

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

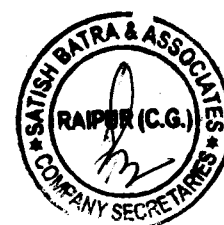
To

The Chairman,
11th Annual General Meeting (AGM),
Vaswani Industries Limited,
MIG-4, Indravati Colony,
Raipur – CG

Dear Sir,

Sub: Passing of resolutions through electronic mode at 11th AGM of Vaswani Industries Limited held on 12th September, 2014

1. Pursuant to the Resolution passed by the Board of Vaswani Industries Limited (hereinafter referred as company) on 30th May, 2014, 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 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 11th Annual General Meeting of the members of the Company held on the 12th day of September, 2014 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 11th 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 11th Annual General Meeting of the company, which is scheduled to be held on Friday, 12th September, 2014. 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:



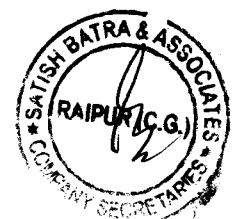
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the facility of e-voting electronically on the resolutions proposed in the Notice of 11th Annual General Meeting (AGM). The e-voting was opened from 10th September, 2014 to 12th September, 2014.

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 11th 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 12th September, 2014 and poll received till the conclusion of the meeting and submitted their report on 12th September, 2014.

The consolidated Results as per scrutinizer's report dated 12th September, 2014 is as follows:

Resolutions	% Votes in favor	% Votes in Against
Ordinary		
Resolution – 1: Adoption of Audited Balance Sheet of the Company as on 31st March, 2014 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolution – 2: Appointment of a director in place of Shri Pramod Vaswani, Whole-time Director of the Company, who retires by rotation and is eligible for re-appointment.	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolution – 3: Appointment of a director in place of Shri Yashwant Vaswani, Whole-time Director of the Company, who retires by rotation and is eligible for re-appointment.	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Resolution – 4: 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	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL
Special		
Resolution – 5: Appointment of Mr. Kushal Vaswani, Chief Operations Officer – Indust	E-voting: 100% Poll: 100% Total: 100%	E-voting: Negligible Poll: NIL Total: NIL



Based on consolidation report of the Scrutinizer(s), all Resolutions as set out in the Notice of 11th Annual General Meeting have been duly approved by the shareholders with requisite majority.

OUTCOME

Date of Annual General Meeting	12 th September, 2014		
Total Number of Shareholders as on record date	3829 equity shareholders as on 01.08.2014		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter group	Public	
	In person	In person	Through Proxy
	8	17	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 10th September, 2014 from 10:00 A.M. to 12th September, 2014 till 6:00 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, 2014 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors

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	16153700	16153700	0	100.00%	0.00
Public Financial Institutional holders	3746302	0	0	0	0	0
Public - Others	8753698	1578036	1578036	0	100.00%	0
Total (A)		17731736				
		Favor		Against		% of votes
E voted		180997		150	100.00%	Negligible
Total		180997				



(B)						
Total (C)= (A)+(B)	286547 00	17912733		150	100.00%	Negligible

Resolution – 2: Appointment of a director in place of Shri Pramod 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 votes 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	161547 00	16153700	16153700	0	100.00%	0.00
Public Financial Institutional holders	374630 2	0	0	0	0	0
Public - Others	875369 8	1578036	1578036	0	100.00%	0
Total (A)		17731736				
		Favor		Against		% of votes
E voted		180997		150	100.00%	Negligible
Total (B)		180997				
Total (C)= (A)+(B)	286547 00	17912733		150	100.00%	Negligible

Resolution – 3: Appointment of a director in place of Shri Yashwant Vaswani, Whole-time Director of the Company, who retires by rotation and is eligible for re-appointment

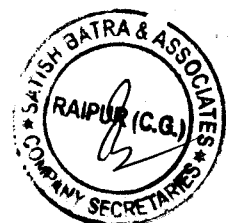
Category	No. of shares held (1)	No. of votes polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)*100]	% of votes against on votes polled (7)=[(5)/(2)*100]
Promoter and promoter group	161547 00	16153700	16153700	0	100.00%	0.00



promoter group						
Public Financial Institutional holders	3746302	0	0	0	0	0
Public - Others	8753698	1578036	1578036	0	100.00%	0
Total (A)		17731736				
		Favor		Against		% of votes
E voted		180997		150	100.00%	Negligible
Total (B)		180997				
Total (C) = (A)+(B)	28654700	17912733		150	100.00%	Negligible

Resolution – 4: 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]
Promoter and promoter group	16154700	16153700	16153700	0	100.00%	0.00
Public Financial Institutional holders	3746302	0	0	0	0	0
Public - Others	8753698	1578036	1578036	0	100.00%	
Total (A)		17731736				
		Favor		Against		% of votes
E voted		180997		150	100.00%	Negligible
Total (B)		180997				



Total (C)= (A)+(B)	286547 00	17912733		150	100.00%	Negligible
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Resolution – 5: Appointment of Mr. Kushal Vaswani, Chief Operations Officer – Industry

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	161547 00	16153700	16153700	0	100.00%	0.00
Public Financial Institutional holders	374630 2	0	0	0	0	0
Public - Others	875369 8	1578036	1578036	0	100.00%	0
Total (A)		17731736				
		Favor		Against		% of votes
E voted		180997		150	100.00%	Negligible
Total (B)		180997				
Total (C)= (A)+(B)	286547 00	17912733		150	100.00%	Negligible

There were no invalid votes.

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

4. As on the cut-off date there were 3,529 shareholders of the company. The service provider had sent the Notices of the AGM by email to 2,221 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 1,308 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://> was provided to the shareholder to access the Notice.



5. 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.
6. 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 August 1, 2014. As prescribed in the aforesaid rules, the e-Voting facility was kept open for three days from Wednesday, September 10, 2014 at 10:00 A.M. to Friday, September 12, 2014 till 6:00 P.M.

At the end of the voting period on September 12, 2014 at 6:00 P.M., the voting portal of the service provider was blocked forthwith. On September 12, 2014, the votes cast through e-Voting facility was duly unblocked by me as scrutinizer in the presence of Shri Vivek Sharma 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 3529 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 which 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 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 Kumar Batra & Associates



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



S.K. BATRA
Company Secretary
FCS 1316, CP 2875, PCSA 390

S.K. BATRA
Company Secretary
FCS 1316, CP 2875, PCSA 390

S.K. BATRA

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 11th 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 11th Annual General Meeting of the Equity Shareholders of Vaswani Industries Limited Held on 12th September, 2014 at MIG-4, Indravati Colony, Raipur, CG, submit our report as under:

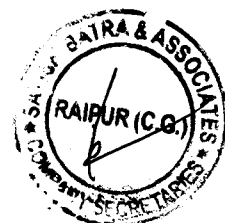
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled 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, 2014 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	25	17912733	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. Pramod 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	25	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%



- (C) As an Ordinary Resolution – Item No. 3 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	25	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

- (D) As an Ordinary Resolution – Item No. 4 passed with requisite majority.
Re-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	25	17912733	100%
Voted against		0	0%
Invalid Votes		0	0%

- (E) As a Special Resolution – Item No. 5 passed with requisite majority.
Appointment of Mr. Kushal Vaswani, Chief Operations Officer – Industry

	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	25	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
Practising Company Secretary
Membership No. 1316
PCS No. 2875

S.K. BATRA
Company Secretary
FCS 1316, CP 2875, PCSA 390

