

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 EXTRA-ORDINARY GENERAL MEETING OF
VASWANI INDUSTRIES LIMITED HELD ON 29TH MAY, 2018**

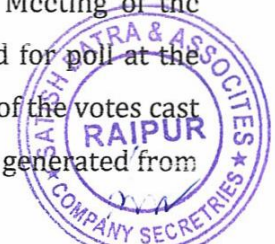
29th May, 2018

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

Dear Sir,

**PASSING OF RESOLUTION THROUGH ELECTRONIC MODE AT EXTRA-ORDINARY GENERAL
MEETING OF VASWANI INDUSTRIES LIMITED HELD ON 29TH MAY, 2018**

1. Pursuant to the Resolution passed by the Board of Vaswani Industries Limited (hereinafter referred as company) on 4th April, 2018, I have been appointed 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.
2. E-VOTING has been introduced and mandate to all listed companies since April, 2014. I declare 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 issued in this regard. I have been getting appointed as Scrutinizer for e-voting at the General Meetings on Poll under the provision of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014.
3. 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 Extra-ordinary General Meeting of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Extra-Ordinary General Meeting 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.

4. 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 Extra-ordinary General Meeting of the company, which is scheduled to be held on Tuesday, **29th MAY, 2018**. 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.
5. The combined outcome of voting at the Extra-ordinary General Meeting as per Clause 35A of the Listing Agreement is as under:
 - (a) 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 Extra-ordinary General Meeting (EGM). The e-voting was opened from 26th May, 2018 to 28th May, 2018.
 - (b) 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 Extra-ordinary General Meeting dated **29th MAY, 2018**, voting was conducted by poll.
 - (c) The Board of Directors had appointed us as the Scrutinizer for e-voting and poll. We have carried out the scrutiny of all electronic votes received up to the close of working hours on **28th MAY, 2018** and poll received till the conclusion of the meeting and submitted their report on **29th MAY, 2018**.
 - (d) The consolidated Results as per scrutinizer's report dated **29th MAY, 2018** is as follows:



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

To Appoint M/s Amitabh Agrawal & Co., Chartered Accountants as statutory auditors for FY 2017-18.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	4	32	1,83,06,832	99.9945%
Dissent	1	-	1,000	0.0055%
Abstain	-	-	0	0%
Total	5	32	1,83,07,832	100%

Based on consolidation report of the Scrutinizer(s), Resolution as have been duly approved by the set out in the Notice of Extra-ordinary General Meeting shareholders with requisite majority.

OUTCOME OF VOTING OF EXTRA-ORDINARY GENERAL MEETING

Date of Extra-ordinary General Meeting	29 th May, 2018		
Total Number of Shareholders as on record date	5847 Equity Shareholders as on 22.05.2018		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter group	Public	
	In person	In person	Through Proxy
	6	26	NIL
No. of shareholders attended meeting through Video Conferencing	Promoters & Promoter group	Public	
	NIL	NIL	

AGENDA WISE

The mode of voting for all the resolutions was:

1. E-voting conducted between 26th May, 2018 from 09:00 A.M. to 28th May, 2018 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: To Appoint M/s Amitabh Agrawal & Co., Chartered Accountants as statutory auditors for FY 2017-18.

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		17500000	100	17500000	0	100	0
	Postal Ballot (if applicable)							
	Total		17500000	17500000	100	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	1270	0.0102	270	1000	21.2598	78.7402
	Poll		806562	6.4525	806562	0	100	0
	Postal Ballot (if applicable)							
	Total		12500000	807832	6.4627	806832	1000	99.8762
Total		30000000	18307832	61.0261	18306832	1000	99.9945	0.0055

There were no invalid votes.

As per the consolidation results of e-voting and poll for Item 1 of the notice of Extra-ordinary General Meeting, the resolution is passed by requisite majority.

6. As on the cut-off date there were 5,928 shareholders of the company. The service provider had sent the Notices of the EGM by email to 4,673 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 1,255 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.

7. 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.

8. The cut-off date (record date) for the purposes of identifying shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was May 22, 2018. As prescribed in the aforesaid rules, the e-Voting facility was kept open for three days from Saturday, May 26, 2018 at 09:00 A.M. to Monday, May 28, 2018 till 5:00 P.M.

At the end of the voting period on May 28, 2018 at 5:00 P.M., the voting portal of the service provider was blocked forthwith. On May 29, 2018, the votes cast through e-Voting facility was duly unblocked by me as scrutinizer in the presence of Ms. Anmol Kanchwani and Mr. Akash Jain 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 5847 shareholders holding 3,00,00,000 equity shares of the company, who have participated in the e-Voting process carried out by the company.

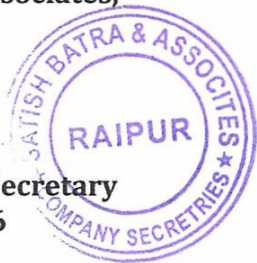
Resolution stands passed under e-Voting and poll with the requisite majority.

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 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: 29th May, 2018

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

Dear Sir,

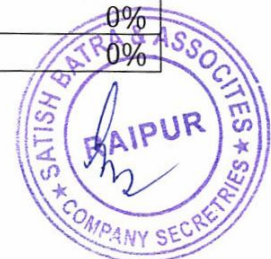
I, Satish Kumar Batra, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at Extra-ordinary General Meeting of the Equity Shareholders of Vaswani Industries Limited held on 29th May, 2018 at Bahesar Road, Near Cycle Park, Vill - Sondra Phase II, Industrial 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 Appoint M/s Amitabh Agrawal & Co., Chartered Accountants as statutory auditors for FY 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	32	18306562	100%
Voted against	0	0	0%
Invalid Votes	0	0	0%



5. The PDF (File) is attached regarding the list of equity shareholders who e-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 Miss Ragini Shukla, Company Secretary of the Company for safe keeping.

For, Satish Batra & Associates,



(Satish Kumar Batra)

Practicing Company Secretary

Membership No. 1316

PCS No. 2875



EXTRA-ORDINARY GENERAL MEETING HELD ON 29/05/2018

E-VOTING SUMMARY

ELECTRONIC VOTING FROM 26/05/2018 (09:00AM) TO 28/05/2018 (05:00 PM)

EVEN	ISIN	ISIN_NAME	START DATE	END DATE	RESULT DATE
108349	INE590L01019	VASWANI INDUSTRIES LIMITED EQ	26 05 2018	28 05-2018	29-05-2018

RESOLUTION NO.	OPTION NAME	OPTION ID	VOTER COUNTS	VOTE COUNTS
1	I/We assent to the resolution (For/ Yes/ Favour)	1	4	270.00
	I/We dissent to the resolution (Against/ No)	2	1	1000.00

SUMMARY OF POLL

RESOLUTION NO.	OPTION NAME	VOTER COUNTS	VOTE COUNTS
1	I/We assent to the resolution (For/ Yes/ Favour)	32	18306832
	I/We dissent to the resolution (Against/ No)	0	0.000

