



Vaswani Industries Limited

POWER • SPONGE IRON • STEEL
CIN - L28939CT2003PLC015964



VIL/SECRETARIAL/2017-2018
14th October, 2017

BY EMAIL/REGISTERED POST/ FAX

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

Bombay Stock Exchange Ltd.,
Listing Department
Market Operations Dept.
P. J. Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir(s),

**SUBMISSION OF ANNUAL REPORT - IN TERMS OF REGULATION 34 OF THE SEBI (LODR)
REGULATIONS, 2015**

This is to inform you that 14th Annual General Meeting (AGM) of the members of the Company was duly convened on 29th September, 2017 at 3.00 p.m. at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur Chhattisgarh 493221.

Further we would like to submit that Annual Report was duly adopted by the shareholders in their meeting and the same is submitted to the stock exchange in compliance of the Regulation 34 of the SEBI (LODR) Regulations, 2015.

We request you to take the submission on record and publish the information on the official website of the exchange.

Thanking You,

Yours Faithfully

For **Vaswani Industries Limited**

Neemish Jha
Company Secretary & Compliance Officer

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Important Communication to Members

Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with Link Intime India Private Limited. The Company is providing e-voting facility to all members to enable them to cast vote electronically to all resolutions set forth in the notice. This is pursuant to sec 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are annexed to the notice.

Annual General Meeting will be held at 3.00 p.m. on Friday, the 29th September, 2017 at Bahesar Road, near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur Chhattisgarh 493221. As a measure of economy, copies of the annual report will not be distributed at the annual general meeting. Shareholders are requested to bring their copies to the meeting. Visit us at : www.vaswaniindustries.com, e-mail : info@vaswaniindustries.com
 • Tel.: +91 771 4226067 • Fax : +91 771 4226099

COMPANY INFORMATION

Performance Highlights 2016-2017

Financial

(Rs. in lacs)

Total Revenue	25590.74
Profit Before Tax	165.36
Profit After Tax refund adjustment	176.98
Earning Price Per Share (EPS) - Basic & Diluted	0.59

Operational

Particulars	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Installed capacity					
Sponge Iron MT	90000	90000	90000	90000	90000
Steel Billets/Ingots MT	66000	36000	36000	36000	36000
Power MW	11.5	11.5	11.5	11.5	11.5
Production					
Sponge Iron MT	78100.39	50554.73	59943.09	50266.00	50832.73
Steel Billets/Ingots MT	56151.699	75165.00	47524.40	44104.030	37596.705
Power in UNITS	66332400	66886200	65208200	65372200	64213200

CORPORATE PROFILE

CIN: L28939CT2003PLC015964

BOARD OF DIRECTORS

Mr. Ravi Vaswani	Chairman & Managing Director (CMD)
Mr. Yashwant Vaswani	Whole Time Director (WTD)
Mr. Pawan Kumar Jha	Additional Director
Mr. Lekhu Thadharam Mulchandani	Non- Executive & Independent Director
Mr. Ashok Suri	Non- Executive & Independent Director
Mr. Sanjay Jadwani	Non- Executive & Independent Director
Mrs. Satyawati Parashar	Non- Executive & Independent Director

COMMITTEES OF THE BOARD

I . AUDIT RISK MANAGEMENT AND VIGIL COMMITTEE	
Mr. Lekhu Thadharam Mulchandani - Independent Director	Chairman
Mr. Ashok Suri - Independent Director	Member
Mr. Sanjay Jadwani - Independent Director	Member
Mr. Yashwant Vaswani - Whole-time Director	Member
II. NOMINATION & REMUNERATION COMMITTEE	
Mr. Lekhu Thadharam Mulchandani - Independent Director	Chairman
Mr. Ashok Suri - Independent Director	Member
Mr. Sanjay Jadwani - Independent Director	Member
III. STAKEHOLDERS RELATIONSHIP COMMITTEE	
Mr. Lekhu Thadharam Mulchandani - Independent Director	Chairman

Mr. Ashok Suri - Independent Director	Member
Mr. Pawan Kumar Jha - Director	Member
IV. RISK MANAGEMENT COMMITTEE	
Mr. Ravi Vaswani - Managing Director	Chairman
Mr. Yashwant Vaswani - Whole-time Director	Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Ritu Hardeep Lamba

STATUTORY AUDITORS	COST AUDITORS	SECRETARIAL AUDITORS	INTERNAL AUDITORS
Batra Deepak & Associates, Chartered Accountants 2 nd Floor, Ashoka Plaza, Ashoka Ratan, Vidhan Sabha Marg, Shankar Nagar, Raipur (C.G.)-492007	Sanat Joshi & Associates Cost Accountants " Prem Poorn", Pt. Din Dayal Upadhyay Nagar, Akash Gas Godown Road, P.O. Gudhiary, Raipur - 492 011	Satish Batra & Associates, Company Secretaries, 2nd Floor, Ashoka Plaza, Ashoka Ratan, Vidhan Sabha Marg, Shankar Nagar, Raipur (C.G.)-492007	A Siddique & Associates, Chartered Accountants, 1st Floor, Behind Lal Ganga Shopping Mall, Near Modern X-Ray, Raipur CG

BANKERS

State Bank of India (SBI), Raipur	Bank of Baroda (BOB), Raipur	IDBI Bank Limited (IDBI), Raipur
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LISTED IN STOCK EXCHANGES

REGISTRAR & SHARE TRANSFER AGENTS

NATIONAL STOCK EXCHANGE, MUMBAI BOMBAY STOCK EXCHANGE, MUMBAI	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400083
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REGISTERED OFFICE

Bahesar Road, near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur Chhattisgarh 493221

CHAIRMAN'S STATEMENT

The year 2016-2017 continued as a challenging year for companies who were in Iron & Steel manufacturing and your Company was no exception. The Indian economy continued to face troubled times due to economic recession. The so claimed ease of business is no where visible. The government is increasing penalties and amending the law at a very fast speed. Orders already awarded are generally progressing slowly due to various continuing problems. All these factors combined, have led to a vicious cycle culminating in a pile up of debt or corporate debt restructuring and high consequential costs for the construction industry.

As I said last year, I repeat it as that there is no significant change. A lot of hope was pinned on the new Government at the Centre to bring about much needed policy initiatives and systemic changes which alone would have brought the required equilibrium followed by growth trajectory. Regrettably, these have not so far been eased out with the required speed and the problems continue festering.

One good step the government has taken is the introduction of Goods & Service Tax in place of multiple taxes and the abolition of Vat barriers which will give speed to movement of goods and result in lower transport cost. Our domestic costs are higher as compared to foreign countries like China. One hopes many of the teething problems on implementation of GST will be resolved by the government soon.

I am happy to highlight some of the operational achievements. Sales turnover at Rs. 255.51cr is higher by 7.58% as compared to Rs.237.51cr in the previous year which witnessed a decline of 7.29% - thus there is a U-turn from decline to increase.

The material cost during the current year is Rs.160.90cr is higher by 6.65% as compared to Rs 150.88 of previous year. The material cost is higher due to higher turnover which has increased by 7.29% and the full credit goes to better purchase planning by team Vaswani.

Manufacturing expenses during the current year is Rs.33.58cr and is lower by 7.82% as compared to Rs.36.43cr of previous year. This is due to better production planning.

Employees Remuneration & benefits during the current year is Rs.3.37cr as compared to Rs.3.99cr and there is decrease of 15.52%. The achievement is due to better man power planning.

Administrative & Other Expenses during the current year are at Rs.3.23cr and are higher by 56.89% as compared to Rs.2.06cr in the previous year. The main reason for this increase is the impact of taxes during the current year.

Depreciation during the current year was Rs.5.74cr and is lower by 9.95% as compared to Rs.6.37cr of previous year.

Coming to the profit for the current year, your company has earned after tax at Rs.1.77cr as compared to Rs.1.15cr of previous year and is higher at 53.3%, an all time record.

I sincerely place on record my thanks to our strategic employees, bankers and all stakeholders for their support and the faith reposed in us during these tough times and we assure all that we will work towards our goal with renewed and dedicated commitment.

RAVI VASWANI
CHAIRMAN

(This does not purport to be a part of the proceedings of the annual general meeting.)

OUR COMPETITIVE STRENGTHS

<p><i>Management Expertise</i> Promoters are in trading & steel manufacturing business for last more than two decades. They have track records of profits. They have, over the years, gained experience in setting up and operating integrated steel plants. The promoters established competitive position of the Company in the local markets. The Company enjoys an established customer base and a supplier network in Uttaranchal, Chhattisgarh, Maharashtra, and Madhya Pradesh. In addition to our Promoters, Company has a professionally managed team with technical experts in their respective fields.</p>	<p><i>Business Strategy</i> The key components of our strategy to drive profitable growth and to maximize value are to continuously enhance customer satisfaction, attract & retain qualified employees, maintain stringent standards of environmental safety and corporate responsibility. Keeping in view the above, your Company continues to follow certain proved strategies to take its market share and keep improving .below:</p>		
<table border="1"> <tr> <td data-bbox="219 606 402 1052"> <p>Mr. Ravi Vaswani</p> </td> <td data-bbox="409 606 823 1052"> <p>is the Managing Director of our company. He is a Commerce Graduate by qualification and is a founder of Vaswani Group. He has an experience of steel business for more than 3 decades. As he entered the industry at an early age, he got a good grass root experience. He has achieved extensive knowledge in trading and marketing of sponge iron, steel billets/ingots and responsible for the day to day operations of our company</p> </td> </tr> </table>	<p>Mr. Ravi Vaswani</p>	<p>is the Managing Director of our company. He is a Commerce Graduate by qualification and is a founder of Vaswani Group. He has an experience of steel business for more than 3 decades. As he entered the industry at an early age, he got a good grass root experience. He has achieved extensive knowledge in trading and marketing of sponge iron, steel billets/ingots and responsible for the day to day operations of our company</p>	<p><i>Sales and Marketing</i> We constantly keep reviewing our position and make all efforts to consolidate our position in Chhattisgarh and penetrate in Northern, Western and Eastern parts of the country. In parallel, we also strive to build credible long term relations full of mutual understanding.</p>
<p>Mr. Ravi Vaswani</p>	<p>is the Managing Director of our company. He is a Commerce Graduate by qualification and is a founder of Vaswani Group. He has an experience of steel business for more than 3 decades. As he entered the industry at an early age, he got a good grass root experience. He has achieved extensive knowledge in trading and marketing of sponge iron, steel billets/ingots and responsible for the day to day operations of our company</p>		
<table border="1"> <tr> <td data-bbox="219 1060 402 1493"> <p>Mr. Yashwant Vaswani</p> </td> <td data-bbox="409 1060 823 1493"> <p>is the Whole Time Director of our company. He is an under graduate (Commerce) by qualification. He entered the family business with his father Mr. Ravi Vaswani in his proprietorship firm named M/s Kwality Foundry Industries. Further, being involved with the Sponge Iron plant from the conception stage and onwards, he has gained hands-on experience in the day-to-day operation of the same.</p> </td> </tr> </table>	<p>Mr. Yashwant Vaswani</p>	<p>is the Whole Time Director of our company. He is an under graduate (Commerce) by qualification. He entered the family business with his father Mr. Ravi Vaswani in his proprietorship firm named M/s Kwality Foundry Industries. Further, being involved with the Sponge Iron plant from the conception stage and onwards, he has gained hands-on experience in the day-to-day operation of the same.</p>	<p><i>Continued focus on consistently meeting quality standards</i> Zero error is our motto. This has resulted in creating a reputation with our suppliers. We follow this policy consistently and supply quantity without compromising on the quality and delivery schedules.</p>
<p>Mr. Yashwant Vaswani</p>	<p>is the Whole Time Director of our company. He is an under graduate (Commerce) by qualification. He entered the family business with his father Mr. Ravi Vaswani in his proprietorship firm named M/s Kwality Foundry Industries. Further, being involved with the Sponge Iron plant from the conception stage and onwards, he has gained hands-on experience in the day-to-day operation of the same.</p>		
<p><i>Cordial Relationship between management and labour</i> Your Company continues to enjoy cordial relations with our employees and there has been no union of employees. Further, there have been no strikes, lock-out or any labour protest in our Company since its incorporation.</p>	<p><i>Mix of Organic and Inorganic Models of Growth</i> Over the past few years we are following a combination of organic and inorganic models to help us grow. We may go for strategic acquisitions in leveraging complementary skills to capture market opportunities as well to accelerate growth.</p>		
<p><i>Expected High Operating Efficiency</i> The Company's steel plant is fully integrated. The sponge iron manufactured by us is used as raw</p>	<p><i>Training and Motivating Our Work Force</i> Your Company will continue the policy of training of the work force with adequate product knowledge, market knowledge and above all the application of knowledge. We shall always focus on narrowing the hierarchy for free and transparent two-way communication between management and employees for better exchange of ideas, views and opinions for maintaining good competitive work atmosphere at all levels.</p> <p><i>Our Vision</i> Our vision is to make VIL a trusted brand name by creating a distinct status for ourselves in the Integrated Steel business, driving growth through both organic & inorganic initiatives. We believe in meeting expectations of all stake holders, members; employees; suppliers; customers and others associated with us.</p> <p><i>Business Model</i> ❖ Key Activities: Mild Steel Billets/ Ingots manufacturer</p>		

material to manufacture Mild Steel Billets/Ingots. Thus, the finished product of one unit acts as a raw material for the other unit. The current power capacity is meeting the power requirements and as well as the surplus is being sold to the private power companies as well as State Electricity Board. Due to integration, our company as a whole has been able to reduce its cost of production. Your company can sustain/absorb adverse market situation during cyclical recession. The steel industry is highly power-intensive and captive power generation plant, which has low cost per unit, is leading to significant cost saving and adding to profitability.

Captive Power Plant

Steel industry is power intensive industry. Power plays an important factor. Considering the power requirements of our existing manufacturing facilities, your Company has increased the generation capacity from 7.5 MW to 12 MW from Waste Heat Recovery Boiler to meet the present requirement of power as well as to sell off the surplus through private power companies and State Electricity Board. Captive power plant gives us the stable and uninterrupted power supply which is very crucial in manufacturing of our products. Uninterrupted power supply helps to avoid any delays in manufacturing process thereby ensuring complete utilization of our capacities.

- ❖ Key Resources: Sponge Iron, Captive Power Plant
- ❖ Customers Relationship: Product excellence, on time delivery and customer services
- ❖ Channels: Government authorities, Semi-government authorities
- ❖ Cost structure: Based on Government Rules and Regulations

NOTICE OF ANNUAL GENERAL MEETING

FOURTEENTH ANNUAL GENERAL MEETING of Company Vaswani Industries Limited [CIN: L28939CT2003PLC015964] will be held at 03:00 P. M. on Friday, the 29th September, 2017 at Registered Office of the Company situated at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur Chhattisgarh 493221 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt financial statement containing the Directors Report, Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss, Cash Flow, Related Party Transactions and Notes to the Financial Statements for the period ended 31st March, 2017 forming part of the Accounts for the year 2016-17, and the Reports of the Independent Auditors thereon.
2. To appoint auditors for the year 2017-18. M/s. Batra Deepak & Associates, Chartered Accountants were appointed as auditors of the Company in the extra-ordinary general meeting held on 1st May, and hold office upto the conclusion of the ensuing annual general meeting. M/s Batra Deepak & Associates, Chartered Accountants, are willing to act as auditors of the Company and are eligible to act as auditors as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and 142 other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Batra Deepak & Associates, Chartered Accountants (ICAI Firm Registration No. 005408C) be and are hereby appointed as Statutory Auditors of the Company to hold office for a consecutive period of five years from conclusion of 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting (subject to ratification of their appointment at every Annual General Meeting) at such remuneration as shall be fixed mutually by the Audit Committee in consultation with Auditors and Board of Directors of the Company.”

3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration, as recommended by Audit Committee and approved by Board of Directors of the Company as set out in the statement annexed to this notice, to be paid to the Cost Auditors M/s. Sanat Joshi & Associates Cost Accountants, Raipur (ICMAI Firm Registration no. 005960C) who were appointed by the Board of Directors to conduct the audit of cost record of the Company for the F. Y. ending on 31st March, 2018, be and is hereby ratified.”

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 152(6)(c) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yashwant Vaswani (DIN 01627408), who retires by rotation and being eligible has offered himself for reappointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Special Resolution:

“RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mrs. Satyawati Parashar (DIN No. 00761009) who is reappointed as Independent Director and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for second term of consecutive five (5) years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation.”

By order of the Board of Directors
For **Vaswani Industries Limited**
SD/-
Ravi Vaswani
(Chairman & Managing Director)

Place: Raipur (C.G.)

Date: 01/09/2017

Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) Register of Members and Share Transfer Book of the Company will remain closed from; 22.09.2017 to 29.09.2017 (both days inclusive).
- 3) Members who are holding Equity shares in identical order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 4) Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
- 5) Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting venue. However, entry to attend the Meeting will be strictly on the basis of the entry slip available at the counters at the venue and to be exchanged with attendance slip.
- 6) Members will not be distributed any gift, compliment or kinds of such nature at the ensuing Annual General Meeting of your Company.
- 7) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

- 9) Details Regulation 36(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- 10) Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017 is being sent in the permitted mode.
- 11) Electronic copy of the Notice of the 14th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 14th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 12) Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.vaswaniindustries.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Raipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: complianceofficer@vaswaniindustries.com.
- 13) Voting through electronic means
- I. 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 is pleased to provide members facility to exercise their right to vote at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):
The instructions for e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "Vaswani Industries Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Vaswani Industries Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to complianceofficer@vaswaniindustries.com with a copy marked to satishbatra6@gmail.com.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 25th September, 2017 (9:00 am) and ends on 28th September, 2017(5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2017.
- VII. Mr. Satish Kumar Batra, Practising Company Secretary (Membership No. 2875) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

By order of the Board of Directors
For **Vaswani Industries Limited**
SD/-
Ravi Vaswani
(Chairman & Managing Director)

Place: Raipur (C.G.)
Date: 01/09/2017

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM 3: **COST AUDITOR**

Pursuant to Section 148 of the Companies Acts, 2013, the Board of Directors appointed M/s Sanat Joshi & Associates was appointed as Cost auditor of the Company in their meeting held on 30th May, 2017 duly recommended by the Audit committee. The Board has approved a remuneration of Rs. 35,000.00 in consultation with Audit committee and Cost Auditors.

As per the provision of the Companies Act the above mentioned remuneration payable to the Cost Auditors required approval from the members of the Company.

