

SATISH BATRA & ASSOCIATES

COMPANY SECRETARIES

C-501, 4th Floor, Ashoka Ratan,
Khamardih Road, Shankar Nagar,
Raipur 492001 (C. G.)

**SCRUTINIZER COMBINED REPORT
FOR E-VOTING & POLL AT THE EXTRA-ORDINARY GENERAL MEETING OF
VASWANI INDUSTRIES LIMITED HELD ON 30TH MARCH, 2016**

31ST March, 2016

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

Dear Sir,

**PASSING OF RESOLUTIONS THROUGH ELECTRONIC MODE AT EXTRA-ORDINARY
GENERAL MEETING OF VASWANI INDUSTRIES LIMITED HELD ON 30TH MARCH, 2016**

1. Pursuant to the Resolution passed by the Board of Vaswani Industries Limited (hereinafter referred as company) on 2nd March, 2016, I have been appointed as the Scrutinizer for the e-voting as mentioned under Section 108 of the Companies Act, 2013 (the 2013 Act) and clause (ix) of sub rule of Rule 20 of the Companies (Management and Administration) Rules, 2014.
2. E-VOTING has been introduced and mandate to all listed companies since April, 2014. I declare that I am well-versed with the theoretical concept of electronic voting system as prescribed under the rules and the SEBI circular dated 17th April 2014 issued in this regard. I have been getting appointed as Scrutinizer for e-voting at the General Meetings on Poll under the provision of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolutions contained in the notice to the Extra-ordinary General Meeting of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Extra-Ordinary General Meeting is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting systems provided by Link In-time Private Limited as the Service provider, for extending the facility of Electronic voting to the



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shareholders of the company also Registrar and share transfer Agent for the company.

4. The service provider, had provided with the system for recording the votes of the shareholder electronically on the special item of the business sought to be transacted in the Extra-ordinary General Meeting of the company, which is scheduled to be held on Wednesday, 30th March, 2016. The service provider accordingly had set up e-Voting facility on their website, <https://evoting.linkintime.com>. The company had uploaded all the items of the business to be transacted on the website of the company and also its service provider to facilitate their shareholders to cast their vote through e-voting.
5. The combined outcome of voting at the Extra-ordinary General Meeting as per Clause 35A of the Listing Agreement is as under:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the facility of e-voting electronically on the resolutions proposed in the Notice of Extra-ordinary General Meeting (AGM). The e-voting was opened from 27th March, 2016 to 29th March, 2016.
 - (b) In Line with the provisions of the Companies Act, 2013 and in the terms of the clarification issued by MCA, voting by Show of hands was not permitted at the General Meeting where e-voting has been offered to the shareholders. Therefore, at the Extra-ordinary General Meeting dated 30th March, 2016 , voting was conducted by poll.
 - (c) The Board of Directors had appointed us as the Scrutinizer for e-voting and poll. We have carried out the scrutiny of all electronic votes received up to the close of working hours on 29th March, 2016 and poll received till the conclusion of the meeting and submitted their report on 30th March, 2016.
 - (d) The consolidated Results as per scrutinizer's report dated 30th March, 2016 is as follows:

Resolutions	% Votes in favor	% Votes in Against
Special		



Resolution – 1 - Preferential Issue & Allotment of 1345300 equity shares to Promoter & Promoter Group	E-voting: 25%	E-voting: 75%
	Poll: 100%	Poll: NIL
	Total: 100%	Total: NIL

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

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

OUTCOME

OUTCOME OF VOTING OF EXTRA-ORDINARY GENERAL MEETING

Date of Extra-ordinary General Meeting	30 th March, 2016		
Total Number of Shareholders as on record date	3531 Equity Shareholders as on 21.03.2016		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter group	Public	
	In person	In person	Through Proxy
	7	19	NIL
No. of shareholders attended meeting through Video Conferencing	Promoters & Promoter group	Public	
	NIL	NIL	

AGENDA WISE

The mode of voting for all the resolutions was:

1. E-voting conducted between 27th March, 2016 from 09:00 A.M. to 29th March, 2016 till 5:00 P.M.
2. Poll (manually) conducted at the meeting.

