

SATISH BATRA & ASSOCIATES

COMPANY SECRETARIES

C-501, 4th Floor, Ashoka Ratan,
Khamardih Road, 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 01st MAY, 2017**

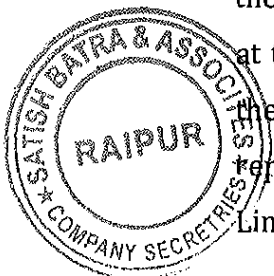
2nd May, 2017

The Chairman,
Extra-ordinary General Meeting (EGM),
Vaswani Industries Limited,
MIG-4, Indravati Colony,
Raipur - Chhattisgarh

Dear Sir,

**PASSING OF RESOLUTION THROUGH ELECTRONIC MODE AT EXTRA-ORDINARY
GENERAL MEETING OF VASWANI INDUSTRIES LIMITED HELD ON 01st MAY, 2017**

1. Pursuant to the Resolution passed by the Board of Vaswani Industries Limited (hereinafter referred as company) on 5th April, 2017, 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 Monday, **01st MAY, 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.

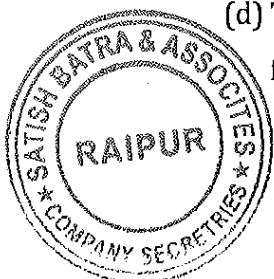
5. The combined outcome of voting at the Extra-ordinary General Meeting as per Clause 35A of the Listing Agreement is as under:

(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 (AGM). The e-voting was opened from 28th May, 2017 to 30th May, 2017.

(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 **01st MAY, 2017**, 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 **30th April, 2017** and poll received till the conclusion of the meeting and submitted their report on **01st MAY, 2017**.

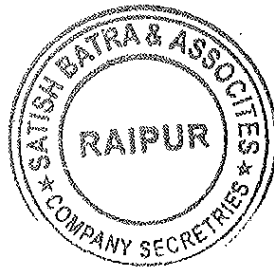
(d) The consolidated Results as per scrutinizer's report dated **01st MAY, 2017** is as follows:



Resolutions	% Votes in favor	% Votes in Against
Special		
Resolution - 1 - To Appoint M/s BATRA DEEPAK & Associates, Chartered Accountants as statutory auditors for FY 16-17	E-voting: 100% Poll: 100% Total: 100%	E-voting: NIL Poll: NIL Total: NIL

*Note : The percentage is based on the votes present for the aforesaid meeting not on total shareholding.

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
OUTCOME OF VOTING OF EXTRA-ORDINARY GENERAL MEETING

Date of Extra-ordinary General Meeting	01 st May, 2017		
Total Number of Shareholders as on record date	3622 Equity Shareholders as on 21.03.2016		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter group	Public	
	In person	In person	Through Proxy
	7	16	NIL
No. of shareholders attended meeting through Video Conferencing	Promoters & Promoter group	Public	
	NIL	NIL	

AGENDA WISE

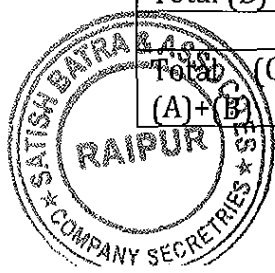
The mode of voting for all the resolutions was:

1. E-voting conducted between 28th May, 2017 from 09:00 A.M. to 30th May, 2017 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: Resolution - 1: To Appoint M/s BATRA DEEPAK & Associates, Chartered Accountants as statutory auditors for FY 16-17

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	17500000	17500000	17500000	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0
Public - Others	12500000	1356563	1356563		100.00%	0
Total (A)	30000000	18856563	18856563			
		Favor		Against		% of votes
E voted		18		18	100%	NIL
Total (B)		18		18		
Total (C) = (A)+(B)	30000000	18856581	18856581	18	100%	NIL



There were no invalid votes.

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

6. As on the cut-off date there were 3,622 shareholders of the company. The service provider had sent the Notices of the AGM by email to 2,535 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 1,138 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 April 24, 2017. As prescribed in the aforesaid rules, the e-Voting facility was kept open for four days from Friday, April 28, 2017 at 09:00 A.M. to Sunday, April 30, 2017 till 5:00 P.M.

At the end of the voting period on April 30, 2017 at 5:00 P.M., the voting portal of the service provider was blocked forthwith. On May 01, 2017, the votes cast through e-Voting facility was duly unblocked by me as scrutinizer in the presence of Mr. Sachin Nahar and Ms. Sneha Agrawal 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 3622 shareholders holding 3,00,00,000 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.

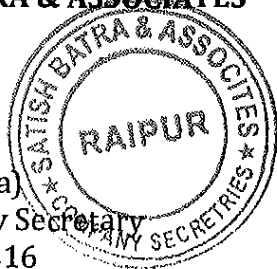


The Resolution stands passed under e-Voting with the requisite majority and with modification.

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

Batra



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

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]

Mr. Ravi Vaswani,
Chairman of the Extra-ordinary General Meeting,
Vaswani Industries Limited
MIG-4, Indravati Colony,
Raipur, CG

Dear Sir,

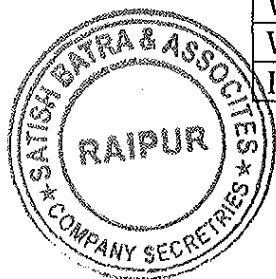
I, Satish Kumar Batra, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at Extra-ordinary General Meeting of the Equity Shareholders of Vaswani Industries Limited Held on 30th March, 2016 at MIG-4, Indravati Colony, Raipur, CG, submit our report as under:

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 a Special Resolution – Item No. 1 passed with requisite majority.

Preferential Issue & Allotment of 1345300 equity shares to Promoter & Promoter Group along with some modifications

	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	19	17832754	100%
Voted against		0	0%
Invalid Votes		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 the Company Secretary / Director authorized by the Board for safe keeping.

FOR, SATISH BATRA & ASSOCIATES

Batra

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