Therefore, the Board commends the Ordinary Resolution set out at Item No.3 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.3 of the Notice.

**ITEM 5:
APPOINTMENT OF INDEPENDENT DIRECTOR**

Mrs. Satyawati Parashar is a successful Businesswoman and serving on the Board of mentioned below Companies as Independent Director.

1. Natura hue Chem Limited
2. Ashoka Refineries Limited
3. New Era Alkaloids & Exports Limited
4. Special Blast Limited

She has already served a term of consecutive two years as Independent Director on the Board of the Company and the term is expiring at the ensuing Annual General Meeting. Nomination and Remuneration committee (NRC) has duly evaluated her performance and found it satisfactory and has recommended that her services should be availed for the second term.

Therefore, NRC has recommended her reappointment for a second term of consecutive five (5) years commencing from the conclusion of the ensuing Annual General Meeting.

The Board commends the Special Resolution set out at Item No.5 for approval by the Members.

Except Mrs. Satyawati Parashar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ADDITIONAL DISCLOSURE AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Mr. Yashwant Vaswani –(seeking reappointment)

Mr. Yashwant Vaswani is a under commerce graduate. He has been associated with the Company since 2004 and has gained extensive knowledge and experience in the field of Trading and marketing of sponge iron and steel billets/ingots.

Disclosure of relationships between directors inter-se

Son of Mr. Ravi Vaswani, MD

Listed Companies (other than Vaswani Industries Limited) in which Mr. Yashwant Vaswani holds directorship and committee membership

DIRECTORSHIP & Membership of the Committees

NIL

Shareholding in the Company

Holds 2190840 eq. shares of Re.10/- each

2. Mrs. Satyawati Parashar - (seeking reappointment as Independent Director)

Mrs. Satyawati Parashar is a Woman cum Independent Director of the Company. She is post Graduate and posses good knowledge of business.

Disclosure of relationships between directors inter-se

NIL

Listed Companies (other than Vaswani Industries Limited) in which Mrs. Satyawati Parashar holds directorship and committee membership

DIRECTORSHIP

1. Natura hue Chem Limited
2. Ashoka Refineries Limited
3. New Era Alkaloids & Exports Limited

Chairperson / Membership of the Committees

1. Natura hue Chem Limited
 - a. Audit Committee : Chairman
 - b. Nomination &

- Remuneration Committee : Chairman
- c. Stakeholder relationship
Committee : Member
2. Ashoka Refineries Limited
a. Audit Committee : Member
b. Nomination &
Remuneration Committee : Chairman
3. New Era Alkaloids & Exports Limited
a. Audit Committee : Chairman
b. Nomination &
Remuneration Committee : Chairman
c. Stakeholder relationship
Committee : Member

Shareholding in the Company

NIL

By order of the Board of Directors
For **Vaswani Industries Limited**
SD/-
Ravi Vaswani
(Chairman & Managing Director)

Place: Raipur (C.G.)
Date: 01/09/2017

DIRECTORS' REPORT

The Directors take pleasure in presenting the Fourteenth Annual Report on the business and operations of the company and its financial results for the year ended 31st March, 2017.

FINANCIAL RESULTS

Financial Results of the Company for the financial year under report are summarized below for your consideration:

(Rs. in Lacs)

PARTICULARS	31-03-2017	31-03-2016
REVENUE FROM OPERATIONS	25551.05	23750.89
PROFIT BEFORE INTEREST AND DEPRECIATION	1663.96	1668.91
INTEREST	924.13	894.73
DEPRECIATION	574.47	637.94
PROFIT BEFORE TAX & PRIOR PERIOD ADJ.	165.36	136.24
PRIOR PERIOD ADJUSTMENT	0	0
NET PROFIT BEFORE TAX	165.36	136.24
PROVISION FOR TAXES	(11.61)	20.71
NET PROFIT AFTER TAX	176.97	115.53
TRANSFER TO GENERAL RESERVE	17.69	11.55
TRANSFER TO PROFIT & LOSS ACCOUNT	159.28	103.97

PERFORMANCE REVIEW

During the year under review, your Company has achieved profit of Rs. 176.97 lacs after meeting all expenses and taxes, as compared to Rs. 115.53 lacs during the previous year. There is a significant growth of 53% over the previous year. The company has gained profit due to increase in sales volume and minimized the cost of the raw materials, stores and consumables, fuel and power cost. It is significant to note that the directors have fulfilled their assurance given in the last year's report of improving the situation and bring more profit in the current year.

FUTURE PROSPECTS

Barring any unforeseen circumstances, the company hopes not only to maintain its current level of operations and to further improve thereon.

SAFETY

The company continues to adopt safety measures to protect the health of workers. Company has complied with the measures to be taken regarding hazards or risks to safety and health from the production of iron and steel, including appropriate standards, codes and guidelines as prescribed, approved or recognized by the competent authority.

Company continues to properly maintain its workplaces, plant, equipment, tools and machinery, and also organizes work in such a manner so as to eliminate and control hazards and risks in the production of iron and steel, which is in consistent with national laws and regulations.

Company in consultation with workers and their representatives, looks after:

- (i) assessment of the hazards and risks to the safety and health of workers arising from the production of iron and steel,
- (ii) effective use of the information provided by the supplier of equipment or materials and from other reasonably available sources; and
- (iii) measures to reduce exposure to eliminate or control risks to safety and health identified in the above risk assessment.

POLLUTION CONTROL MEASURES

The company has already installed Waste Heat Recovery Boilers (WHRB) equipped with 3 kilns 100 X 3 MT per day capacity, which help to generate 11.5 Mw power/hour preventing the waste, heat and fumes to dilute in the atmosphere. Emission Stream Pre-treatment (ESP) machines are implemented to filter the gases from the all the chimneys of the industry. Plantation is a vivacious step taken by the company to cover most of the area near the industry.

DIVIDEND

With a view to conserve the liquid resources and to strengthen the financial position of the Company, your board of directors have decided not to recommend the dividend for the financial year ended 31st March 2017.

LISTING

The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The company is duly complying with Listing Agreement from time to time.

CONSERVATION OF ENERGY & TECHNICAL ABSORPTION & FOREIGN EXCHANGE EARNING OUTGO

In accordance with the requirements of section 134 (3) (m) of the Companies Act, 2013 read with the companies (Disclosure of Particulars in Report of Board of Directors) Rules 1988, a statement showing the information relating to the Conservation of Energy, Research and Development, Technology absorption and foreign exchange earnings and is enclosed in Form- A and should be treated as a part of this report.

PROVISION FOR TAX

Liability of tax have been determined on the basis of Accounting Standard - 22 which is accounting for taxes on income and accordingly, the tax expenses comprising of deferred tax liability have been calculated.

PERSONNEL

No employee was in receipts of remuneration exceeding the limits set out under Section 134 of the Companies Act, 2013.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORTS:

Company continues to practice good Corporate Governance over the time. The board lays strong emphasis on transparency, accountability and integrity for building investor confidence, improving investor's protection and maximizing long-term shareholder value.

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, the followings form part of this Annual Report:

- (i) Managing Director's declaration regarding compliance of Code of Conduct by Board Members and Senior Management personnel;
- (ii) Management Discussion and Analysis;
- (iii) Report on the Corporate Governance;
- (iv) Auditors' Certificate regarding compliance of conditions of Corporate Governance.

INDUSTRIAL RELATIONS:

Industrial relations in the company during the year were peaceful, cordial and healthy. Company had been able to maintain good industrial atmosphere and enjoys mutual trust between the management and its employees.

PUBLIC DEPOSITS

The Company has not accepted Public Deposit within the meaning of Section 73 of the Companies Act, 2013 after complying necessary formalities. There are no overdue or unclaimed deposits.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement Under Section 134 (5) of the Companies Act 2013, with respect to Directors, Responsibility Statement, it is hereby confirmed that:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL AUDIT

Secretarial Audit Report as per Section 204 of Companies Act 2013 is placed as annexure to this report. No adverse comments have been made in the said report by the Practicing Company Secretary.

EXTRACT OF THE ANNUAL RETURN AS REQUIRED UNDER SECTION 92(3) OF THE COMPANIES ACT, 2013

Extract of annual return of the company is annexed herewith as an annexure to this report.

DECLARATION - INDEPENDENT DIRECTORS

The Board of Directors declare that the Independent Directors Mr. Lekhu T Mulchandani, Mr. Ashok Suri, Mr. Sanjay Jadwani & Mrs. Satyawati Parashar are :

- (a) in the opinion of the Board, are persons of integrity and possesses relevant expertise and experience;
- (b)
 - (i) who were or were not a promoter of the company or its holding, subsidiary or associate company
 - (ii) who are not related to promoters or directors in the company, its holding, subsidiary or associate Company;
- (c) Who have or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company or their promoters, or directors, amounting to two percent or more of its gross turnover of total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) Who, neither himself nor any of his relatives -

- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial year immediately preceding the financial year in which he is proposed to be appointed;
- (ii) is or has been an employee or propriety or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
 - (A) a firm of auditors/company secretaries in practice or cost auditors or the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- (iii) holds together with his relative two per cent, or more of the total voting power of the company; or
- (iv) Is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
- (f) who possesses such other qualification as may be prescribed.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your company has not directly or indirectly

- a) given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials if any,
- b) given any guarantee or provide security in connection with a loan to any other body corporate or person and
- c) acquired by way of subscription purchase or otherwise, the securities of any other body corporate exceeding sixty percent, of its paid-up share capital, free reserve and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more.

RELATED PARTY TRANSACTIONS

A detailed report on contracts and arrangements made during the year 2016-17, being arm's length transactions have been mentioned in form AOC-2 annexed hereto in this report.

RISK MANAGEMENT POLICY IMPLEMENTATION

In today's economic environment, Risk Management is an important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes. The Risk Management Policy is being displayed on our website www.vaswaniindustries.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Discharging Corporate Social Responsibility (CSR) is now statutorily recognized in India. Section 135 of companies Act, 2013 specifies that:

Every company having net worth of Rs 500 crore or more, or turnover of Rs.1000 crore or more, or net profit of Rs.5 crore or more during any of the three preceding financial years (as per circular no. 21/2014 dated June 18, 2014) should spend, in every financial year, at least 2 per cent of the average net profits of the company made during the three immediately preceding financial years. Your company is not covered by any of the conditions mentioned above.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has been employing about 6 women employees in various cadres within the factory premises. The Company has in place an Anti harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman & Managing Director. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no

compliant received from any employee during the financial year 2016-17 and hence no complaint is outstanding as on 31.03.2017 for redressal.

DIRECTORS

In accordance with Section 152(6)(c) of the Companies Act, 2013, Shri Yashwant Vaswani retires by rotation and being eligible offer himself for re-appointment. Mrs. Satyawati Parashar, Independent Director holds office up to the conclusion of ensuing AGM. Directors recommend her further appointment till the conclusion of the annual general meeting to be held in the year 2021. Shri Pramod Vaswani, Whole-time Director of the Company has resigned from the directorship of the Company with effect from 31st March, 2017.

MEETING OF BOARD OF DIRECTORS

The Board of Directors met eight (8) times during the year under review. Proper notices of the meeting were given to all the Directors and intimation were duly made to Stock Exchange regarding the conducting of the Board Meeting and its outcome.

STATUTORY AUDITOR

M/s Sunil Johri & Associates, Chartered Accountant and auditors of the company submitted their resignation on account of expiry of their tenure of their auditorship under section 139 of the Companies Act, 2013. As per the resolution passed by the members in their Extraordinary General Meeting held on 1st May, 2017, M/s Batra Deepak & Associates, Chartered Accountants, Raipur were appointed as statutory auditors to hold office upto the conclusion of the ensuing Annual General Meeting.

M/s Batra Deepak & Associates, Chartered Accountants, Raipur have given their consent for their re-appointment and they suffer no disability to act as auditors of the Company for a further period of five years subject the ratification of their appointment each year.

COST AUDITOR

Pursuant to Section 148 of the Companies Acts, 2013, the Board of Directors of the Company have duly appointed M/s Sanat Joshi & Associates was appointed as Cost auditor of the Company in their meeting held on 30th May, 2017 duly recommended by the Audit committee at a remuneration of Rs. 35,000.00 in consultation with Audit committee and Cost Auditors.

AUDITORS QUALIFYING REMARKS

The notes to the accounts are self explanatory in respect of remarks of the auditors appearing in their report.

INTERNAL AUDITORS

Under Section 138 read with the Rule 13 of the Companies (Accounts) Rule, 2014, M/s. A Siddiqui & Associates, Chartered Accountants stand appointed as internal auditor of the company.

ACKNOWLEDGEMENT

The Board takes this opportunity to sincerely thank all its stakeholders namely, shareholders, customers, suppliers/contractors, bankers, employees, government agencies, local authorities, and the immediate society for their un-stinted support and co-operation during the year.

For and on behalf of the Board of Directors

Raipur, 30th May, 2017

Ravi Vaswani
(Chairman & Managing Director)

ANNEXURES TO THE DIRECTOR'S REPORT

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. I confirm that the Company has in respect of the financial year ended March 31, 2017, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them. The code of conduct is displayed in our website www.vaswaniindustries.com

For and on behalf of the Board of Directors

Raipur, 30th May, 2017

Ravi Vaswani
(Chairman & Managing Director)

ANNEXURE TO THE DIRECTORS' REPORT

Statement as required under Section 134 of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988. As per Companies (Particulars of Employees) Amendment Rules, 2011: No employee was drawing remuneration of Rs.1.02crore p.a or Rs.8.50lacs pm or more, if employed for the part of the year. Information as per Companies [Disclosure of particulars in the report of Board of Directors] Rules, 1988

A. CONSERVATION OF ENERGY

The company is making all efforts to minimize the energy consumption. Details of total energy consumption and energy consumption per unit of production as per Form – A are given hereunder:-

Particulars	31.03.2017	31.03.2016
I) POWER & FUEL CONSUMPTION:		
1. Electricity		
a. Purchased		
Total units	8432710	8999120
Total Amount (In Rs.)	30611410	33296744
Rate / Unit (In Rs.)	3.63	3.70
b. Own Generation		
Through Diesel Generation (Ltrs)	0	0
Unit per Ltrs of Diesel Oil	0	0
Rate / Unit per Ltrs (in Rs.)	0	0
2. Coal (Specify quantity and where used)		
Quantity (In MT)	93420.74	98506.840
Total Cost (In Rs.)	439475067	344440868
Average Rate (In Rs.)	4704.26	3496.62
II) CONSUMPTION PER UNIT OF PRODUCTION		
Production of Sponge Iron (In MT.)	78100.390	71950.530
Electricity (In Unit)	108.00	125.07
Coal (In MT)	1.20	1.37

B TECHNOLOGY ABSORPTION

1.	Efforts made in brief towards Technology Absorption, Adaption and Innovation	Fully Indigenous
2.	Benefits derived as result of above efforts. eg: product development etc.	Quality improvement
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year) Following information may be furnished: a) Technology imported b) Year of import c) Technology has been fully absorbed and if not absorbed areas where this has not taken place reasons thereof and future.	NIL } NOT APPLICABLE

C FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the Company imported raw materials and incurred CIF value of Rs.11,10,05,350.00 in foreign currency.

For and on behalf of the Board of Directors
Sd/-

Ravi Vaswani

(Chairman & Managing Director)

Raipur, 30th May, 2017

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Consumption of steel is an indicator of economic development. While steel continues to have a stronghold in traditional sectors such as construction, housing and ground transportation, special steels are increasingly used in engineering industries such as power generation, petrochemicals and fertilizers. Your company is engaged in integrated business of manufacture of sponge iron, steel billets & ingots and power generation at Sondra village in Raipur (Chhattisgarh).

OPPORTUNITIES AND THREATS

OPPORTUNITIES

Growth in the steel demand has strong correlation with growth in GDP of nation. The Indian economy was expected to grow at a spectacular growth rates of GDP; but unfortunately the same is not happening. The demand for sponge iron in medium term is becoming healthy due to closure of many sponge iron plants for want of iron ore supply to them. Steel through induction furnace route is on the verge of reduction. Consequently merchant sponge iron suppliers will be under pressure on account of market demand. The company, therefore, has vision to shift focus to steel making from its own sponge.

The important policy measures which have been taken over the years for the growth and development of the Indian iron and steel sector are as under:-

- (i) Currently, import duty on steel items from existing 5% to 10%. The import duty on raw materials like melting scrap, coking coal, met coke is NIL and between 2 to 5 percent for other raw materials such as Zinc, Iron Ore and Ferro Alloys. There is no export duty on any steel item. Government has rightly imposed ad-valorem export duty of 30 per cent on iron ore lumps in order to conserve the mineral for long term requirement of the domestic steel industry.
- (ii) GST will bring uniform effect at the National level Excise duty for steel is currently at 12 per cent.
- (iii) To ensure sufficient domestic availability and curb the rising price of hot-rolled coils in the domestic market, its imports have been freed by the government.
- (iv) The National Steel Policy 2005 is being updated to provide a roadmap for Indian Steel Industry's long term growth prospects in view of fast-changing nature of operations, structure and dynamics.
- (v) For ensuring quality of steel several items have been brought under a quality control order issued by the Government. The matter to bring more steel items under this order is under examination.
- (vi) In order to obtain full picture of the pattern of rural steel consumption in the country, an all India survey was commissioned by the Ministry of Steel. The survey work was coordinated by Joint Plant Committee, Kolkata and the field work was carried out by IMRB International, a leading market research organization. The study report was examined by a high-level Committee appointed by the Ministry of Steel for devising roadmap for implementation of the recommendations of the study, which have submitted its report to Ministry of Steel. Further action as per recommendations of this committee is being taken.

THREATS

Cost of Iron ore and coal i.e. the basic raw material has a direct impact on the profitability. Iron ore prices has increased substantially and availability of the required grade has suffered to a great extent due to various restrictions imposed by the authorities. Coal India's new coal distribution policy and consequent Fuel Supply Agreement has disrupted coal linkages forcing producers to procure more e-auction coal. Coal India has also increased the price of coal substantially.

The cost of iron ore and coal constitute more than 80% of cost of production. Profitability of the company depends on market price of these raw materials vis-à-vis price of sponge iron. The only way to substantially reduce the cost of iron ore and coal is to have captive mines for these raw materials. The coal block which is under development will meet most of the coal requirements. Delay in starting the mining operations is only due to external factors. Further, the coal linkage has been discontinued forcing the company to procure the required coal through e-auctions of coal India and overseas markets at high cost. The company does not have any iron ore mine.

