1: Adoption of Audited Balance Sheet of the Company as on 31st March, 2017 and Statement of Profit & Loss 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.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	17500000	0	0	0	0	0	0
	Poll		1750000	100	17500000	0	100	0
	Postal Ballot (if applicable)							
	Total		17500000	17500000	0	17500000	0	100
Public- Institutions	E-Voting	0	0	0		0		0
	Poll		0	0		0		0
	Postal Ballot (if applicable)							
	Total		0	0	0		0	
Public- Non Institutions	E-Voting	12500000	22833	0.1827	22833	0	100	0
	Poll		237600	1.9008	237600		100	
	Postal Ballot (if applicable)							
	Total		12500000	260433	2.0835	260433	0	100
Total		30000000	17760433	59.2014	17760433	0	100	0



Resolution-2: To appoint M/s. Batra Deepak & Associates, Chartered Accountants, Raipur as Statutory Auditors for a period of consecutive 5 years holding the office from the conclusion of this Annual General Meeting until the conclusion of the 19th (Nineteenth) Annual General Meeting of the Company and to fix their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	17500000	0	0	0	0	0	0
	Poll		1750000	100	17500000	0	100	0
	Postal Ballot (if applicable)							
	Total		17500000	17500000	0	17500000	0	100
Public- Institutions	E-Voting	0	0	0		0		0
	Poll		0	0		0		0
	Postal Ballot (if applicable)							
	Total		0	0	0	0		0
Public- Non Institutions	E-Voting	12500000	22833	0.1827	22833	170	99.2555	0.7445
	Poll		237600	1.9008	237600	0	100	0
	Postal Ballot (if applicable)							
	Total		12500000	260433	2.0835	260433	170	99.9347
Total		30000000	17760433	59.2014	17760433	170	99.9990	0.0010



Resolution-3: To consider approval of Remuneration of M/s. Sanat Joshi & Associates, Cost Accountants, Raipur, being Cost Auditors of the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	17500000	0	0	0	0	0	0
	Poll		1750000	100	17500000	0	100	0
	Postal Ballot (if applicable)							
	Total	17500000	17500000	0	17500000	0	100	0
Public- Institutions	E-Voting	0	0	0		0		0
	Poll		0	0		0		0
	Postal Ballot (if applicable)							
	Total	0	0	0		0		0
Public- Non Institutions	E-Voting	12500000	22833	0.1827	18663	4170	81.7370	18.2630
	Poll		237600	1.9008	237600	0	100	0
	Postal Ballot (if applicable)							
	Total	12500000	260433	2.0835	256263	4170	98.3988	1.6012
Total		30000000	17760433	59.2014	17756263	4170	99.9765	0.0235



Resolution –4: To re-appoint Mr. Yashwant Vaswani (DIN NO. 01627408) as Non-executive Director who retires by rotation

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	17500000	0	0	0	0	0	0
	Poll		14589160	83.3666	14589160	0	100	0
	Postal Ballot (if applicable)							
	Total		14589160	83.3666	14589160	0	100	0
Public- Institutions	E-Voting	0	0	0		0		0
	Poll		0	0		0		0
	Postal Ballot (if applicable)							
	Total		0	0		0		0
Public- Non Institutions	E-Voting	12500000	22833	0.1827	22613	220	99.0365	0.9635
	Poll		237600	1.9008	237600	0	100	0
	Postal Ballot (if applicable)							
	Total		260433	2.0835	260213	220	99.9155	0.0845
Total		30000000	14849593	49.4986	14849373	220	99.9985	0.0015



Resolution-5: To appoint Mrs. Satyawati Parashar (DIN NO. 00761009) as Non-executive Independent Director

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	17500000	0	0	0	0	0	0
	Poll		1750000	100	17500000	0	100	0
	Postal Ballot (if applicable)							
	Total		17500000	17500000	0	17500000	0	100
Public- Institutions	E-Voting	0	0	0		0		0
	Poll		0	0		0		0
	Postal Ballot (if applicable)							
	Total		0	0	0		0	
Public- Non Institutions	E-Voting	12500000	22833	0.1827	22813	20	99.9124	0.0876
	Poll		237600	1.9008	237600	0	100	0
	Postal Ballot (if applicable)							
	Total		12500000	260433	2.0835	260413	20	99.9923
Total		30000000	17760433	59.2014	17760413	20	99.9999	0.0001

There were no invalid votes.

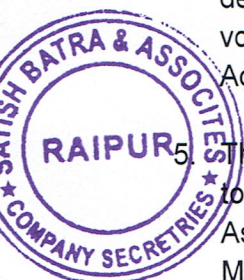
As per the consolidated results of e-voting and poll for Items 1 to 5 of the notice of AGM, all the resolutions were passed by requisite majority.

3. As on the cut-off date there were 3,752 shareholders of the company. The service provider had sent the Notices of the AGM by email to 2,698 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 1,094 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.

4. 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.

5. 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 22, 2017. As prescribed in the aforesaid rules, the e-Voting facility was kept open for four days from Monday, September 25, 2017 at 09:00 A.M. to Thursday, September 28, 2017 till 5:00 P.M.