Given Below is the resolution wise combined result of e-voting and poll.

Resolution – 1: Preferential Issue & Allotment of 1345300 equity shares to Promoter & Promoter Group along with some modifications.

Category	No. of shares held (1)	No. of voted polled (2)	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and promoter group	16154700	16193700	16193700	0	100.00%	0.00
Public Financial Institutional holders	0	0	0	0	0	0



[Handwritten signature]

Public Others	-	12500000	1709554	1709554	0	100.00%	0
Total (A)		28654700	17903254	17903254			
			Favor		Against		% of votes
E voted			50		150	Negligible	Negligible
Total (B)			50		150		
Total (C)= (A)+(B)		28654700	17903454	17903304	150	62.48%	Negligible

There were no invalid votes.

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

6. As on the cut-off date there were 3,531 shareholders of the company. The service provider had sent the Notices of the AGM by email to 2,236 shareholders whose email ID was made available by the depository (NSDL) and for those holding in physical form to the extent it was available with the RTA. In respect of 1,295 shareholders the notices were sent by ordinary post. There was no case where the transmissions through email had failed. The Notice was sent as an URL link <http://www.vaswaniindustries.com> was provided to the shareholder to access the Notice.
7. The notices sent to shareholders (both in physical form and electronic form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided of Rule 20 of the Companies (Management and Administration) Rules, 2014.
8. The cut-off date (record date) for the purposes of identifying shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was March 21, 2016. As prescribed in the aforesaid rules, the e-Voting facility was kept open for four days from Sunday, March 27, 2016 at 09:00 A.M. to Tuesday, March 29, 2016 till 5:00 P.M.

At the end of the voting period on March 30, 2016 at 5:00 P.M., the voting portal of the service provider was blocked forthwith. On March 30, 2016, the votes cast through e-Voting facility was duly unblocked by me as scrutinizer in the presence of Ms. Sneha Agrawal and Ms. Nupoor Trivedi who acted as the witnesses, as prescribed in sub-rule 3 (ix) of the said Rule 20.



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

There are in all 3531 shareholders holding 2,86,54,700 equity shares of the company, who have participated in the e-Voting process carried out by the company.

There are no shareholders who have cast partly in favor and partly against.

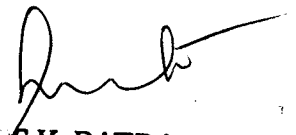
The Resolution stands passed under e-Voting with the requisite majority and with modification.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the company. I shall be arranging to hand over these records to you or such other person as authorized by you.

FOR, SATISH BATRA & ASSOCIATES



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



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

FORM No. MGT-13 (FOR POLL)

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

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

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

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

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

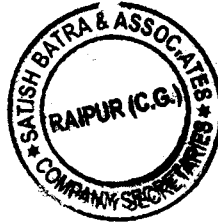
	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
Voted in favor	19	17832754	100%
Voted against		0	0%
Invalid Votes		0	0%

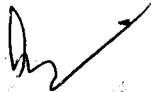


5. The PDF (File) is attached regarding the list of equity shareholders who e-voted 'FOR', 'AGAINST' and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

FOR, SATISH BATRA & ASSOCIATES


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




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

e-Voting Module



Result File :103846

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DAT E	STATUS	EVEN_RATIO
103846	INE590L01019	VASWANI INDUSTRIES LIMITED EQ	27-03-2016	29-03-2016	30-03-2016	U	1.00

EVEN	RESOLUTION ID	OPTION ID	OPTION NAME	VOTER COUNTS	VOTE COUNTS
103846	1	1	I/We assent to the resolution(For/ Yes/ Favour)	1	50,000
103846	1	2	I/We dissent to the resolution(Against/ No)	1	150,000

EVEN	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_ID	HOLDING S	VOTES	CAST_VOTE_DATE
103846	IN30290244920137	YAGYA SHREE	1	2	150,000	150,000	Mar 29, 2016 1:53:19 PM
103846	IN30302854362373	LINGAMALLU V R K CHAITANYA	1	1	50,000	50,000	Mar 29, 2016 4:31:54 PM



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