SEGMENT-WISE PERFORMANCE

The company has three segment iron & steel, power and real estate. The necessary disclosures have been made as per accounting standard 17 on segment reporting in the notes to accounts.

OUTLOOK

The outlook of the company is broadly described in Vision and Mission statements of the Company. Options of shifting focus to steel making, separate power plant at pit head of coal block etc. are being examined to optimize the revenue in future.

OVERVIEW OF THE COMPANY AND ITS PROJECT

Vaswani Industries Ltd. was incorporated under the Companies Act, 1956 on July 22, 2003 with the Registrar of Companies, Madhya Pradesh and Chhattisgarh and obtained Certificate of Business Commencement on February 10, 2004. The company was established with the object of manufacturing of Sponge Iron, Steel Billets and captive Power Generation. We are presently engaged in integrated business of manufacturing Sponge Iron, Steel Billets & Ingots and power generation. The company belongs to Vaswani Group of companies which has interest in iron & steel of over past two decades. The developments of the Company are as under:

- (i) Our company has manufacturing facilities in an industrial area at Sondra village, 14 km from Raipur railway station. Our company installed first kiln of 1x100 TPD sponge iron in the year 2004-05 and over the period of time enhanced the total capacity of sponge iron to 3 x 100 TPD.
- (ii) Has installed three Induction Furnaces with a capacity of 36000 MT for manufacturing of Steel Billets & Ingots utilizing in-house production of Sponge Iron.
- (iii) Your company started selling power in 2009. Power generation capacity enhanced to 11.5 MW (9 MW from WHRB and 2.50 MW from Coal) during the year 2010-2011.

Since inception your company has responded to changing economic conditions and new market opportunities through periodic restructuring. We firmly believe in benchmark product quality, customer centric approach, people focus, ethical business practices and good corporate citizenship. Company draw its strength from an age old tradition of reliable customer service and quality products.

FINANCIAL PERFORMANCE OF THE COMPANY

- *Sales*
The total sales of current year 2016 - 2017 is Rs. 25551.05 lacs as compared to Rs. 23750.89 lacs in previous year 2015 - 2016. The sales volume has increased by 7.04% as compared to last year.
- *Consumed Material Cost*
The material cost during the current year 2016 - 2017 is Rs 16090.76 Lacs as compared to Rs - 15087.66 Lacs in previous year 2015 - 2016. The raw material consumption has increased by 6.23% as compared to last year.

- *Manufacturing Expenses*
Manufacturing expenses during the current year 2016 - 2017 is Rs. 3358.09 Lacs where as during the previous year 2015 - 2016 is Rs. 3643.10 Lacs. These expenses have decreased by 8.49% as compared to last year.
- *Employees Remuneration & Benefits*
Employees Remuneration & benefits during the current year 2016 - 2017 is Rs. 337.25 Lacs as compared to Rs. 399.22 Lacs in previous year 2015 - 2016. These expenses have decreased by 18.38% as compared to last year.
- *Administrative & Other Expenses*
Administrative & Other Expenses during the current year 2016 - 2017 is Rs. 322.69 Lacs as compared to Rs. 205.60 Lacs in previous year 2015 - 2016. These expenses have increased by 36.28% as compared to last year.
- *Depreciation*
Depreciation during the current year 2016 - 2017 was Rs.574.47 Lacs as compared to Rs. 637.94 Lacs the previous year 2015 - 2016. During the current year it decreased by 11.05%.
- *Profit after tax*
The current year has Profit after tax Rs. 176.98 Lacs as compared to previous year 2015 - 2016 was Rs. 115.45 Lacs. During the current year there is minimal growth in profit.

COMPETITION

The Company faces stiff competition from medium and larger well-established players. The Company is smaller in size compared to the market leaders. However with capital expenditure in the project of the company it intends to make it good and face competition more confidently.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly, applicable statutes, the Code of Conduct and Corporate policies are duly complied with. The Company has an Audit Committee with majority of Independent Directors as members to maintain the objectivity. The Internal Audit Program is designed in consultation with the Statutory Auditors to ensure accuracy and reliability of accounting data and is monitored by the Audit Committee. Audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of the said recommendations. The Company's internal audit team also carries out extensive audits throughout the year, across all functional areas.

PERSONNEL

Human wealth is the ultimate wealth in for any industry. The Company recognizes this fact and understands that employees are one of the most important sources for sustained growth of any business. Quality personnel delivering their optimum potential for the organization is the key differentiator. The Company maintained good relations with its employees and there was no unrest in the Company.

CAUTIONARY STATEMENT

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2016-2017

i) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We at Vaswani Industries Limited, are committed to good corporate governance and its adherence to the best practices of true spirits at all times.

ii) BOARD OF DIRECTORS

As on 31st March, 2017, the Company's Board consists of Seven Directors having considerable professional experience in their respective fields. Out of them Four are Non- Executive Independent Directors which includes one Woman Director and other Three are Executive Directors including one Chairman and Managing Director, one Whole-time Directors who are the promoters of the Company and one Additional Executive Director. The Composition of the Board is in Conformity with Regulation 17 of SEBI (LODR) Regulation, 2015 and as per Companies Act, 2013 which is effective as on 31st March, 2017.

None of the Directors on the Board is a Member of more than 10 committees and Chairman of more than 5 Committees (as specified in Regulation 26 of SEBI (LODR) Regulation, 2015), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below in Table - 1, Table - 2, Table - 3 and Table - 4 :

TABLE 1
As on March 31, 2017

SNo	NAME OF DIRECTOR	CATEGORY	Number of shares	NO. OF OTHER DIRECTORSHIP	NO. OF OTHER COMMITTEE MEMBERSHIP/ CHAIRMANSHIP HELD*
1	Mr. Ravi Vaswani	Chairman & Managing Director	3969860	11	0
2	Mr. Yashwant Vaswani	Whole Time Director	2190840	5	1
3	Mr. Lekhu Thadaram Mulchandani	Independent Director	Nil	1	2
4	Mr. Ashok Suri	Independent Director	Nil	1	2
5	Mr. Sanjay Jadwani	Independent Director	Nil	4	1
6	Mrs. Satyawati Parashar	Independent Director	Nil	2	5
7	Mr. Pawan Kumar Jha	Additional Director	Nil	2	1

*Only Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

TABLE 2

As on March 31, 2017

Number of Board Meetings held

The dates on which Meetings of the Board of Directors were held and the number of Directors presents in each meeting are given in table below:

S. no.	Date of Meeting	Board Strength	No. of Directors present
1.	07.05.2016	8	8
2.	30.05.2016	8	8
3.	13.08.2016	8	8
4.	29.08.2016	8	7
5.	21.10.2016	8	6
6.	14.11.2016	8	7
7.	14.02.2017	8	8
8.	24.03.2017	8	8

The maximum time gap between any two meetings was not more than 3 (three) calendar months.

TABLE 3

As on March 31, 2017

Attendance of directors at (i) Board Meeting and (ii) Annual General Meeting

S. No.	Name Of Directors	No. Of Board Meetings Attended	Attendance At The Last AGM
1	Mr. Ravi Vaswani	8	YES
2	Mr. Pramod Vaswani	8	YES
3	Mr. Yashwant Vaswani	8	YES
4	Mr. Lekhu Thadaram Mulchandani	7	YES
5	Mr. Ashok Suri	7	YES
6	Mr. Sanjay Jadwani	7	YES
7	Mrs. Satyawati Parashar	7	YES
8.	Mr. Pawan Kumar Jha	8	YES

TABLE 4

As on March 31, 2017

Independent Directors Meeting

Sr.No.	Dates of Meeting	Committee Strength	No. of members Present
1	24.03.2017	4	4

iii) ROLE OF DIRECTORS

Your Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company and in the creating of shareholder value. The Board's role, functions, responsibility and accountability are clearly defined. As part of its function, your Board periodically reviews all the relevant information which is required to be placed before it pursuant to SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure. Your Board not only monitors the Company's overall corporate performance it also set standards of corporate behaviour, ensures transparency in corporate dealing and compliance with the laws and regulations.

Agenda of the Board Meeting and Notes on Agenda are circulated to the Directors as far as possible well in advance of each Board Meeting. At the Board meeting elaborate presentations are made to the Board. The members discuss each agenda item freely in detail.

iv) OTHER COMMITTEES AT BOARD LEVEL

a) Audit Risk Management & Vigil Committee

The Audit Committee at the Board level of your Company acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit committee interacts with the Internal Auditors, Independent Auditors, Secretarial Auditors and Cost Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

In general the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensure that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, Stock Exchanges and/or under the Companies Act, 2013. Further your Audit Committee also reviews the following information mandatorily:

1. Management discussion and analysis of financial conditions and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters/letters of internal control weaknesses if any issued by the statutory auditors;
4. Internal Audit report relating to internal control weaknesses, if any and implementation of action points arising there from and
5. The appointment, removal and terms of remuneration of the Internal Auditors
6. Quarterly and annual financial statements and
7. Risk assessment and minimization procedures

Composition – The Audit Committee of the Board of Directors is presently comprised of one executive Director and three Independent Directors. The Audit Committee comprises of following Directors:

Name of Members	Designation	Nature of directorship
Mr. Lekhu T Mulchandani	Chairman Independent	Non-Executive Director
Mr. Sanjay Jadwani	Member Independent	Non-Executive Director
Mr. Ashok Suri	Member Independent	Non-Executive Director
Mr. Yashwant Vaswani	Member	Executive Director

The committee met four times during the year 2016-2017 and the attendance of the members at these meetings was as follows:

SN	Date of Meeting	Committee Strength	No. of members present
1	30.05.2016	4	4
2	13.08.2016	4	4
3	14.11.2016	4	4
4	14.02.2017	4	4

The Functioning and terms of reference of the Audit Committee the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of Section 177 of the Companies Act, 2013 and Regulation 18(1) of SEBI LODR, 2015 as are in force/ applicable from time to time.

b) Nomination and Remuneration Committee

In compliance with the Regulation 19 of SEBI LODR, 2015 and Section 178 of Companies Act, 2013 the Board renamed the Remuneration committee as "Nomination and Remuneration Committee". Your Board has re-constituted the Nomination and Remuneration Committee which now comprises of Mr. Lekhu T Mulchandani, Independent Director as Chairman, Mr. Ashok Suri, Independent Director and Mr. Sanjay

Jadwani, Independent Director as members. The terms of reference of the committee inter alia include succession planning for Board of Directors and Senior Management Employees, identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long term objectives of the company.

The Committee met on 29.08.2016, 14.11.2016 and 14.02.2017 and reviewed the performance of the Directors both Non- Executive and Executive Directors and also the senior managerial personnel including Key Managerial personnel during the year.

c) Stakeholders Relationship Committee

In compliance with the Regulation 20 of SEBI LODR, 2015 and Section 178 of Companies Act, 2013, your company re-constituted this committee as "Stakeholders Relationship Committee". This committee of the Board of your Company looks into various issues relating to shareholders/investors including transfer and transmission of shares held by shareholders in physical format as well as non-receipt of dividend, Annual Report, shares after transfer and delays in transfer of shares. The committee also looks into issues including status of dematerialization/rematerialization of shares and issue of duplicate share certificates and tracks investor complaints and suggests measures for improvement from time to time.

The Committee comprises of Mr. Lekhu T Mulchandani, Independent Director as Chairman, Mr. Ashok Suri, Independent Director and Mr. Pawan Kumar Jha, Executive Director as members. During the year under review the committee met on 30.05.2016, 13.08.2016 and 14.11.2016 on various matters referred above. Ms. Ritu Hardeep Lamba, Company Secretary, being Compliance Officer acts as Secretary to the Committee to discharge the function of the Committee and to place a report at each Board meeting on matters dealt by the committee each quarter. During the year no Complaints were received. As on 31st March, 2017 no complaints remained unattended/pending more than thirty days. The company has no share transfers/transmission pending as on 31st March, 2017.

d) Risk Management Committee

The Committee comprises of Mr. Ravi Vaswani, Managing Director and Mr. Yashwant Vaswani, Whole-time Director as member. During the year under review the committee met on 14.11.2016 and 14.02.2017 on various matters referred above. Evaluation of Business Risk and managing the risk has always been an ongoing process in your Company. The Company has set up a robust risk management framework to identify, monitor and minimize risk and also to identify business opportunities. The Audit Committee also functions as the Risk Management Committee. The objectives and scope of the BRM committee comprises of an oversight of risk management performed by the executive management, review BRM policy and framework in line with local legal frame work and SEBI guidelines and defining framework in identification, assessment, monitoring, mitigation and reporting risks.

REMUNERATION OF NON- EXECUTIVE / EXECUTIVE DIRECTORS

Name of the Director	Business relationship with the Company	Salary, benefits, bonus etc paid during the year 2016-17	Commission Due/ paid/payable for 2016-17	Sitting fess(for Board and its committees)
Ravi Vaswani	Chairman & Director	Rs. 11.40 Lacs	NIL	NIL
Pramod Vaswani	Whole-time Director	Rs. 7.60 Lacs	NIL	NIL
Yashwant Vaswani	Whole-time Director	Rs. 4.56 Lacs	NIL	NIL
Lekhu T Mulchandani	Independent Director	-	NIL	NIL
Ashok Suri	Independent Director	-	NIL	NIL
Sanjay Jadwani	Independent Director	-	NIL	NIL
Satyawati Parashar	Independent Director	-	NIL	NIL

Pawan Kumar Jha	Additional Director	Rs. 4.26 Lacs	NIL	NIL
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v) CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all the members of the Board of Directors and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the Code of Conduct. The term senior management means personnel of the company who are members of its core management team excluding Board of Directors. Normally this would comprise all members of management one level below the executive directors, including all functional heads.

The code has been circulated to all members of the Board and senior management and the compliance of the same has been affirmed by them. The code of conduct is uploaded in our website vaswaniindustries.com.

Mr. Ravi Vaswani, Chairman & Managing Director and Mr. Yashwant Vaswani, Whole-time Director of the Company have certified to the Board that:

(a) They have reviewed the Financial Statements and the Cash Flow statement for the year and that to the best of their knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading; and

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial report and they have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) They have indicated to the auditors and the Audit Committee:

i) significant changes in internal control over financial reporting during the year;

ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting

We hereby confirm that:

"The company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2016-17"

RAIPUR, 30th MAY 2017

RAVI VASWANI - MANAGING DIRECTOR

YASHWANT VASWANI - WHOLE TIME DIRECTOR

VI) GENERAL MEETINGS:

Location, date, time & place of last three year Annual General Meeting and Extra Ordinary General Meeting are given below:

Annual General Meeting (AGM):				
For the year ended	Location	Date	Time	Details of Resolution passed
31.03.2016	MIG-4, Indrawati Colony, Raipur (C.G.)	26.09.2016	3.00 PM	Ordinary & Special
31.03.2015	MIG-4, Indrawati Colony, Raipur (C.G.)	14.09.2015	3.00 PM	Ordinary & Special
31.03.2014	MIG-4, Indrawati Colony, Raipur (C.G.)	12.09.2014	3.00 PM	Ordinary & Special
Extra Ordinary General Meeting (EGM):				
31.03.2016	MIG-4, Indrawati Colony, Raipur (C.G.)	30.03.2016	3.00 PM	Special
During the year ended on March 31,2017, there have been no resolutions passed by the Company's Shareholders by postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to pass by postal ballot.				

VII) DISCLOSURES

1. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large. All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company. The details of related party transactions are disclosed in Note No. 39(b) attached to and forming part of the accounts. Details of RPT in form AOC 2 attached to Board Report may also be referred to.

2. Details of non-compliance by the company, penalties, structures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years. - None

3. Compliance with Accounting Standards - In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

4. Compliance Certificate from the auditors - Certificate from the auditors of the company confirming compliance with the mandatory requirements under SEBI (LODR) Regulations, 2015 is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.

5. Adoption of non mandatory requirements under SEBI (LODR) Regulations, 2015 and as applicable under Companies Act, 2013

The company complies with the following non-mandatory requirements under SEBI (LODR) Regulations, 2015 with reference to Companies Act, 2013 relating to Audit Committee.

6. The company has no subsidiaries.

7. Compliances: There have been no instances of non-compliance by the company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on such matters.

8. No significant changes in Accounting Treatment.

9. Remuneration Committee

The Board has constituted a remuneration committee consisting of three director's majority of who are non executive independent directors, the chairman of the committee being an independent director. The remuneration committee recommends/reviews remuneration of the Directors. The Nomination & Remuneration Policy is uploaded in our website vaswaniindustries.com.

10. Whistle blower policy

The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect.

The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice. The Whistle Blower Policy is uploaded in our website vaswaniindustries.com.

11. Risk Management

Your Company has a comprehensive risk management policy. Your Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls the risks through properly defined framework.

The Audit Committee, has been designated by the Board for reviewing the adequacy of the risk management framework of the Company, the key risks associated with the businesses of the Company and the measures are taken in place to minimize the same and thereafter the details are presented to and discussed at the Board meeting. The Risk Management Policy is uploaded in our website vaswaniindustries.com.

12. Corporate Social Responsibility (CSR)

Discharging Corporate Social Responsibility (CSR) is now statutorily recognized in India. Section 135 of companies Act, 2013 specifies that - Every company having net worth of Rs 500 crore or more, or turnover of Rs 1000 crore or more, or net profit of Rs 5 crore or more during any of the three preceding financial years (as per circular no. 21/2014 dated June 18, 2014) should spend, in every financial year, at least 2 per cent of the average net profits of the company made during the three immediately preceding financial years. Here our company does not satisfy the condition mentioned above hence CSR is not discharged.

13. Archival Policy

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") requires every Listed Company to make available an Archival policy on the website. In this context, the policy has been framed by the Board of Directors ("Board") of Vaswani Industries Limited ("VIL"/ "Company") and the same can be viewed on our website vaswaniindustries.com.

14. Policy on preservation of Documents

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") require every Listed Company to formulate a policy on Preservation of Documents which has to be approved by the Board of Directors. In this context, the policy has been framed by the Board of Directors ("Board") of Vaswani Industries Limited ("VIL"/ "Company") and the same can be viewed on our website vaswaniindustries.com.

15. Familiarization Program for Independent Directors

VASWANI INDUSTRIES LIMITED has in place a system to familiarize its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc. In addition, it also undertakes various measures to update the Independent Directors about the ongoing events and development relating to the Company the same is uploaded in our website vaswaniindustries.com.