At the end of the voting period on September 28, 2017 at 5:00 P.M., the voting portal of the service provider was blocked forthwith. On September 29, 2017, the votes cast through e-Voting facility was



duly unblocked by me as scrutinizer in the presence of CS Anmol Kanchwani and Ms. Priyanka Athwani who acted as the witnesses, as prescribed in sub-rule 3 (ix) of the said Rule 20.

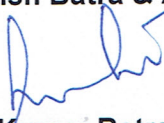
As scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:

There are no shareholders who have cast AGAINST, 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 n 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 Batra & Associates,



(Satish Kumar Batra)
Practising Company Secretary
Membership No. 1316
PCS No. 2875



FORM No. MGT-13
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]

Date: 30th September, 2017

Mr. Ravi Vaswani,
Chairman of the 14th Annual General Meeting,
Vaswani Industries Limited,
Bahesar Road, Near Cycle Park,
Vill - Sondra Phase-II,
Industrial Area, Siltara,
Raipur (C.G.) 493221

Dear Sir,

I, Satish Kumar Batra, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 14th Annual General Meeting of the Equity Shareholders of Vaswani Industries Limited held on 29th September, 2017 at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara, Raipur – (C. G.) 492001, 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.

To receive, consideration and adoption of Annual Accounts as on March 31, 2017 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	16	17737600	100%
Voted against	0	0	0%
Invalid Votes	0	0	0%



(B) As an Ordinary Resolution – Item No. 2 passed with requisite majority.

To appoint M/s. Batra Deepak & Associates, Chartered Accountants, Raipur as statutory auditors for a period of consecutive 5 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	16	17737600	100%
Voted against	0	0	0%
Invalid Votes	0	0	0%

(C) As an Ordinary Resolution – Item No. 3 passed with requisite majority.

To consider approval of Remuneration of M/s. Sanat Joshi & Associates, Cost Accountants, Raipur as a cost auditor for financial year 2017-18

	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	16	17737600	100%
Voted against	0	0	0%
Invalid Votes	0	0	0%

(D) As an Ordinary Resolution – Item No. 4 passed with requisite majority.

To re-appoint Mr. Yashwant Vaswani (DIN NO. 01627408) as Non-executive Director who retires by rotation

	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	15	14826760	100%
Voted against	0	0	0%
Invalid Votes	0	0	0%

*** Shri Yashwant Vaswani (29,10,840 eq. shares) was abstained from voting as he was interested in the resolution.*

(E) As a Special Resolution – Item No. 5 passed with requisite majority.

To appoint Mrs. Satyawati Parashar (DIN NO. 00761009) 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	16	17737600	100%
Voted against	0	0	0%
Invalid Votes	0	0	0%

5. A list of equity shareholders who voted 'FOR', "AGAINST" and "ABSTAIN" 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 Shri Ravi Vaswani, Director of the Company for safe keeping.

For, Satish Batra & Associates,

(Satish Kumar Batra)
Practicing Company Secretary
Membership No. 1316
PCS No. 2875



E-VOTING SUMMARY**ELECTRONIC VOTING FROM 25/09/2017 (09:00AM) TO 28/09/2017 (05:00 PM)**

EVEN	ISIN	ISIN_NAME	START DATE	END DATE	RESULT DATE
107527	INE590L01019	VASWANI INDUSTRIES LIMITED EQ	25-09-2017	28-09-2017	29-09-2017

RESOLUTION NO.	OPTION_NAME	OPTION ID	VOTER COUNTS	VOTE COUNTS
1	I/We assent to the resolution (For/ Yes/ Favour)	1	12	22833.000
	I/We dissent to the resolution (Against/ No)	2	0	0.000
2	I/We assent to the resolution (For/ Yes/ Favour)	1	10	22663.000
	I/We dissent to the resolution (Against/ No)	2	2	170.000
3	I/We assent to the resolution (For/ Yes/ Favour)	1	9	18663.000
	I/We dissent to the resolution (Against/ No)	2	3	4170.000
4	I/We assent to the resolution (For/ Yes/ Favour)	1	9	22613.000
	I/We dissent to the resolution (Against/ No)	2	3	220.000
5	I/We assent to the resolution (For/ Yes/ Favour)	1	11	22813.000
	I/We dissent to the resolution (Against/ No)	2	1	20.000



Summary of Poll

REF: 14TH ANNUAL GENERAL MEETING HELD ON 29/09/2017

RESOLUTION NO.	OPTION NAME	VOTER COUNTS	VOTE COUNTS
1	I/We assent to the resolution (For/ Yes/ Favour)	16	17737600
	I/We dissent to the resolution (Against/ No)	0	0.000
2	I/We assent to the resolution (For/ Yes/ Favour)	16	17737600
	I/We dissent to the resolution (Against/ No)	0	0
3	I/We assent to the resolution (For/ Yes/ Favour)	16	17737600
	I/We dissent to the resolution (Against/ No)	0	0
4	I/We assent to the resolution (For/ Yes/ Favour)	15	14826760
	I/We dissent to the resolution (Against/ No)	0	0
5	I/We assent to the resolution (For/ Yes/ Favour)	16	17737600
	I/We dissent to the resolution (Against/ No)	0	0