VIII) MEANS OF COMMUNICATION:

a. Financial Results: The quarterly, half yearly and annual results are issued electronically in the stock exchange and posted in its website and are displayed on the website of the Company www.vaswaniindustries.com.

b. Website: The Company's website "www.vaswaniindustries.com" contains sections for the policies, investors where shareholders interest related information is available, financial results/reports etc. The Annual Report of the Company is also available on the website in a downloadable form.

IX) GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting Date	29 th September, 2017 at 3.00 p.m.				
Venue	Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur Chhattisgarh 493221				
Financial Year	01 April 2016 to 31st March 2017				
Book Closure Date	Friday, 22 nd September, 2017 to 29 th September, 2016 (both days inclusive)				
Listed on stock exchange	National Stock Exchange & Bombay Stock Exchange				
Listing Date & Commencement of Trading Date	20th September, 2011 & 24th October, 2011				
Annual Listing fees	Annual Listing fees for the year 2016-17 were duly paid to the above stock exchanges.				
Stock Code	NSE: VASWANI & BSE: 533576				
ISIN	INE590L01019				
Dividend	No dividend recommended by Board of Directors.				
Market price data and performance of the share price of the Company in comparison to BSE Sensex and NSE nifty. The monthly high and low quotations of shares traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited	Month	BSE		NSE	
		High	Low	High	Low
	April, 2016	9.64	7.00	9.50	7.00
	May, 2016	8.95	6.46	8.55	6.10
	June, 2016	8.75	6.00	8.50	5.75
	July, 2016	8.70	6.70	8.10	6.60
	August, 2016	10.35	6.02	9.80	5.60
	September, 2016	9.60	7.00	9.65	6.80
	October, 2016	13.44	7.00	13.40	7.20
	November, 2016	13.20	8.25	13.20	8.35
	December, 2016	11.00	8.27	11.20	8.20
	January, 2017	13.49	8.91	13.50	9.10
	February, 2017	12.50	10.40	12.65	10.15
	March, 2017	11.50	8.80	11.20	8.80

X) PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES: NOT APPLICABLE

XI) SHARE TRANSFER PROCEDURE:

Shareholders / Investors Grievance & Share Transfer Committee is empowered to approve transfer. All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report. Pursuant to Regulation 40 (9) SEBI (LODR) Regulations, 2015, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities.

XII) DISTRIBUTION OF SHAREHOLDING

i) Shareholding Pattern Category wise as on 31st March, 2017

Category	No. of Shares held	% of holding
Promoters	17500000	58.33
Individual Shareholding – Upto Rs. 2 Lakhs	3246774	10.82
Individual Shareholding – More than Rs. 2 Lakhs	4904073	16.35
Trusts	0	0.00
HUF	694196	2.31
Foreign Individuals or NRI	69246	0.23
Clearing Members	207331	0.70
Bodies Corporate	3378380	11.26
Total	30000000	100.00

ii) Distribution of Share-holding as on March 31, 2017

SHAREHOLDING CATEGORY			NUMBER OF SHAREHOLDER	PERCENTAGE OF TOTAL	TOTALSHARES	PERCENTAGE OF TOTAL
1	to	500	2310	63.2184	411896	1.3730
501	to	1000	439	12.0142	384859	1.2829
1001	to	2000	318	8.7028	507542	1.6918
2001	to	3000	113	3.0925	293710	0.9790
3001	to	4000	153	4.1872	511039	1.7035
4001	to	5000	74	2.0252	353631	1.1788
5001	to	10000	97	2.6546	735598	2.4520
10001	&	Above	150	4.1051	26801725	89.3391
Total			3654	100.0000	30000000	100.0000

XIII) DEMATERIALIZATION OF EQUITY SHARES AND LIQUIDITY:

The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited' and 'National Stock Exchange of India Limited' in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31st March, 2017.

XIV) REGISTRAR & TRANSFER AGENTS:

For transfer/dematerialization of shares, change of address of members and other queries.

LINK INTIME INDIA PVT LTD - C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400083
 Phone: 022-49186270 Fax: 022-49186060 Email: rnt.helpdesk@linkintime.co.in
 Website: www.linkintime.co.in

XV) ADDRESS OF CORRESPONDENCE:

Company Secretary & Compliance Officer, Vaswani Industries Ltd., Regd. Off.: MIG-4, Indrawati Colony, Raipur (C.G.), Phone: 0771-4226000 Fax: 0771-4226000,
 email: complianceofficer@vaswaniindustries.com, Website: www.vaswaniindustries.com

XVI) REQUEST TO INVESTORS

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the company. Shareholders holding shares in physical form should communicate the change of address, if any, directly to the Registrars and Share Transfer Agent of the company. It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode. Shareholders holding shares in physical form who have not availed nomination facility and would like to do so are requested to avail the same, by

submitting the nomination in Form 2B. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs.

XVII) RECONCILIATION OF SHARE CAPITAL AUDIT

A quarterly audit was conducted by a practicing company secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2017 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. No paid up equity capital have been dematerialized as on 31st March 2017.

RAIPUR, 30th MAY 2017

RAVI VASWANI - MANAGING DIRECTOR

YASHWANT VASWANI - WHOLE TIME DIRECTOR

INDEPENDENT STATUTORY AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Vaswani Industries Limited
MIG-4, INDRAVATI COLONY,
RAIPUR, CG – 492001

1. We have examined the compliance of conditions of Corporate Governance by Vaswani Industries Limited for the year ended 31st March, 2017 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. We further state that such compliance is neither as assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, BATRA DEEPAK AND ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 005408C**

**PLACE: RAIPUR (C.G.)
DATED: 30.05.2017**

**CA V C SRIVASTAVA
PARTNER
MEMBERSHIP NO: 073712**

INDEPENDENT SECRETARIAL AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by **Vaswani Industries Limited** for the year ended 31st March, 2017 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges and SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

**For Satish Batra & Associates,
Company Secretaries,**

**PLACE: RAIPUR (C. G.)
DATED: 30.05.2017**

**Satish Kumar Batra
Proprietor
M. No. - FCS 1316
C.P. No. 2875**

CEO/CFO CERTIFICATION

We, Ravi Vaswani, Managing Director, and Yashwant Vaswani, Whole-time Director of the Company do here by certify to the Board that:

- a. They we have reviewed financial statements and the cash flow statement for the year ending 31st March, 2017 and that to the best of their knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

RAVI VASWANI - MANAGING DIRECTOR

YASHWANT VASWANI - WHOLE TIME DIRECTOR

RAIPUR, 30th MAY 2017

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
VASWANI INDUSTRIES LIMITED,
MIG-4, INDRAVATI COLONY,
RAIPUR, CG – 492001

Dear Sir,

I undertake to comply with the conditions laid down in Sub-Clause of Clause 49 read with section 149 and schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that up to the date of this certificate, I did not have any material pecuniary relationship or transactions with the Company, its promoters, its directors, its senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/ transaction. However, if and when I intend to enter into any such relationships/ transactions, whether material or non-material I shall seek prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship / transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the board level or at one level below the board and also have not been an executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or an executive during the preceding three years, of any of the following:
- (i) the statutory audit firm or the internal audit firm that is associated with the Company, and
- (ii) the legal firm(s) and consulting firm(s) that have a material association with the Company.
- (d) I have not been a material supplier, service provider or customer or a lessor or lessee of the Company, which may affect independence of the director; and was not a substantial shareholder of the Company i.e. owning two percent or more of the block of voting shares.

Independent Directors of Vaswani Industries Limited

Lekhu T Mulchandani – Independent Director DIN - 02801146 Date : 01/04/2017 Place : Raipur	Ashok Suri – Independent Director DIN - 00291897 Date : 01/04/2017 Place : Raipur	Sanjay Jadwani – Independent Director DIN - 05139093 Date : 01/04/2017 Place : Raipur	Satyawati Parashar – independent Director DIN – 00761009 Date: 01/04/2017 Place : Raipur
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FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L28939CT2003PLC015964
ii	Registration Date	22/07/2003
iii	Name of the Company	VASWANI INDUSTRIES LIMITED
iv	Category/Sub-category of the Company	Public Company / Limited by shares
v	Address of the Registered office & contact details	MIG-4, Indravati Colony, Raipur
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400083

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	SPONGE IRON	72011000	25.00%
2	MS BILLET / INGOTS	72011000	59.00%
3	POWER	82061000	11.00%
4	INGOTS	72011000	05.00%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	C G Ispat Pvt Ltd	U27104CT2004PTC016909	ASSOCIATE	43.50	2(6)
2	Cosmos Castings India Limited	U27106CT1995PLC009927	ASSOCIATE	NIL	2(6)
3	Kwality Iron Foundry India Ltd	U27100CT2010PLC021967	ASSOCIATE	NIL	2(6)
4	Vaswani Ispat Limited	U27100CT2008PLC020905	ASSOCIATE	10.00	2(6)
5	Vaswani Cement Limited	U26940CT2009PLC021069	ASSOCIATE	NIL	2(6)
6	Vaswani Energy Limited	U40100CT2008PLC020905	ASSOCIATE	NIL	2(6)

**IV
SHAREHOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	16154700	0	16154700	56.38	17500000	0	17500000	58.33	1.95
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL:(A)(1)	16154700	0	16154700	56.38	17500000	0	17500000	58.33	1.95
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other...	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (A)(2)	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	16154700	0	16154700	56.38	17500000	0	17500000	58.33	1.95
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
c) Central govt	0	0	0	0.00	0	0	0	0.00	0
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIS	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0
(2) Non Institutions									
a) Bodies Corporate									
i) Indian	3345729	0	3345729	11.68	3378380	0	3378380	11.26	-0.41
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	2592904	20	2592924	9.05	2719506	20	2719526	9.06	0.01
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	5654247	0	5654247	19.73	5431321	0	5431321	18.10	-1.63
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
NRI	50086	0	50086	0.17	69246	0	69246	0.23	+0.06
HUF	630510	0	630510	2.20	694196	0	694196	2.31	+0.11
Clearing Member	226004	0	226004	0.79	207331	0	207331	0.70	-0.09
TRUSTS	500	0	500	0.00	0	0	0	0.00	0
SUB TOTAL (B)(2):	12499980	20	12500000	43.62	12499980	20	12500000	41.67	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	12499980	20	12500000	43.62	12499980	20	12500000	41.67	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	28654680	20	28654700	100.00	29999980	20	30000000	100.00	0

(ii) **SHARE HOLDING OF PROMOTERS**

SI No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	PRAMOD VASWANI	3969860	13.85	0	0	0	0	-13.85
2	RAVI VASWANI	3942300	13.76	0	8492160	28.31	0	14.55
3	YASHWANT RAVI VASWANI	2190840	7.65	0	2190840	9.70	0	2.05
4	JUHI VASWANI	2108300	7.36	0	0	0	0	-7.36
5	MANISHA VASWANI	1922175	6.71	0	1922175	6.41	0	-0.30
6	SUDHA VASWANI	1855225	6.48	0	4113825	13.71	0	7.23
7	KRITIKA VASWANI	105000	0.37	0	0	0	0	-0.37
8	RAVI KUMAR VASWANI	60000	0.20	0	60000	0.20	0	-0.00
9	SATISH KUMAR VASWANI	1000	0.00	0	1000	0.00	0	0
	Total	16154700	56.38	0	1750000	58.33	0	1.95

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1)	Ravi Vaswani				
1	At the beginning of the year	3942300	13.14	3942300	13.14
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 10 th June, 2016 Transfer - 16 th September, 2016	580000 3969860	1.93 13.24	4522300 8492160	15.07 28.31
3	At the end of the year	8492160	28.31	8492160	28.31
2)	Sudha Vaswani				
1	At the beginning of the year	1855225	6.18	1855225	6.18
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 10 th June, 2016 Transfer - 16 th September, 2016 Transfer - 21 st October, 2016	45300 1667500 545800	0.15 5.56 1.82	1900525 3568025 4113825	6.33 11.89 13.71
3	At the end of the year	4113825	13.71	4113825	13.71
3)	Yashwant Ravi Vaswani				
1	At the beginning of the year	2190840	7.30	2190840	7.30
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 10 th June, 2016	720000	2.40	2910840	9.70
3	At the end of the year	2910840	9.70	2910840	9.70
4)	Manisha Vaswani				
1	At the beginning of the year	1922175	6.40	1922175	6.40
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) No Change	0	0	0	0
3	At the end of the year	1922175	6.40	1922175	6.40
5)	Ravi Kumar Vaswani				
1	At the beginning of the year	60000	0.20	60000	0.20
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons	0	0	0	0

	for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) No Change				
3	At the end of the year	60000	0.20	60000	0.20
6)	Satish Kumar Vaswani				
1	At the beginning of the year	1000	0.00	1000	0.00
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) No Change	0	0	0	0
3	At the end of the year	1000	0.00	1000	0.00
7)	Pramod Vaswani				
1	At the beginning of the year	3969860	13.23	3969860	13.23
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 9 th September, 2016	(3969860)	(13.23)	0	0
3	At the end of the year	0	0.00	0	0.00
8)	Juhi Vaswani				
1	At the beginning of the year	2108300	7.02	2108300	7.02
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 16 th September, 2016 Transfer - 14 th October, 2016	(1562500) (545800)	(5.21) (1.81)	545800 0	1.81 0
3	At the end of the year	0	0.00	0	0.00
9)	Kritika Vaswani				
1	At the beginning of the year	105000	0.35	105000	0.35
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 16 th September, 2016 Transfer - 9 th September, 2016	(105000)	(0.35)	0	0.00
3	At the end of the year	0	0.00	0	0.00

Note: % of total shares of the Company is based on the paid up Capital of the company at the end of the Year.

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No	For Each of the Top 10 Shareholders Particulars	Share holding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1)	AMRIT SALES PROMOTION PVT LTD - No Change	1250000	4.16	1250000	4.16%
2)	BRIJDHARA DEVELOPERS PRIVATE LIMITED - No Change	279388	0.93	279388	0.93%
3)	PRADIPKUMAR L. SHAH - No Change	256912	0.85	256912	0.85%
4)	ASHOK INVESTORS TRUST LIMITED - No Change	250000	0.83	250000	0.83%
5)	KHERA MOTOR FINANCE PVT LTD - No Change	250000	0.83	250000	0.83%
6)	RAGA TRADECON PRIVATE LIMITED - No Change	250000	0.83	250000	0.83%
7)	DISHA VINTRADE PRIVATE LIMITED - No Change	236250	0.78	236250	0.78%
8)	GANESHVANI INFRABUILD PRIVATE LIMITED - No Change	234500	0.78	234500	0.78%
9)	AJAY PARAKH				
1	At the beginning of the year	217496	0.72	217496	0.72%
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	(50)	(0.00)	217446	0.72%
	Transfer - 1 st April, 2016	(5000)	(0.02)	212446	0.70%
	Transfer - 28 th October, 2016	5000	0.02	217446	0.72%
	Transfer - 2 nd December, 2016				
3	At the end of the year (or on the date of separation, if separated during the year)	217446	0.72	217446	0.72%
10)	PRITI PAREKH - No Change	214656	0.71	214656	0.71%
11)	NARENDRAKUMAR L. SHAH				
1	At the beginning of the year	338520	1.12	338520	1.12%
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	(31942)	(0.10)	306578	1.02%
	Transfer - 22 nd April, 2016	(6578)	(0.02)	300000	1.00%
	Transfer - 26 th August, 2016	(67699)	(0.23)	232301	0.77%
	Transfer - 2 nd September, 2016	(700)	(0.00)	231601	0.77%
	Transfer - 30 th September, 2016	(57983)	(0.20)	173618	0.57%
	Transfer - 21 st October, 2016	(62821)	(0.21)	110797	0.36%
	Transfer - 28 th October, 2016	(2701)	(0.00)	108096	0.36%
	Transfer - 4 th November, 2016	(53397)	(0.18)	54699	0.18%
	Transfer - 11 th November, 2016				
3	At the end of the year (or on the date of separation, if separated during the year)	54699	0.18	54699	0.18%

Note: % of total shares of the Company is based on the paid up Capital of the company at the end of the Year.

Shareholding of Directors & KMP

(v)

SN	For Each of the Directors & KMP	Share holding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1)	Ravi Vaswani				
1	At the beginning of the year	3942300	13.14	3942300	13.14
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 10 th June, 2016 Transfer - 16 th September, 2016	580000 3969860	1.93 13.24	4522300 8492160	15.07 28.31
3	At the end of the year	8492160	28.31	8492160	28.31
2)	Yashwant Ravi Vaswani				
1	At the beginning of the year	2190840	7.30	2190840	7.30
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 10 th June, 2016	720000	2.40	2910840	9.70
3	At the end of the year	2910840	9.70	2910840	9.70
3)	Pramod Vaswani				
1	At the beginning of the year	3969860	13.23	3969860	13.23
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) Transfer - 9 th September, 2016	(3969860)	(13.23)	0	0
3	At the end of the year	0	0.00	0	0.00

Note: % of total shares of the Company is based on the paid up Capital of the company at the end of the Year.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	348902395	28501000	0	377403395
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	348902395	28501000		377403395
Change in Indebtedness during the financial year				

Additions	42659156	0	0	42659156
Reduction	0	0	0	0
Net Change	42659156	0	0	42659156
Indebtedness at the end of the financial year				
i) Principal Amount	391561551	28501000	0	420062551
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
Remuneration to Managing Director, Whole time director, Executive

A. Director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total
		Ravi Vaswani	Pramod Vaswani	Yashwant Vaswani	Pawan Kumar Jha	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	900000	600000	360000	426000	2286000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	239976	159984	95988	0	495948
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0	0
2	Stock option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission as % of profit	0	0	0	0	0
	others (specify)	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	1139976	759984	455988	426000	2781948
	Ceiling as per the Act					4200000

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors	No remuneration is paid to Independent Directors	
	(a) Fee for attending board committee meetings		0
	(b) Commission		0
	(c) Others, please specify		0
	Total (1)		0
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		0
	(b) Commission		0
	(c) Others, please specify.		0
	Total (2)		0
	Total (B)=(1+2)		0
	Total Managerial Remuneration		0

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

C. MD/MANAGER/WTD

Sl. No.	Gross Salary	Key Managerial Personnel			Total
		CEO	CS	CFO	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	414000	0	414000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3)	0	0	0	0

	of the Income Tax Act, 1961					
	Stock Option	0	0	0	0	0
	Sweat Equity		0			0
	Commission	0	0	0	0	0
	as % of profit	0	0	0	0	0
	others, specify	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total	0	0	0	0	0

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY			NOT APPLICABLE		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NOT APPLICABLE		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NOT APPLICABLE		
Penalty					
Punishment					
Compounding					

RAVI VASWANI - MANAGING DIRECTOR

**YASHWANT VASWANI - WHOLE TIME DIRECTOR
RAIPUR, 30th May, 2017**

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Mr. Ravi Vaswani	Mr. Pramod Vaswani	Mr. Yashwant Vaswani
	2.81	1.88	1.13
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Nil		
(iii) the percentage increase in the median remuneration of employees in the financial year;	2%		
(iv) the number of permanent employees on the rolls of company;	133		
(v) the explanation on the relationship between average increase in remuneration and company performance;	The average increase in median remuneration was in line with the performance of the Company		
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	The remuneration was in line with the performance of the Company		
(vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close	Market capitalization for the financial year 2016-2017 is Rs 2,64,00,00,000 and for the financial year 2015-2016 is Rs. 20,00,09,806. Price earning ratio for the financial year 2016-2017 is 0.59 and for the financial year 2015-2016 is 0.40. Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the		

of the current financial year and previous financial year;	company came out with the last public offer in the year- The Company had come out with initial public offer (IPO) in 2011. An amount of Rs. 49 price per share including Rs.39 as premium & there is increase of 26.07% i.e. Rs.8.80 based on the market closing price as on 31 st March, 2017.
(viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There is no increment in Managerial remuneration.
(ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	Average percentage decrease made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 15.52 %.
(x) the key parameters for any variable component of remuneration availed by the directors;	The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
(xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	None
(xii) affirmation that the remuneration is as per the remuneration policy of the company.	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

STATEMENT SHOWING DETAILS OF EMPLOYEES OF THE COMPANY:

DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The board's report shall include a statement showing the name of every employee of the company, who-

(i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and twenty lakh rupees;	NONE
(ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;	NONE
(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or	The employee whose remuneration is in excess of one of Whole-time Director i.e Mr. Yashwant Vaswani is as under and none owns 2% of the equity shares of the company; Mr. H. K. Suryavanshi - Sr. Mang. Exp – 18 y SPA

whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

663300 Q – BE(Mech) BOE DOJ - 01.06.2012 PE – M/s INDSYNERGY LIMITED, Raigarh N – Permanent,
Mr. Ashwini Kumar Sahu – DGM Exp – 21 y SPA 8000250 Q – Dip. In Electrical Engg. DOJ 01.06.2012 PE – HEG Ltd. (Bhilwara Group) Durg N – Permanent,
Mr. Mahesh Prasad Tiwari – DGM SMS Exp – 25y SPA 726600 Q – BSC DOJ – 10.07.2011 PE – M/S Om Kiran Ispat Udyog, Raipur N - Permanent
Mr. V.N.Nadendla - Mech.Incharge Exp – 28 y SPA 471355 Q – BE DOJ – 04.07.2013 PE – Singhal Enterprises Ltd,Hyderabad N – Permanent
Mrs. Hemlata Sahu – Power Plant Exp – Nil SPA 615000 Q – Dip. In Electrical Engg. DOJ – 01.12.2015 PE - None N – Permanent
Mrs. Arpana Suryavanshi – Power Plant Administrator Exp – Nil SPA 469200 Q – M.A. DOJ - 01.02.2016 PE – None N – Permanent,
Mr. Rohit Shrivastava – IT Manager, Exp – 8 y SPA 513471 Q – BE(Computer) DOJ – 25.04.2013 PE – M/s Vandana Global Ltd, Raipur N – Permanent,
Mr. Santosh Kumar Mishra – SID Head Exp – 19 y SPA 488871 Q – M.Sc. & B.Ed. DOJ - 01.09.2016 PE – M/s Viraj Steels Raigarh N – Permanent,

* Exp – experience, SPA - Salary per annum, Q - Qualification, DOJ – Date of Joining PE – Previous Employer N = Nature of employment

RAVI VASWANI - MANAGING DIRECTOR

YASHWANT VASWANI - WHOLE TIME DIRECTOR

RAIPUR, 30th MAY 2017

FORM NO. AOC.2 – FOR FINANCIAL YEAR 2016-17

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis – NOT APPLICABLE

2. Details of material contracts or arrangement or transactions at arm's length basis –

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts /arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Ravi Vaswani	Remuneration	5 years	On prevailing cash prices as per Contract u/s 196, 269, 309 of companies Act 1956 read with sch XIII value pertaining Rs. 11.40 Lacs	14 th September, 2015	Nil
	Unsecured Loan received	-	-	-	Nil
	Amount for Preferential Allotment		Rs. 58 Lacs	BOD Approval – 07.05.2016	Nil
Pramod Vaswani	Remuneration	5 years	On prevailing cash prices as per Contract u/s 196, 269, 309 of companies Act 1956 read with sch XIII value pertaining Rs. 7.60 lacs	14 th September, 2015	Nil
	Unsecured Loan received	-	-	-	Nil
Yashwant Vaswani	Remuneration	5 years	On prevailing cash prices as per Contract u/s 196, 269, 309 of companies Act 1956 read with sch XIII value pertaining Rs. 4.56 lacs	14 th September, 2015	Nil
	Amount for Preferential Allotment		Rs. 72 Lacs	BOD Approval – 07.05.2016	Nil
Kwality Foundry Industries	Sale of goods	-	On prevailing cash prices Rs.93.09 lacs	30 th May 2014	Nil
	Purchase of Goods	-	On prevailing cash prices Rs.342.18 lacs	30 th May 2014	Nil
	Rent Received	-	On prevailing cash prices Rs. 0.60 lacs	30 th May 2014	Nil
C G Ispat Pvt Ltd	Sale of goods	-	On prevailing cash prices Rs.8437.74 lacs	30 th May 2014	Nil
	Purchase of Goods	-	On prevailing cash prices Rs. 1686.58 lacs	30 th May 2014	Nil
	Rent Received	-	On prevailing cash prices Rs. 1.20 lacs	30 th May 2014	Nil
Kushal Vaswani	Remuneration	-	Rs. 9.00 lacs	Members approval -12.09.2014	Nil

RAIPUR, 30th MAY 2017

RAVI VASWANI - MANAGING DIRECTOR

YASHWANT VASWANI - WHOLE TIME DIRECTOR

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2017
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Vaswani Industries Limited
MIG-4, Indravati Colony,
Raipur, (C.G.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vaswani Industries Limited, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 1956 and the Rules made there under as well the Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange.
- (iii) SEBI (LODR) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above with the following observations that the company has also complied with the following:

- Chapter VII of SEBI (Issue of Capital and Disclosure Requirement), Regulation 2009 ("the Regulations")
- Section 42 & 61 of the Companies Act, 2013
- SEBI (ICDR) Regulations 2009
- SEBI (LODR) Regulations, 2015

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority of decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has issued 13,45,300 Equity Shares of Rs.10.00 each at par on preferential basis subject to the approval from stock exchange and / or other appropriate authorities.

We have relied on the representation made by the Company and its officers for systems and mechanism framed by the Company for Compliances under other Acts, Laws and regulations applicable to the Company as listed in Annexure-1

For, Satish Batra & Associates
Company Secretaries

(Satish Kumar Batra)
FCS No: 1316
C P No.: 2875

Place: Raipur
Date: 30th May, 2017

ANNEXURE-1

<p>The Contract Act, 1972 The SEBI Act, aforementioned The Companies Act, 1956 The Companies Act, 2013 The Industrial Dispute Act, The Securities Contract Regulation Act The Air (Prevention and Control of Pollution) Act, 1981 The Water (Prevention and Control of Pollution) Act, 1974 The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.</p>	<p>The Environment (Protection) Act, 1986 The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 The Employees' State Insurance Act, 1948 The Factories Act,1948 The Industrial Employment (Standing Orders) Act, 1946 The Minimum Wages Act, 1948 The Payment of Wages Act, 1936 The Negotiable Instruments Act, 1881</p>
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For, Satish Batra & Associates
Company Secretaries

(Satish Kumar Batra)
FCS No: 1316
C P No.: 2875

Place: Raipur Date: 30th May, 2017

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF VASWANI INDUSTRIES LIMITED, RAIPUR
Report on the Standalone Financial Statements**

Report on the Financial Statements

We have audited the accompanying financial statements of VASWANI INDUSTRIES LTD. ("The Company"), which comprise Balance Sheet as at March 31st 2017, Statement of Profit & Loss & Cash flow statement for the year ended then and a summary of Significant Accounting Policies and other Explanatory Information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, an audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2017, its Profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought & obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with this report are in agreement with the books of accounts;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the Basis of written representations received from the Directors as on March 31st, 2017, and taken on record by Board of Directors, none of the Directors is disqualified as on March 31st, 2017, from being appointed as a Director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the Internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B' to this report.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements refer Note No.34 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to note 40 to the financial statements.

FOR, BATRA DEEPAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 005408C

CA V C SRIVASTAVA
PARTNER
M. NO. 073712
Date: 30/05/2017
Place: Raipur(C G)

ANNEXURE A TO THE AUDITORS' REPORT

[Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of VASWANI INDUSTRIES LTD. on the accounts of the company for the year ended 31st March, 2017]

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- (i) In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - b) The major assets have been physically verified by the management on a sample basis during the year and in our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its assets. As informed to us, no material discrepancies noticed on such verification.
 - c) We have inspected the original title deeds of immovable properties of the company held as fixed assets which are in the custody of the company. We have obtained third party confirmations in respect of immovable properties of the company held as fixed assets which are in the custody of third parties such as mortgages. Based on our audit procedures and the information and explanation received by us, we report that all title deeds of immovable properties of the company held as fixed assets are held in the name of the company. However, we express no opinion on the validity of the title of the company to these properties.
- (ii) As explained to us and according to the information provided by the management, the inventory has been physically verified at reasonable interval during the year by the management. The discrepancies noticed on verification between physical stock and book stocks, wherever ascertained were not significant and have been properly dealt in the books of the accounts.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable and hence not commented upon.
- (iv) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the act, with respect to the loans and investments made .The company has neither issued any guarantee nor has provided any security on behalf of any party.
- (v) In our opinion and according to the information and explanation given to us, the Company did not receive any deposits covered under section 73 to 76 of the company Act and rules framed there under with regards to deposits accepted from the public during the year.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of these accounts & records with a view to determining whether they are accurate or complete.

(vii) In respect of statutory dues:

- a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, Employee State Insurance, income tax, sales tax, service tax, duty of Excise, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.
- b) However as per records and according to the information and explanation given to us, the following dues of sales tax, wealth tax, custom duty, excise duty, vat have not been deposited by the company with the concerned authorities on account of dispute :-

Name of the statute	Nature of the dues	Amount (Rs. In Lacs)	Period to which the amounts relate	Forum where pending
Central Excise Laws	Excise Duty	139.64	2005-06 & 2006-07	Appellate Tribunal Delhi (CESTAT)
Central Custom Laws	Custom Duty	86.02	2012-13	Appellate Tribunal Bangalore (CESTAT)
Sales tax	Entry tax, CST & VAT	0.57 42.72 6.30	2007-08	Commissioner Appeal Sales tax Raipur.
Sales tax	Entry tax, CST & VAT	9.71 16.23	2008-09	Commissioner Appeal Sales tax Raipur
Sales tax	Entry tax, CST & VAT	Nil 13.21	2009-10	Commissioner Appeal Sales tax Raipur
Sales tax	Entry tax, CST & VAT	8.85 62.31	2010-11	Commissioner Appeal Sales tax Raipur

- (viii) According to the information & explanations given to us, the Company has not defaulted in repayment of the dues to financial institutions or banks or debenture holders.
- (ix) Based on the information and explanations given to us and records of the company examined by us, the company has not raise money by way of further public offer (including debt instruments) and term loans during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid / provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V of the act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3 (xii) of the Order are not applicable to the company and hence not commented upon.

- (xiii) According to the information and explanations given to us, and based on our examination of the records of the company, the transactions with the related parties are in compliance with Section 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by applicable accounting standards wherever required.
- (xiv) According to the information and explanations given to us, and based on our examination of the records of the company, during the year Company has made preferential allotment of 1345300 equity shares to the promoters at par value as SEBI (ICDR) Regulations, 2009 and also complied with the requirements of section 42 of Companies Act, 2013. The funds so received were received in F.Y. 2015-16 and were pending for share allotment for want of approvals from exchanges, shares have been allotted in the current financial year. Funds are utilised for the purpose for which they were raised. Further company has not made any private placement of the shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us, and based on our examination of the records of the company, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013. Accordingly, clause 3 (xv) of the order is not applicable to the company and hence not commented upon.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

FOR, BATRA DEEPAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 005408C

CA V C SRIVASTAVA
PARTNER
M. NO. 073712
Date: 30/05/2017
Place: Raipur(C G)

ANNEXURE B TO THE AUDITORS' REPORT

[Referred to in paragraph 2 (F) under "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members.

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **VASWANI INDUSTRIES LTD.** ('the Company') as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as Required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial

controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR, BATRA DEEPAK & ASSOCIATES
CHARTERED ACCOUNTANTS,
FRN 005408C**

**CA V C SRIVASTAVA
PARTNER
M.NO.073712
Date: 30/05/2017
Place: Raipur (C.G.)**

BALANCE SHEET & PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH 2017

PARTICULARS	NOTE NO.	AS AT 31.03.2017	AS AT 31.03.2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	300,000,000	286,547,000
(b) Reserves and Surplus	2	570,171,719	552,473,398
(c) Money received against share warrants			-
(2) Share application money pending allotment		-	13,453,000
(3) Non-Current Liabilities			
(a) Long-term Borrowings	3	33,831,027	34,051,665
(b) Deferred tax liabilities (Net)	4	28,457,857	29,619,819
(c) Other Long term liabilities		-	-
(d) Long term provisions	5	3,377,958	3,938,428
(4) Current Liabilities			
(a) Short-term borrowings	6	386,231,524	383,342,645
(b) Trade payables	7	264,753,825	245,357,729
(c) Other current liabilities	8	12,596,469	72,291,080
(d) Short-term provisions	9	5,843,896	6,598,468
TOTAL- EQUITY AND LIABILITIES		1,605,264,274	1,627,673,233
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	620,336,460	672,441,272
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	11	70,687,450	74,045,650
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	12	59,642,163	65,427,895
(e) Other non-current assets	13	60,473,084	22,992,981
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	14	324,633,573	369,698,033
(c) Trade receivables	15	262,968,576	219,419,474
(d) Cash and Bank Balances	16	39,262,183	51,886,664
(e) Short-term loans and advances	17	162,923,132	147,230,226
(f) Other current assets	18	4,337,653	4,531,038
TOTAL- ASSETS		1,605,264,274	1,627,673,233

NOTES ON ACCOUNTS

THE SCHEDULES AS REFERRED ABOVE FORM AN INTEGRAL PART OF BALANCE SHEET. THIS IS THE BALANCE SHEET REFERRED TO IN OUR REPORT OF EVEN DATE.

**AS PER OUR REPORT OF EVEN DATE
FOR BATRA DEEPAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 005408C**

**FOR VASWANI INDUSTRIES LIMITED
CIN: L28939CT2003PLC015964**

**CA V C SRIVASTAVA
PARTNER
M. NO. 073712
PLACE: RAIPUR
DATE: 30/05/2017**

**(RAVI VASWANI) (YASHWANT VASWANI)
MANAGING DIRECTOR EXECUTIVE DIRECTOR
DIN: 00308616 DIN: 01627408
PLACE: RAIPUR
DATE: 30/05/2017**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	NOTE NO.	AS AT 31.03.2017	AS AT 31.03.2016
I. Revenue from operations (gross)	19	2,803,528,226	2,610,067,464
Less:- Excise Duty		248,422,252	234,978,171
		2,555,105,974	2,375,089,293
II. Other Income	20	3,968,235	5,957,831
III. Total Revenue (I +II)		2,559,074,209	2,381,047,124
IV. Expenses:			
Cost of materials consumed	21	1,609,076,298	1,508,765,838
Cost of Traded Goods		354,416,123	265,802,111
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	27,380,290	15,096,862
Employee benefit expense	23	33,724,976	39,921,526
Financial costs	24	92,413,955	89,172,115
Depreciation and amortization expense		57,447,457	63,793,955
Other expenses	25	368,078,751	384,870,730
Total Expenses		2,542,537,850	2,367,423,137
V. Profit before exceptional items and tax (III - IV)		16,536,359	13,623,987
VI. Exceptional Items		-	-
VII. Prior Period Items		-	-
VIII. Profit before tax (V - VI)		16,536,359	13,623,987
IX. Tax expense:			
(1) Current tax		3,343,500	3,419,700
Less :- MAT Credit		(3,343,500)	(3,419,700)
(2) Deferred tax		(1,161,962)	2,079,240
		(1,161,962)	2,079,240
X. Profit(Loss) for the year	(VII-VIII)	17,698,321	11,544,747
XI. Transfer to General Reserve (10%)		1,769,832	1,154,475
XII. Transfer to Profit & Loss A/c		15,928,489	10,390,272
XIII. Earning per equity share of Rs.10 Each			
Basic & Diluted	26	0.59	0.40
Paid Up Share Capital (Weighted average no. of equity share outstanding)		30,000,000	28,654,700

NOTES ON ACCOUNTS

27-40

THE SCHEDULES AS REFERRED ABOVE FORM AN INTEGRAL PART OF BALANCE SHEET. THIS IS THE BALANCE SHEET REFERRED TO IN OUR REPORT OF EVEN DATE.

**AS PER OUR REPORT OF EVEN DATE
FOR BATRA DEEPAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 005408C**

**FOR VASWANI INDUSTRIES LIMITED
CIN: L28939CT2003PLC015964**

**CA V C SRIVASTAVA
PARTNER
M. NO. 073712
PLACE: RAIPUR
DATE: 30/05/2017**

**(RAVI VASWANI)
MANAGING DIRECTOR
DIN: 00308616
PLACE: RAIPUR
DATE: 30/05/2017**

**(YASHWANT VASWANI)
EXECUTIVE DIRECTOR
DIN: 01627408**

CASH FLOW STATEMENT FOR THE PERIOD FROM 01.04.16 TO 31.03.17

	2016-2017	2015-2016
A) Cash Flow From Operating Activities :-		
1. Net Profit/(Loss) before Taxes and Exceptional Items	16,536,359	13,623,987
Adjustments for:-		
Depreciation	574,47,457	63,793,955
Interest Charged to P & L A/c	92,413,955	89,472,810
Other Non Cash Item / Preliminary Expenses written off	2,953,770	19,859,508
2. Operating Profit before Working Capital Changes	169,351,541	186,750,261
Adjustments for:-		
Trade & other Receivable	(94,257,234)	101,339,993
Inventories	45,064,460	(96,378,474)
Trade Payables & other Liabilities	(41,053,088)	(6,885,466)
Cash generated from Operations	79,105,679	184,826,314
Direct Taxes Paid	-	-
Net Cash from Operating Activity (A)	79,105,679	184,826,314
B) Cash Flow From Investing Activities :-		
Purchase of Fixed Assets	(5,342,644)	(77,681,665)
Sale of Investment	3,358,200	-
Net Cash from Investing Activity (B)	(1,984,444)	(77,681,665)
C) Cash Flow From Financing Activities :-		
Proceed from Bank Borrowing (Net)	2,668,240	(23,048,065)
Monies received towards Share Capital & application	-	13,453,000
Interest Paid	(92,413,955)	(89,472,810)
Net Cash From Financing Activities (C)	(89,745,714)	(99,067,875)
D) Net Increase / (Decrease) in Cash & Cash Equivalents ((A)+(B)+(C))	(12,624,479)	8,076,773
E) Cash and Cash Equivalent at beginning of the Year	51,886,664	43,809,891
F) Cash and Cash Equivalent at end of the Year (D+E)	39,262,183	51,886,664

NOTE:-

- The above cash flow Statement has been prepared under the "Indirect Method" as set out in accounting Standard (AS)-3 on Cash Flow statement as notified by the Companies (Accounting Standard) Rules, 2006.
- Previous Year figures have been regrouped / recast wherever necessary.

AS PER OUR REPORT OF EVEN DATE
FOR, BATRA DEEPAK AND ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 005408C

FOR, VASWANI INDUSTRIES LIMITED
CIN : L28939CT2003PLC015964

CA V C SRIVASTAVA, PARTNER

M. NO. 073712

PLACE: RAIPUR (C. G.)

DATE : 30/05/2017

(RAVI VASWANI)

MANAGING DIRECTOR

DIN : 00308616

PLACE : RAIPUR

DATE : 30/05/2017

(YASHWANT VASWANI)

EXECUTIVE DIRECTOR

DIN : 01627408

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE-1	AS AT 31.03.2017	AS AT 31.03.2016
<u>AUTHORISED SHARE CAPITAL</u>		
34750000 (P.Y. 29750000) EQUITY SHARES OF 10 EACH	347,500,000	297,500,000
250000 (P.Y. 250000) NON CUMMULATIVE PREFERENCE SHARES OF Rs. 10/- EACH	2,500,000	2,500,000
	350,000,000	300,000,000
<u>ISSUED SHARE CAPITAL</u>		
30000000(P.Y. 28654700) EQUITY SHARES OF 10 EACH	300,000,000	286,547,000
Share Application Money (Promoters)	-	13,453,000
	300,000,000	300,000,000
<u>SUBSCRIBED AND PAID UP SHARE CAPITAL</u>		
30000000(P.Y. 28654700) EQUITY SHARES OF Rs.10/- EACH	300,000,000	286,547,000
Share Application Money (Promoters)	-	-
	300,000,000	286,547,000

The Company has only one class of equity shares having a par value of Rs.10 Each. Each shareholder is eligible for 1 vote per share. Out of Issued, Subscribed and Paid Up Capital 2500000 shares is issued as bonus share in the year 2011-12.

Details of Shares held by shareholders holding more than 5% of the in aggregate shares the company-

Name of the Shareholder	31.03.2017		31.03.2016	
	No. of Shares	%	No. of Shares	%
PRAMOD VASWANI	3,969,860	13.23	3,969,860	13.85
RAVI VASWANI	3,942,300	13.14	3,942,300	13.76
YASHWANT RAVI VASWANI	2,190,840	7.30	2,190,840	7.65
JUHI VASWANI	2,108,300	7.03	1,562,500	7.36
MANISHA VASWANI	1,922,175	6.41	1,717,500	6.71
SUDHA VASWANI	1,855,225	6.18	1,855,225	6.47

The Reconciliation of the no. of shares outstanding is said below:-

Particulars	AS AT 31.03.2017	AS AT 31.03.2016
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	28,654,700	27,290,200
Add:- Shares Issued during the year as Public Issue	-	-
Add:- shares issued to promoter during the year	13,45,300	13,64,500
Add:- Shares Issued as Bonus Shares	-	-
Equity Shares at the end of the year	30,000,000	28,654,700

Note - 2	AS AT 31.03.2017	AS AT 31.03.2016
<u>RESERVE AND SURPLUS</u>		
<u>SECURITIES PREMIUM</u>		
Opening Balance	486,477,229	486,477,229
Add: Received From General Public	-	-
Add: Received From Promoter	-	-
Less: Utilised for Bonus Issue	-	-
Less: Adjusted for IPO expenses	-	-

CLOSING BALANCE	486,477,229	486,477,229
GENERAL RESERVE		
Opening Balance	3,932,617	2,778,142
Less: Dep. On Nill Life	-	-
Add:- 10% out of C.Y. Profit	1,769,832	1,154,475
Closing Balance	5,702,450	3,932,617
PROFIT AND LOSS A/C		
Opening Balance	62,063,552	51,673,280
Add:- Transfer from P & L Account	15,928,489	10,390,272
Closing Balance	77,992,040	62,063,552
TOTAL	570,171,719	552,473,398

NOTE-3	AS AT 31.03.2017	AS AT 31.03.2016
LONG TERM BORROWINGS SECURED		
TERM LOAN FROM BANK	-	3,820,533
HDFC BANK LTD (LOADER)	5,052,737	-
INDUSIND BANK LTD (WHEEL LOADER)	277,290	1,730,132
TOTAL	5,330,027	5,550,665
UNSECURED LOAN FROM DIRECTORS		
Pramod Vaswani	1,148,000	1,148,000
Ravi Vaswani	15,465,000	15,465,000
Yashwant Vaswani	11,888,000	11,888,000
Bank LC	-	-
TOTAL	28,501,000	28,501,000
G. TOTAL	33,831,027	34,051,665

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:-

Nature of Security	Terms of Repayment
1. Vehicle Loan amounting to Rs. 2.77 lacs (March 31, 2016 Rs.17.30 lacs) is secured by respective vehicle.	Vehicle loan with Indusind Bank Repayable in 17 equal monthly instalment of Rs.1,59,500 starting from May 2014 rate of interest rate 5.62% flat.
2. Vehicle Loan amounting to Rs 50.52 lacs (March 31, 2016 Rs. Nil) lacs is secured by respective vehicle.	Vehicle loan with HDFC Bank Repayable in 47 equal monthly instalment of Rs.1,33,714 starting from Feb. 2017 rate of interest rate 4.70% flat.

NOTE-4	AS AT 31.03.2017	AS AT 31.03.2016
DEFERRED TAX LIABILITIES		
DEFERRED TAX LIABILITY ON ACCOUNT OF DEPRECIATION AND REVERSAL OF ASSETS	90,774,323	92,149,738
DEFERRED TAX ASSETS ON ACCOUNT OF UNABSORBED DEP./LOSS AND DISALLOWANCES UNDER INCOME TAX ACT'1961	62,316,467	62,529,918
TOTAL	28,457,857	29,619,819

NOTE-5	AS AT 31.03.2017	AS AT 31.03.2016
LONG TERM PROVISIONS		
PROVISION FOR EMPLOYEE BENEFITS	3,377,958	3,938,428
TOTAL	3,377,958	3,938,428

NOTE-6	AS AT 31.03.2017	AS AT 31.03.2016
SHORT TERM BORROWINGS SECURED		
WORKING CAPITAL LOAN FROM BANK	386,231,524	383,342,645
TOTAL	386,231,524	383,342,645

Nature of Security and Terms of Repayment for Short Term Secured Borrowings:-

	Nature of Security	Terms of Repayment
1	SBI Working Capital Loan amounting to Rs. 2275.86 lacs (March 31'2016: Rs. 2114.63 lacs) is secured by Hypothecation charge on Company's entire stocks i.e. raw material, stocks in progress, finished goods and receivables at Company's premises located at Sondra, Tehsil-Siltara and Bahesar, Raipur including stocks-in-transit, book debts, including those purchase / discounted with other consortium member banks, securing Working Capital Limits.	Repayable on Demand. Interest Rate SBAR i.e. 11.75% per annum subject to changes as prescribed by SBI/ RBI from time to time
2	IDBI Working Capital Loan amounting to Rs. 889.95 lacs (March 31'2016: Rs. 1010.91 lacs) is secured by all current assets of the company.	Repayable on Demand. Interest rate is BBR + 3% (i.e. present effective 11.50% per annum) payable monthly.
3	BOB Working Capital Loan amounting to Rs. 696.50 lacs (March 31'2016: Rs. 707.89 lacs) is secured by 1st pari passu charge on entire current assets of the company.	Repayable on Demand. Interest rate is Base Rate + 3.25% with monthly rest. Margin 25% RM & FG, 40% of book debts and advance to RM.

NOTE-7	AS AT 31.03.2017	AS AT 31.03.2016
TRADE PAYABLES		
CREDITOR FOR RAW MATERIAL	211,071,465	207,872,283
CREDITOR FOR EXPENSES & SERVICES	33,433,018	18,531,389
CREDITOR FOR CAPITAL GOODS	-	-
STEEL DIVISION	15,481,958	14,775,858
POWER DIVISION	4,767,384	4,178,199
(NONE OF THE ENTERPRISES SUPPLYING GOODS OR RENDERING SERVICES TO THE COMPANY WHO ARE ENGAGED IN MANUFACTURING OR PRODUCTION OF GOODS OR RENDERING OR PROVIDING SERVICES HAVE GIVEN ANY INFORMATION AS REQUIRED UNDER "THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT 2006" HENCE THE COMPANY IS NOT IN A POSITION TO DISCLOSE THE REQUIRED INFORMATION NOT PROVIDED ANY LIABILITIES AS REQUIRED UNDER THE SAID ACT.)		
TOTAL	264,753,825	245,357,729

Note - 8	AS AT 31.03.2017	AS AT 31.03.2016
OTHER CURRENT LIABILITIES		
CURRENT MATURITIES OF LONG TERM DEBT	2,277,996	35,000,000
PAYABLES	6,862,035	28,902,282
ADVANCE FROM CUSTOMERS	3,456,438	8,388,798
TOTAL	12,596,469	72,291,080

NOTE-9	AS AT 31.03.2017	AS AT 31.03.2016
SHORT TERM PROVISIONS		
PROVISION FOR EMPLOYEE BENEFITS	2,500,396	3,178,768
OTHER PROVISIONS	3,343,500	3,419,700
(ALL LAIBILITIES PAYABLE WITHIN 12 MONTHS ARE GROUP UNDER CURRENT LIABILITIES)		
TOTAL	5,843,896	6,598,468

Note - 10
FIXED ASSETS

NAME OF ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	OPENING BALANCE AS ON 01.04.2016	ADDITION DURING THE YEAR	DEDUCTION/ADJUSTMENT DURING THE YEAR	TOTAL AS ON 31.03.2017	DEP. OPENING AS ON 01.04.2016	DEPRECIATION DURING THE PERIOD	DEP ON DEDUCTION /WITHDRAWNDURING THE PERIOD	NET DEPRECIATION CHARGEABLE DURING THE PERIOD	TOTAL AS ON 31.03.2017	BALANCE AS ON 31.03.2017	BALANCE AS ON 31.03.2016
Sponge Division											
Freehold Land	12,228,635	-	-	12,228,635	-	-	-	-	-	12,228,635	12,228,635
Garden	111,169	-	-	111,169	111,169	-	-	-	111,169	-	-
Site Development and Borewell	2,549,436	-	-	2,549,436	2,549,436	-	-	-	2,549,436	-	-
Building & Civil Work (Sponge)	52,845,029	-	-	52,845,029	13,964,846	1,907,180	-	1,907,180	15,872,026	36,973,003	38,880,183
Plant & Machinery K-1	79,538,883	-	-	79,538,883	42,695,779	2,671,827	-	2,671,827	45,367,606	34,171,277	36,843,104
Plant & Machinery K-2	70,091,840	-	-	70,091,840	34,241,477	2,599,835	-	2,599,835	36,841,312	33,250,528	35,850,363
Plant & Machinery K-3	80,361,934	-	-	80,361,934	23,239,047	3,173,494	-	3,173,494	26,412,541	53,949,393	57,122,887
Plant & Machinery (Crusher Division)	35,481,414	-	-	35,481,414	5,590,135	2,442,399	-	2,442,399	8,032,534	27,448,880	29,891,279
Jaw Crusher	716,674	-	-	716,674	466,642	76,622	-	76,622	543,264	173,410	250,032
Tools & Equipments	55,508	-	-	55,508	37,338	5,568	-	5,568	42,906	12,602	18,170
Pollution Control Equipment (Sponge)	30,348,267	-	-	30,348,267	16,449,217	2,991,763	-	2,991,763	19,440,980	10,907,287	13,899,050
Commercial Vehicle											
Vehicle (JCB Loader)	10,468,809	5,222,244	-	15,691,053	5,838,347	1,375,967	-	1,375,967	7,214,314	8,476,739	4,630,462
TRUCK CG04 G/2426 & CG04JA/5013 5012	880,000	-	-	880,000	333,572	101,786	-	101,786	435,358	444,642	546,428
Mini Bus	860,716	-	-	860,716	860,716	-	-	-	860,716	-	-
CG04JB/0822(DI 207)	452,430	-	-	452,430	452,430	-	-	-	452,430	-	-
Electrical Installation K-1	7,959,294	-	-	7,959,294	7,959,294	-	-	-	7,959,294	-	-
Electrical Installation K-2	8,396,093	-	-	8,396,093	8,396,093	-	-	-	8,396,093	-	-
Electrical Installation K-3	13,503,821	-	-	13,503,821	8,419,037	2,300,259	-	2,300,259	10,719,296	2,784,525	5,084,784
Generator Set (500KVA)	2,250,000	-	-	2,250,000	959,628	39,416	-	39,416	999,044	1,250,956	1,290,372
Office Equipments (Sponge)	981,565	-	-	981,565	981,565	-	-	-	981,565	-	-

Computer & Software (Sponge)	3,341,893	120,400	-	3,462,293	3,157,625	277,688	-	277,688	3,435,313	26,980	184,268
Furniture & Fixtures (Sponge)	705,887	-	-	705,887	646,270	24,796	-	24,796	671,066	34,821	59,617
Lab Equipment	576,474	-	-	576,474	567,427	9,047	-	9,047	576,474	-	9047
CG 04HN 8164 (Hero Motorcycle)	43,700	-	-	43,700	11,862	5,931	-	5,931	17,793	25,907	31,838
CG18B8789 (Motorcycle)	18,500	-	-	18,500	10,545	2,438	-	2,438	12,983	5,517	7,955
CG04K9343(CD DAWN)	39,315	-	-	39,315	16,261	4,294	-	4,294	20,555	18,760	23,054
Four Wheeler											
Maruti Van CG04 HA/4204	82,000	-	-	82,000	29,116	12,253	-	12,253	41,369	40,631	52,884
Audi Q5 CAR	4,983,466	-	-	4,983,466	3,836,765	990,332	-	990,332	4,827,097	156,369	1,146,701
Weighing Machine (Sponge)	910,443	-	-	910,443	309,213	70,515	-	70,515	379,728	530,715	601,230
TOTAL	420,783,195	5,342,644	-	426,125,839	182,130,852	21,083,410	-	21,083,410	203,214,262	222,911,577	238,652,343
PREVIOUS YR TOTAL	418,275,452	2,507,743	-	420,783,195	161,072,837	21,058,015	-	21,058,015	182,130,852	238,652,343	257,202,615

NAME OF ASSETS	GROSS BLOCK				DEPRECIATION				GROSS BLOCK	NET BLOCK	
	OPENING BALANCE AS ON 01.04.2016	ADDITION DURING THE YEAR	DEDUCTION/ADJUSTMENT DURING THE YEAR	TOTAL AS ON 31.03.2017	DEP. OPENING AS ON 01.04.2016	DEPRECIATION DURING THE PERIOD	DEP ON DEDUCTION /WITHDRAWAL DURING THE PERIOD	NET DEPRECIATION CHARGE DURING THE PERIOD	TOTAL AS ON 31.03.2017	BALANCE AS ON 31.03.2017	BALANCE AS ON 31.03.2016
Power Plant Division											
Building & Civil Work	15,759,556	-	-	15,759,556	4,008,121	555,416	-	555,416	4,563,537	11,196,019	11,751,435
Electrical Installation	72,891,727	-	-	72,891,727	70,482,012	2,409,715	-	2,409,715	72,891,727	-	2,409,715
Plant & Machinery	359,296,732	-	-	359,296,732	120,371,408	7,540,833	-	7,540,833	127,912,241	231,384,491	238,925,324
Site Development	76,187,500	-	-	76,187,500	3,922,878	15,237,500	-	15,237,500	19,160,378	57,027,122	72,264,622
Hero Honda CD DAWN	68,315	-	-	68,315	68,315	-	-	-	68,315	-	-
Generator 400 KVA	2,304,443	-	-	2,304,443	1,195,681	36,197	-	36,197	1,231,878	1,072,565	1,108,762
Generator 500 KVA	2,326,500	-	-	2,326,500	748,516	45,290	-	45,290	793,806	1,532,694	1,577,984
Generator 08 MW	10,989,975	-	-	10,989,975	5,433,242	181,406	-	181,406	5,614,648	5,375,327	5,556,733
Office Equipment	458,405	-	-	458,405	458,405	-	-	-	458,405	-	-
Computer & Software	1,761,724	-	-	1,761,724	565,977	587,241	-	587,241	1,153,218	608,507	1,195,748
Furniture & Fixtures	704,582	-	-	704,582	583,304	121,279	-	121,279	704,582	-	121,279
Hydraulic Crane	654,601	-	-	654,601	345,928	57,498	-	57,498	403,426	251,175	308,673

Crane 10MT	4,649,350	-	-	4,649,350	2,193,168	386,737	-	386,737	2,579,905	2,069,445	2,456,182
Crane 25MT	4,190,701	-	-	4,190,701	2,244,031	362,614	-	362,614	2,606,645	1,584,056	1,946,670
CG04DB/53 09(Mobile Crane)	716,914	-	-	716,914	340,507	58,621	-	58,621	399,128	317,786	376,407
CGO4 JA9541/ 8623 (Tipper)	2,850,576	-	-	2,850,576	2,830,478	20,098	-	20,098	2,850,576	-	20,098
Loader AL 170	3,974,065	-	-	3,974,065	3,974,065	-	-	-	3,974,065	-	-
TOTAL	559,785,665	-	-	559,785,665	219,766,035	27,600,444	-	27,600,444	247,366,479	312,419,186	340,019,630
PREVIOUS YR TOTAL	486,086,146	73,699,519	-	559,785,665	186,617,021	33,149,014	-	33,149,014	219,766,035	340,019,630	299,469,125
Steel Division											
Plant & Machinery	94,255,463	-	-	94,255,463	32,887,098	5,740,224	-	5,740,224	38,627,321	55,628,142	61,368,366
Plant & Machinery Unit-II	15,020,000	-	-	15,020,000	5,240,695	914,728	-	914,728	6,155,423	8,864,577	9,779,305
Building & Civil Work	13,327,838	-	-	13,327,838	3,717,606	451,665	-	451,665	4,169,271	9,158,567	9,610,232
Electrical Installation	3,341,315	-	-	3,341,315	2,963,124	378,191	-	378,191	3,341,315	-	378,191
Loader(770 New) Carraro HD	1,573,121	-	-	1,573,121	1,531,341	41,780	-	41,780	1,573,121	-	41,780
Site Developmen t	52,640	-	-	52,640	52,640	-	-	-	52,640	-	-
Computer & Software (Steel)	120,181	-	-	120,181	120,181	-	-	-	120,181	-	-
CAR											
Alto Car (CG04DZ/33 77)	314,994	-	-	314,994	200,542	51,776	-	51,776	252,318	62,676	114,452
Alto Car (CG04HC/67 78)	314,995	-	-	314,995	200,543	51,776	-	51,776	252,319	62,676	114,452
Office Equipment	29,131	-	-	29,131	28,538	593	-	593	29,131	-	593
TOTAL	128,349,678	-	-	128,349,678	46,942,308	7,630,733	-	7,630,733	54,573,041	73,776,637	81,407,370
PREVIOUS YEAR TOTAL	127,641,737	707,941	-	128,349,678	38,523,609	8,418,699	-	8,418,699	46,942,308	81,407,370	89,118,128
Office Building											
Building & Civil Works	11,728,392	-	-	11,728,392	2,176,328	392,834	-	392,834	2,569,162	9,159,230	9,552,064
Electrical Installation	1,874,744	-	-	1,874,744	1,005,764	266,300	-	266,300	1,272,064	602,680	868,980

Office Equipments	1,893,453	-	-	1,893,453	1,893,453	-	-	1,893,453	-	-
Furniture & Fixtures	2,589,145	-	-	2,589,145	1,323,713	382,718	382,718	1,706,431	882,714	1,265,432
CG04HU7736 (Car-I 20)	766,470	-	-	766,470	91,018	91,018	91,018	182,036	584,434	675,452
TOTAL	18,852,204	-	-	18,852,204	6,490,276	1,132,870	-	1,132,870	7,623,146	11,229,058
PREVIOUS YR TOTAL	18,085,734	766,470	-	18,852,204	5,322,049	1,168,227	-	1,168,227	6,490,276	12,361,928
GRAND TOTAL	1,127,770,743	5,342,644	-	1,133,113,387	455,329,471	57,447,457	-	57,447,457	512,776,928	620,336,459
PREVIOUS YR GRAND TOTAL	1,050,089,070	77,681,673	-	1,127,770,743	391,535,516	63,793,955	-	63,793,955	455,329,471	672,441,272

NOTE-11	AS AT 31.03.2017	AS AT 31.03.2016
NON CURRENT INVESTMENTS		
QUOTED TRADE		
RELIANCE POWER LTD. 26 (P.Y. 26) EQUITY SHARES OF RS. 10 EACH (MARKET VALUE RS. 48.00 PER SHARE) (MARKET VALUE AS ON 31.03.2016 WAS RS. 49.35 PER SHARE)	7,310	7,310
UNQUOTED TRADE		
VASWANI ISPAT LTD 5000 (P.Y. 5000) EQUITY SHARES OF RS.10 EACH	50,000	50,000
VIMLA INFRASTRUCTURE (I) PVT LTD 510 (P.Y. 510) EQUITY SHARES OF RS.100 EACH	51,000	51,000
SHUBH INFRASTRUCTURES LTD 7134 (P.Y. 7134) EQUITY SHARES OF RS.10 EACH	71,430	71,430
CG SPONGE MFG CONSORTIUM COAL FIELDS PVT LTD (1175466 (P.Y 781319) EQUITY SHARES OF RS.10 EACH	8,396,460	11,754,660
CG SPONGE MFG CONSORTIUM COAL FIELDS PVT LTD (SHARE APPLICATION MONEY PENDING ALLOTMENT)	-	-
CG ISPAT PRIVATE LIMITED 2077250 (P.Y. 2077250) EQUITY SHARES OF RS.10 EACH	62,111,250	62,111,250
TOTAL	70,687,450	74,045,650

NOTE-12	AS AT 31.03.2017	AS AT 31.03.2016
LONG TERM LOANS & ADVANCES UNSECURED, CONSIDERED GOOD		
LOANS & ADVANCES TO RELATED PARTIES	475,000	475,000
DEPOSITS	21,559,024	30,688,255
MAT CREDIT RECEIVABLE	37,608,139	34,264,639
TOTAL	59,642,163	65,427,894

NOTE-13	AS AT 31.03.2017	AS AT 31.03.2016
OTHER NON CURRENT ASSETS		
PRELIMINARY & PREOPERATIVE EXP.	7,056,065	10,570,305
TRADE RECEIVABLES MORE THAN 1 YEAR		
UNSECURED CONSIDERED GOOD	7,428,009	7,428,009
UNSECURED CONSIDERED DOUBTFUL	45,989,010	4,994,667
TOTAL	60,473,084	22,992,981

NOTE-14	AS AT 31.03.2017	AS AT 31.03.2016
INVENTORIES		
RAW MATERIAL	178,348,186	196,529,525
RAW MATERIAL IN TRANSIT	4,162,813	4,232,600
FINISHED GOODS	46,160,372	22,756,672
STOCK IN TRADE	42,613,000	93,396,990
STORES & SPARES	53,349,202	52,782,246
TOTAL	324,633,573	369,698,033

NOTE-15	AS AT 31.03.2017	AS AT 31.03.2016
TRADE RECEIVABLES OVER SIX MONTHS		
UNSECURED, CONSIDERED GOOD	-	-
UNSECURED, CONSIDERED DOUBTFUL	-	-
OTHERS		
UNSECURED, CONSIDERED GOOD	262,968,576	219,419,474
UNSECURED, CONSIDERED DOUBTFUL	-	-
TOTAL	262,968,576	219,419,474

NOTE-16	AS AT 31.03.2017	AS AT 31.03.2016
A. CASH AND CASH EQUIVALENTS		
CASH IN HAND	316,907	1,044,005
BALANCES WITH BANKS CURRENT ACCOUNT	(676,644)	13,873,527
TOTAL A	(359,737)	14,917,532
B. OTHER BANK BALANCES		
BALANCES WITH BANK TO EXTENT HELD AS MARGIN MONEY		
FIXED DEPOSIT WITH ORIGINAL MATURITY UPTO 3 MONTHS	-	-
FIXED DEPOSIT WITH ORIGINAL MATURITY MORE THAN 3 MONTHS BUT LESS THAN 12 MONTHS	39,621,920	36,969,132
TOTAL B	39,621,920	36,969,132
TOTAL (A+B)	39,262,183	51,886,664

NOTE-17	AS AT 31.03.2017	AS AT 31.03.2016
SHORT TERM LOANS AND ADVANCES UNSECURED, CONSIDERED GOOD		
SECURITY DEPOSITS	11,644,808	3,399,838
ADVANCES TO EMPLOYEES	1,447,386	1,564,507
ADVANCES TO SUPPLIER	117,820,003	97,571,758
PREPAID EXPENSES	441,610	2,725,906
BALANCES WITH GOVT. AUTHORITIES	31,519,325	41,968,218
AP DOWN PAYMENT	50,000	-
TOTAL	162,923,132	147,230,226

NOTE-18	AS AT 31.03.2017	AS AT 31.03.2016
OTHER CURRENT ASSETS		
INTEREST ACCURED BUT NOT DUE	260,142	1,013,219
TCS RECEIVABLE	763,509	644,976
TDS RECEIVABLE	1,314,002	1,372,843
ADVANCE TAX	2,000,000	1,500,000
TOTAL	4,337,653	4,531,038

NOTE-19	AS AT 31.03.2017	AS AT 31.03.2016
REVENUE FROM OPERATIONS		
SALE OF PRODUCTS		
MANUFACTURED GOODS	2,019,169,710	2,011,088,938
TRADED GOODS	532,930,722	350,685,175
OTHER OPERATING REVENUES	1,394,220	7,425,492
ADD :- EXCISE DUTY	248,422,252	234,978,171
CONTRACT RECEIPTS	1,611,323	5,889,688
TOTAL	2,803,528,226	2,610,067,464

NOTE-19.1	AS AT 31.03.2017	AS AT 31.03.2016
REVENUE FROM OPERATIONS		
SALE OF PRODUCTS		
MANUFACTURED GOODS		
SPONGE IRON	496,138,552	517,373,527
LESS:QUALITY DIFFERENCE	4,397	-
LESS: SALES RETURN	-	-
	496,134,155	517,373,527
BILLET	1,188,581,227	1,179,614,800
LESS:- DISCOUNT	-	-
LESS:- QUALITY DIFF. & OTHERS	-	-
	1,188,581,227	1,179,614,800
INGOTS SALES	111,026,374	96,292,923
POWER	223,427,954	217,807,689
SALE OF MANUFACTURED GOODS TOTAL	2,019,169,710	2,011,088,938
TRADED GOODS		
IRON ORE FINES	65,245,444	63,898,665
COAL	82,441,945	92,721,411
SCRAP	102,479,366	47,833,426
PIG IRON	56,834,217	4,932,142
SILICO MANGNESE	-	645,015
FERRO SILICON	2,360	5,680
ESP DUST SALES	-	-
OTHERS	18,998,600	-
TRADING DIVISION SALES	-	4,367,158
SALES FROM BRANCH	206,928,790	136,281,679
TRADED GOODS TOTAL	532,930,722	350,685,175

OTHER OPERATING REVENUES	AS AT 31.03.2017	AS AT 31.03.2016
CHAR & DOLOCHAR (NET OF RATE DIFF.)	213,212	667,450
SLAGE	479,821	1,961,807
B.F DUST	-	24,358
MILL SCALE	221,994	4,137,918
END CUTTING	-	-

FLY ASH	428,946	633,959
CPC SALE	50,247	-
TOTAL	1,394,220	7,425,492

NOTE-20	AS AT 31.03.2017	AS AT 31.03.2016
OTHER INCOME		
INTEREST INCOME	2,578,778	4,628,489
RENT INCOME	737,000	763,000
OTHER MISC. INCOME	652,457	566,342
TOTAL	3,968,235	5,957,831

NOTE-21	AS AT 31.03.2017	AS AT 31.03.2016
COST OF MATERIALS CONSUMED		
OPENING STOCK	249,311,771	137,778,491
PURCHASE & INCIDENTAL EXPENSES & OTHERS	1,888,862,048	1,895,523,451
TOTAL	2,138,173,819	2,033,301,942
LESS: COST OF TRADING PURCHASE / TRANSFER	297,400,133	275,224,334
LESS: CLOSING STOCK	231,697,388	249,311,771
TOTAL	1,609,076,298	1,508,765,838

IMPORTED AND INDIGENOUS MATERIALS CONSUMED		
IMPORTED	-	-
INDIGENOUS	-	-
TOTAL	-	-

DETAILS OF MATERIALS CONSUMED		
IRON ORE	550,085,442	523,414,955
COAL	439,475,067	409,065,849
DOLOMITE	9,126,194	7,652,987
MS SCRAP	327,087,590	220,317,560
PIG IRON	102,378,095	183,219,142
FERRO SILICON	1,842,712	1,082,602
SPONGE IRON	56,566,645	31,942,438
SILICO MAGNESE	43,083,028	35,720,761
PETRO COKE	11,573,124	3,020,400
STORES & SPARES	67,858,402	93,329,144
TOTAL	1,609,076,298	1,508,765,838

NOTE -22	AS AT 31.03.2017	AS AT 31.03.2016
CHANGE IN FINISHED GOODS /TRADED GOODS		
OPENING STOCK		
FINISHED GOODS	22,756,672	24,853,534
TRADED GOODS	93,396,990	106,396,990
	116,153,662	131,250,524
CLOSING STOCK		
FINISHED GOODS	46,160,372	22,756,672
TRADED GOODS	42,613,000	93,396,990
	88,773,372	116,153,662
TOTAL	27,380,290	15,096,862

NOTE - 23	AS AT 31.03.2017	AS AT 31.03.2016
EMPLOYEE BENEFITS EXPENSES (REFER NOTE NO. 32)		
SALARIES	32,008,375	34,192,890
CONTRIBUTION TO PF, ESIC AND OTHERS	830,043	4,793,462
STAFF WELFARE EXP.	886,558	935,174

TOTAL	33,724,976	39,921,526
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NOTE -24	AS AT 31.03.2017	AS AT 31.03.2016
FINANCIAL COSTS		
INTEREST EXPENSE	74,701,762	78,601,154
OTHER BORROWING COST	17,712,192	10,570,961
TOTAL	92,413,955	89,172,115

NOTE -25	AS AT 31.03.2017	AS AT 31.03.2016
OTHER EXPENSES		
MANUFACTURING EXPENSES		
ELECTRIC POWER, FUEL AND WATER	285,746,537	317,215,229
FREIGHT	1,540,690	2,195,638
REPAIRS & MAINTENANCE	20,166,492	17,927,625
LABOUR CHARGES	26,480,124	25,325,043
OTHER MANUFACTURING EXPENSES	1,875,231	1,646,432
TOTAL A	335,809,074	364,309,967
ADMINISTRATIVE EXPENSES		
COMMISSION	3,467,361	2,073,725
TRAVELLING & CONVEYANCE EXPENSES	1,523,045	1,857,258
RENT, RATES & TAXES	13,159,873	1,489,006
INSURANCE	1,217,654	883,446
LEGAL & PROFESSIONAL CHARGES	3,446,913	2,571,221
REPAIR & MAINTENANCE	519,722	178,253
TELEPHONE, PRINTING & STATIONARY AND POSTAGE	879,441	1,001,866
FREIGHT	1,019,203	1,370,728
MISC. EXPENSES	7,215,633	11,357,668
SUNDRY BALANCES W/OFF	(211,768)	(2,247,110)
ADVERTISEMENT & PUBLICITY	6,447	24,702
LOSS ON SALE OF FIXED ASSETS	26,153	-
CHARITY AND DONATION	-	-
TOTAL B	32,269,677	20,560,763
OTHER EXPENSES TOTAL (A+B)	368,078,751	384,870,730

NOTE -25.1	AS AT 31.03.2017	AS AT 31.03.2016
PAYMENT TO AUDITORS (INCLUDED IN LEGAL & PROFESSIONAL CHARGES)		
STATUTORY AUDIT FEES	450,000	450,000
TAX AUDIT FEES	50,000	50,000
COMPANY LAW MATTERS/CERTIFICATION FEES/IT CONSULTANCY	-	-
TOTAL	500,000	500,000
NOTE -26	AS AT 31.03.2017	AS AT 31.03.2016
EARNING PER SHARE		
NET PROFIT AFTER TAX	17,698,321	11,544,747
WEIGHTED AVERAGE NUMBER OF EQUITY SHARE	30,000,000	28,654,700
NOMINAL VALUE PER SHARE	10	10
BASIC AND DILUTED EARNINGS PER SHARE	0.59	0.40

NOTES FORMING PART OF FINANCIAL STATEMENT

NOTES ON ACCOUNTS: -

27. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
28. In the Opinion of the Board of directors, the loans, advances and other current & non-current assets have a value on realization in the ordinary course of business, at least equal to the amounts of which these are stated and that the provisions for the known liabilities are adequate and not in excess of the amount reasonably necessary.
29. The outstanding balance at the yearend in respect of Sundry Creditors, Loans and Advances, Deposits and certain Bank Accounts are subject to confirmation / reconciliation from the respective parties and the same have been reckoned in these accounts as per the balances appearing in the books. Any further adjustments arising out of reconciliation will be accounted for as and when such reconciliation is completed. The company however does not expect any material effect in a particular year or in future years.
30. In the opinion of the Management, Current Assets, Loans & Advances have the value at which they are stated in the balance sheet if realized in the ordinary course of the business except the balance of **“Suvikash Alloys And Steel Pvt Ltd, Cement Corporation Of India Ltd and Bhadrnaruti Concast Private Limited”**. No Provision has been made as matter is under court proceedings.
31. In the opinion of the management there is no such events occurred after the date of Balance sheet, which needs disclosure in these accounts.

Details of Employee benefits as required by the Accounting Standard 15 “Employee Benefits” are given below:

a) **Defined Contribution Plans:**

During the year the company has recognized the following amount in the statement of profit & loss:

Particulars	31-03-2017	31-03-2016
Contribution to Provident fund	941297	1127630
Contribution to ESIC	449216	517500

b) **Defined Benefit Plans**

The Company has made provision with respect to terminal Benefits of Employees in accordance with AS -15, which is as follows:-

Description	2016-17	2015-16
1. Reconciliation of opening and closing balances of obligations		
Obligation at the beginning of the year	3938428	2606735
Current Service Cost	857232	1233464
Interest Cost	277265	200719
Actuarial (Gain) / Loss	(1694967)	(102490)
Benefits Paid	--	--
Obligation at the end of the year	3377958	3938428
2. Change in Fair Value of Plan Assets		
Fair Value of plan assets at the beginning of the year	--	--
Acquisition Adjustment	--	--
Expected return on plan assets	--	--
Actuarial Gain / (Loss)	--	--
Contribution made by the company	--	--
Benefits Paid	--	--

Fair Value of plan assets at the end of the year	--	--
3. Reconciliation of fair value of plan assets and obligations		
Present value of obligation at the end of the year	3377958	3938428
Fair value of plan assets at the end of the year	--	--
Amount recognised in the balance sheet (Assets) / Liability	3377958	3938428
4. Expenses recognised during the year		
Current Service Cost	857232	1233464
Interest Cost	277265	200719
Expected return on plan assets	--	--
Actuarial (gains) / loss	(1694967)	(102490)
Expenses recognised during the year	(560470)	3148332
5. Assumptions		
Discount Rate (per annum)	7.04%	7.70%
Estimated rate of return on plan assets (per annum)	8.00%	8.00%
Rate of escalation in salary	7.00%	7.00%
6. Bifurcation of Present Value of Obligation at the end		
Current Liability (Amount due within One Year)	62108	109478
Non-Current Liability (Amount due over One Year)	3315850	3828950
Present Value of Obligation as at the end	3377958	3938428

32. There were no employees at any time during the year drawing Rs.500000/- per month or more.

33. Contingent liabilities & Commitments not provided for in respect of:

(a) Claims against the Company not acknowledged as debt: -

Particular	2016-17	2015-16
- Sales Tax	15990000	15990000
- Excise Duty	13964000	19194000
- Customs Duty	8602704	8602704

(b) Guarantees:-

Particular	2016-17	2015-16
Letter of Credit	252332195	295126502

(c) Law Suit: South Eastern Coalfields Ltd has lodged case against the company of which outcome of law suit is unquantifiable, hence no provision accounted in books.

34. **Deferred Tax** : In accordance with the Accounting Standard - 22 "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India, which has become mandatory from 1st April' 2002 for listed companies, the company has accounted for deferred tax during the year. Consequently, the cumulative net deferred tax assets of Rs. 28457857/- as on 31st March' 2017 has been recognized and adjusted from Statement of Profit & Loss.

The deferred tax liability/(asset) of the year amounting to Rs 1161962/- has been charged in profit and loss a/c

PARTICULARS	31-03-2017	31-03-2016
Deferred Tax Liabilities:- Difference in WDV as per Books of Accounts & WDV under Income Tax Act	267061851	271084832
Deferred Tax Assets:- Unabsorbed Depreciation and Business Loss and Expenses allowed on payment basis	183337648	183965632
Net Timing Difference	83724203	87119200
Total deferred tax Assets to be recognized	28457857	29611816
Deferred Tax Assets previously recognized	29619819	27540579
Net deferred tax assets/Liability created during the year	(1161962)	2071237

35. Segment Reporting

Segment Reporting as required by Accounting Standard (AS-17) issued by the Institute of Chartered Accountants of India:-.

(A) Business Segment:-

PARTICULARS	Current year (2016-17)	Previous year (2015-16)
1. Segment Revenue		
➤ Iron & Steel	2,109,145,920	2,026,179,797
➤ Power	224,000,900	218,585,648
➤ Real Estate	18,998,600	
➤ Fabrics	206,928,790	136,281,679
Sub – total	2,559,074,209	2,381,047,124
Less: Inter- Segment Revenue	222,822,488	217,370,926
Net Segment Revenue	2,336,251,721	2,163,676,198
2. Segment Result (Profit /Loss before Tax and interest from each segment)		
➤ Iron & Steel	47,390,226	68,083,436
➤ Power	2,877,618	-22,056,830
➤ Real Estate	-31,785,390	
➤ Fabrics	90,467,860	56703223
Sub – total	108,950,313	102,729,829
Less: Financial Costs	92,413,955	89,105,842
Profit before Tax	16,536,359	13,623,987
Provision For Tax	-1,161,962	2,079,240
Profit After Tax	17,698,321	11,544,747

3. Other Information		
I Segment Assets		
➤ Iron & Steel	988,880,589	957,287,124
➤ Power	329,257,959	387,741,283
➤ Real Estate Division	59,573,480	93,396,990
➤ Fabrics Division	125,062,203	56703223
➤ Un- allocated Assets	102,490,043	132,544,613
Total Assets	1,605,264,274	1,627,673,233
II Segment Liabilities		
➤ Iron & Steel	657,282,426	290,118,994
➤ Power	4,767,384	4,411,804
➤ Real Estate Division		
➤ Fabrics Division		
➤ Un- allocated Liabilities	44,584,889	447,072,072
Total Liabilities	706,634,699	741,602,870

(B) Geographical Segment: - The Company sale its products within India. The condition prevailing in India being uniform, no separate geographical segment disclosure is considered necessary.

36. Earning per share

Particulars	31-03-2017	31-03-2016
Net Profit/(Loss) for the year	17698321	11552750
Weighted Average No. of Equity Shares	30000000	28654700
Earnings per share	0.59	0.40

37. Foreign Exchange Earning and Outgo :

S.No.	Particulars	2016-17	2015-16
1	CIF Value of Import (Rs in Lacs)	111005350	171455223
2	Expenditure in foreign exchange (No direct payment by company in foreign currency)	Nil	Nil
3	Earning in foreign exchange	Nil	Nil
4	Remittance in foreign currency for dividend	Nil	Nil

38. **Related Party Disclosures** :

Disclosures as required by accounting standard 18 (AS-18) related party disclosures issued by the Institute of Chartered Accountants of India are as follows and description of relationship.

a. Name of the related parties -

Group Companies/ Associates	Key Management Personnel	Relatives of Key management Personnel
1. M/S Kwaliti Foundry Industries	1. Shri Ravi Vaswani	1.Smt. Sudha Vaswani
2. C.G.Ispat Pvt. Ltd.	2. Shri Pramod Vaswani	2.Smt. Juhi Vaswani
3. Cosmos Castings (India) Limited	3. Shri Yaswant Vaswani	3.Smt. Manisha Vaswani
4. Vaswani Ispat Ltd.		

5. Vaswani Cement Ltd.		
6. Vaswani Energy Ltd.		
7. Shubh Infrastructure Ltd.		

- b. Following are the transaction with related parties as defined under Accounting Standard-18 on “Related Party Disclosures “ as notified under the Companies (accounting Standard) Rules , 2006.

Name	Relationship	Nature of Transaction	Amount of transaction in 2016-17 (2015-16)	Amount Outstanding as at 31/03/2017 (31/03/2016)
Ravi Vaswani	Chairman & M.D.	Remuneration	1140000 (1140000)	243794 455915
		Unsecured loan received	Nil (Nil)	15465000 (15465000)
		Amount for Preferential allotment	-- (5800000)	-- (5800000)
Pramod Vaswani	Whole Time Director	Remuneration	760000 (760000)	829148 (234188)
		Unsecured loan received	Nil (Nil)	1148000 (1148000)
Yashwant Vaswani	Whole Time Director	Remuneration	455948 (455948)	0.00 (140131)
		Amount for Preferential allotment	0.00 (7200000)	0.00 (7200000)
		Unsecured loan received	Nil (Nil)	11880000 (11880000)
Kushal Vaswani	Relative of KMP	Salary	900000 (675000)	1049340 (495000)
M/s Kwaliti Foundry Industries	Proprietorship Firm in which Director has Significant influence	Sale of Goods	93096639 (6909944)	Nil (Nil)
		Purchase of Goods	34218505 (27595172)	
		Rent Received	60000 (60000)	Nil (Nil)
Cosmos Castings (India) Limited	Group Companies	Sale of Goods	Nil (Nil)	NIL (5.18)
		Purchase of Goods	Nil (Nil)	
C.G. Ispat Private Limited	Group Companies	Sale of Goods	843774824 (787319256)	104852105 (108056329)
		Purchase /Services	168658845 (106148610)	

		Interest Received	Nil (Nil)	
		Rent Received	120000 (120000)	Nil Nil
		Investment made	Nil (Nil)	62111250 (62111250)
Shubh Infrastructure Ltd.	Related Concern	Loan Given (for railway siding)	Nil (Nil)	475000 (475000)

Notes: Related party relationship in terms of Accounting Standard 18 as given above is pointed out by the management and relied upon by the Auditors.

39. Disclosure on Specified Bank Notes

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31st, 2017. The details of SBNs held and transacted during the period from November 8th, 2016 to December 30th, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	Specified Bank Notes	Other Denomination Notes	Total
	Amount	Amount	Amount
Closing Balance as at 8th November 2016	500000	388949	888949
Transactions between 9th November 2016 and 30th December 2016:			
Add: Withdrawal from Bank accounts	-	50000	50000
Add: Receipts for permitted transactions	-	-	-
Add: Receipts for non-permitted transactions (if any)	-	-	-
Less: Paid for permitted transactions	-	381937	381937
Less: Paid for non-permitted transactions (if any)	-	-	-
Less: Deposited in bank accounts	500000		500000
Closing Balance as at 30th December 2016	-	57012	57012

AS PER OUR REPORT OF EVEN DATE
FOR, BATRA DEEPAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 005408C

FOR AND ON BEHALF OF THE BOARD
VASWANI INDUSTRIES LIMITED
CIN : L28939CT2003PLC015964

CA V C SRIVASTAVA
PARTNER
M.NO.073712

RAVI VASWANI
MANAGING DIRECTOR
DIN : 00308616

PRAMOD VASWANI
WHOLE TIME DIRECTOR
DIN: 01627359

SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India, Accounting Standards notified under Section 133 of the Companies Act, 2013 and other relevant provisions thereof. The Accounting policies followed in these financial statements are same as those followed in the financial statements for the year ended March 31, 2017. The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialized. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 2013. Based on the nature of activity rendered by the Company and the time between the cost incurred and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The financial statements are presented in Indian rupees rounded off to the nearest rupees.

b. Use of Estimates

The presentation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumption to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

c. Fixed Assets

Tangible assets are stated at cost of acquisition (inclusive of freight) or construction net of CENVAT /Tax credit, less accumulated depreciation and impairment loss, if any. All costs, including financial costs till commencement of commercial production and adjustment arising from exchange rate variations attributable to the fixed assets are capitalized.

d. Capital Work- in- progress

Project under commissioning and other capital work-in- progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest

e. Depreciation

- a) Depreciation on fixed assets has been provided on Straight Line Method Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
- b) Depreciation on addition to / deduction from fixed assets is being provided on pro-rata basis from/ to the date of acquisition/ disposal.

f. Inventories

Inventories i.e. stores consumables are valued at cost (exclusive of excise). By Products are valued at estimated realizable value. Raw Materials are valued at cost plus freight using Weighted Average Cost (WAC) method. Finished Goods are valued at cost or net realizable value (NRV) whichever is lower. Finished goods include cost of conversion and other cost for bringing it in the present location and condition including depreciation.

g. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is normally charged to Profit & Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount

h. Investment

Long term investments are carried out at cost less any other temporary diminution in value, determined on the specific identification basis.

Current investments are carried at the lower of cost and fair value.

Profit & Loss on sale of investment is determined on specific identification basis.

i. Revenue Recognition

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services and excise duty.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

However, where the amount is immaterial / negligible and/or establishment of accruals / determination of amount are not possible no entries are made for the accrual.

j. Other income

Interest income is accounted on an accrual basis. Dividend income is accounted for when the right to receive income is established.

k. Borrowing Cost

The Borrowing costs that are attributable to the acquisition or construction or production of the qualifying assets are capitalized as per the cost of such assets up to the date when such assets are ready for its intended use. All other borrowing costs are charged to the Profit & Loss A/c.

l. Accounting for Taxes on Income

- (a) Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations.
- (b) Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between taxable profit and the profit as per the financial statement. Deferred tax assets & liabilities are measured using the tax rates and the tax laws enacted or substantially enacted as on the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty for its realization.
- (c) The taxable income of the company being lower than the book profits under the provision of the income tax act 1961. The company is liable to pay Minimum Alternate tax (MAT) on its income.
- (d) Considering the future profitability & taxable position in the subsequent years the company has recognized MAT Credit as an assets by crediting the provision for income tax & including the same

under Loans & advances in accordance with the Guidance note on “Accounting for Credit available in respect of MAT under Income Tax Act 1961” issued by the Institute of Chartered Accountant of India.

m. Cash Flow Statement

Cash flows are reported using the indirect method prescribed under “Accounting Standard – 3” Cash Flow Statement issued by the Institute of Chartered Accountants of India, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

n. Foreign Currency Transaction

Transactions in foreign currency are recorded in Rupees by applying the exchange rate prevailing on the date of transaction. Transactions remaining unsettled are translated at the rate of exchange ruling at the end of the year. Exchange gain or loss arising on settlement shall be adjusted in the carrying amount of the respective fixed assets in case of loans acquired for acquisition of fixed assets.

o. Provision and Contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statement.

p. Employee Benefits:-

- a. Provident Fund is a defined contribution scheme and the contributions are charged to the Profit & Loss A/c of the year when the contributions to the Government Funds is due.
- b. Gratuity Liability is defined benefit obligations and is provided for on the basis of Actuary Valuation obtained from Registered Actuary.
- c. Short Term Compensated absences are provided for based on estimates. Long Term compensated absences are provided for based on actuarial valuation.
- d. Actuarial gains / losses are immediate taken to the profit & loss account and are not deferred.

q. Segment Reporting:-

- a. Business Segment: - The accounting policies adopted for segment reporting are in the line with the accounting policies of the company. Segment Revenue, Segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, Expenses, Assets, Liabilities which relates to the company as whole and not allocable to segment on reasonable basis have been included under “Unallocated revenue/ expenses/ assets/ liabilities”.
- b. Geographical Segment: - The Company sells its products within India. The condition prevailing in India being uniform. So no separate geographical segment disclosure is considered necessary.

r. Research & Development Expenditure:-

Revenue expenditure pertaining to research is charged to the Profit and Loss Statement. Development costs of products are charged to the Profit and Loss Statement unless a product’s technological feasibility has been established, in which case such expenditure is capitalized.

s. Intangible assets:-

Cost incurred on intangible assets, resulting in future economic benefits are capitalized as intangible assets and amortized on equated basis over the estimated useful life of such assets.

t. Events Occurring After the Balance Sheet Date:

Events occurring after the balance sheet date and related to circumstances existing on the Balance Sheet are accounted for. Events not related to circumstances existing on the Balance Sheet date are disclosed by way note to accounts.


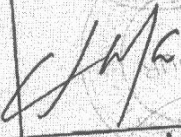


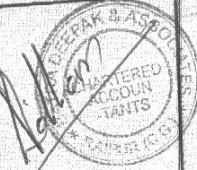


Vaswani Industries Limited

CIN No: L28939CT2003PLC015964

Compliance under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

FORM-A [For Audit Report with unmodified opinion]

1	Name of the Company	VASWANI INDUSTRIES LIMITED
2	Annual Financial Statement for the year ended	31 st March 2017
3	Type of Audit Observation	Un-modified
4	Frequency of Observation	Not applicable
5	To be signed by	
a	Ravi Vaswani (Managing Director) DIN: 00308616	
b	Lekhuchand T Mulchandani (Audit Committee Chairman) DIN: 02801146	
c	Pawan Kumar Jha (Executive Director) DIN: 06812944	
d	Vidhan Srivastava Partner Batra Deepak & Associates Chartered Accountants FRNo: 005408C MNO 073712	 

REGISTERED OFFICE: MIG-4, Indravati Colony, Raipur, Chhattisgarh

Visit us at : www.vaswanindustries.com, E-mail : info@vaswanindustries.com • Tel.: +91 771 4226000 • Fax : +91 771 4226000

Vaswani Industries Limited
Regd. Office: Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) 493221

ATTENDANCE SLIP

Annual General Meeting – 29th September, 2017 (To be handed over at the entrance of the meeting hall)

I hereby record my presence at the Annual General Meeting of the Vaswani Industries Limited held at 3.00 p.m on Friday, the 29th September, 2017 at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) – 493221.

Full Name of Member / Proxy (In Block Letters)

DP ID/Client ID/Folio

No.: _____

No. of Shares held:

Voted for Resolution:

Resolutions (as above mentioned)	For	Against	Abstain
Resolution – 1 - To receive, consider and adopt audited Statement of Profit and Loss & Balance Sheet for the year 2016-17			
Resolution – 2 - To appoint M/s. Batra Deepak & Associates, Chartered Accountants, Raipur as statutory auditors for a period of consecutive 5 years.			
Resolution – 3 - To consider approval of Remuneration of M/s. Sanat Joshi & Associates, Cost Accountants, Raipur.			
Resolution – 4 - To re-appoint Mr. Yashwant Vaswani (DIN NO. 01627408) as Non-executive Director who retires by rotation.			
Resolution – 5 - To appoint Mrs. Satyawati Parashar (DIN NO. 00761009) as Non-executive Independent Director			

I hereby certify that I am a member / proxy of the company.

Affix Rs.1/-

Revenue

Member's/Proxy's Signature

NOTE:

1. Member/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting.
2. Member/ Proxy holder wishing to attend the meeting should bring his copy of the notice for reference at the meeting.
3. This form in order to be effective should be duly stamped, completed, signed and deposited at he registered office of the company, not less than 48 hours before the meeting.
4. It is optional to indicate your preference, if you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Vaswani Industries Limited
Regd. Office: Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) 493221

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We, being the member(s) of, holding.....shares, hereby appoint

1. Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____ or failing him/her;
2. Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____ or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Fourteen Annual General Meeting of members of the Company, to be held on Friday, September 29, 2017 at 3.00 p.m. at the registered office of the Company at Bahesar Road, Near Cycle Park, Vill - Sondra Phase-II, Industrial Area, Siltara Raipur (C.G.) – 493221 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated below:

Resolutions (as above mentioned)	For	Against	Abstain
Resolution – 1 - To receive, consider and adopt audited Statement of Profit and Loss & Balance Sheet for the year 2016-17			
Resolution – 2 - To appoint M/s. Batra Deepak & Associates, Chartered Accountants, Raipur as statutory auditors for a period of consecutive 5 years.			
Resolution – 3 - To consider approval of Remuneration of M/s. Sanat Joshi & Associates, Cost Accountants, Raipur.			
Resolution – 4 – To re-appoint Mr. Yashwant Vaswani (DIN NO. 01627408) as Non-executive Director who retires by rotation.			
Resolution – 5 – To appoint Mrs. Satyawati Parashar (DIN NO. 00761009) as Non-executive Independent Director			

Signed this day of..... 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Rs.1/- Revenue Stamp

- NOTE:
1. The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
 2. Those members who have multiple folios with different proxy holders may use zerox copies of this Attendance Slip/ Proxy.
 3. No instrument of Proxy shall be valid unless it is in Proxy Form (above) and duly stamped.