



Vaswani Industries Limited

POWER • SPONGE IRON • STEEL
CIN - L28939CT2003PLC015964



VIL/SECRETARIAL/2018-19

BY LISTING PORTAL

4th May, 2018

National Stock Exchange of India Ltd, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	Bombay Stock Exchange Ltd., Market Operations Dept. P. J. Towers, Dalal Street, Mumbai - 400 001.
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Dear Sirs,

Sub: Outcome of Board Meeting

This is to inform you that Board of Directors of the Company at its meeting held today i.e. 4th May, 2018 has considered the following:

1. To take on record the resignation of M/s Batra Deepak & Associates, Chartered Accountants, as Statutory Auditor of the Company.
2. To appoint M/s Amitabh Agrawal & Co, Chartered Accountants (FRN: 006620C), Raipur, for financial year 2017-18 as the Statutory Auditors of the Company subject to approval of members, to fill the vacancy caused by the resignation of M/s Batra Deepak & Associates, Chartered Accountants.
3. An Extra Ordinary General Meeting of the shareholders of the company will be convened on Tuesday, the 29th May, 2018 at 3.00 PM at Bahesar Road, Near Cycle Park, Vill – Sondra, Phase-II, Industrial Area, Siltara, Raipur (C.G.) 493221 for the above purpose.
4. To approve the draft of the Notice calling Extra-ordinary General Meeting on Tuesday, the 29th May, 2018 at 3.00 PM at Bahesar Road, Near Cycle Park, Vill – Sondra, Phase-II, Industrial Area, Siltara, Raipur (C.G.) 493221.
5. The e-voting period commences on 26th May, 2018 (9:00 am) and ends on 28th May, 2018 (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 May, 2018, may cast their vote electronically.

Yours faithfully,
For VASWANI INDUSTRIES LIMITED

Ragini Shukla
Ragini Shukla

Company Secretary & Compliance Officer





NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the members of the Company will be held on Tuesday, the 29th May, 2018 at 3.00 PM at Bahesar Road, Near Cycle Park, Vill – Sondra, Phase-II, Industrial Area, Siltara, Raipur (C.G.) 493221 to transact the following business as SPECIAL BUSINESS:

APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under as amended from time to time or any other Law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Amitabh Agrawal & Co., Chartered Accountants (FRN: 006620C), Raipur, be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. Batra Deepak & Associates, Chartered Accountants.”

RESOLVED FURTHER THAT M/s. Amitabh Agrawal & Co., Chartered Accountants (FRN: 006620C), Raipur, be and are hereby appointed as the Statutory Auditors of the Company from this Extra-Ordinary General Meeting and



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that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Extra-Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended from 31st March, 2018 on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors."

By Order of the Board

For, Vaswani Industries Limited

Sd/-

Ragini Shukla

Company Secretary & Compliance Officer

Place: Raipur

Date: 4th May, 2018

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 ("Companies Act"), setting out the material facts concerning each item of special business to be transacted at a general meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decided for the purpose, being May 22, 2018, may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act.

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

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5. Electronic copy of the Notice of the aforesaid Extraordinary 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 Participant(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 aforesaid Extraordinary 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.

6. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.

7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

8. In compliance with the provisions of Sections 108 and other applicable provisions of the Companies Act, read with the Rule 20 (3) (vii) of Companies (Management and Administration) Rules, 2014 ("Companies Management Rules") and Clause 35B of the Listing Agreement, clearly state that during the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically. The Company is to offer e-voting facility to all the Members of the Company. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members who have not already cast their vote by e-voting shall be able to exercise their vote at the meeting. Members who have already cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

9. 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 Participant(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.nsdl.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.

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B. In case a Member receives physical copy of the Notice of EGM [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 EGM :

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 26th May, 2018 (9:00 am) and ends on 28th May, 2018 (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 May, 2018, 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 May, 2018.

VII. Mr. Satish Batra, Pract. 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.

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EXPLANATORY STATEMENT

Auditors of the Company, M/s. Batra Deepak & Associates, Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to their some unavoidable circumstances. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As envisaged under section 139(8) of the Companies Act, 2013 ("Act"), a casual vacancy caused by the resignation of auditor can be filled by the members of the Company in a general meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommend that M/s. Amitabh Agrawal & Co., Chartered Accountants (FRN: 006620C), Raipur, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Batra Deepak & Associates, Chartered Accountants.

M/s. Amitabh Agrawal & Co., Chartered Accountants (FRN: 006620C), Raipur, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and that they suffer no disability to act as auditors of the company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the directors are, in any way, concerned or interested in this resolution.



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

ATTENDANCE SLIP

EXTRA-ORDINARY General Meeting – 29th May, 2018

(To be handed over at the entrance of the meeting hall)

I hereby record my presence at the Extra-Ordinary General Meeting of the Vaswani Industries Limited held at 3.00 p.m on Tuesday, the 29th May, 2018 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 Appoint M/s Amitabh Agrawal & Co., Chartered Accountants as statutory auditors for FY 2017-18.			

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

Member's/Proxy's Signature

Affix Rs.1/-
Revenue
Stamp

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 the 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.

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Form No. MGT-11
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:

I/ We being the member of VASWANI INDUSTRIES LIMITED, holding.....shares, hereby appoint

Name:	
Address:	
E-mail Id:	
Signature:	

or failing him

Name:	
Address:	
E-mail Id:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at EXTRA-ORDINARY General Meeting of members of the Company, to be held on 29th May, 2018 at the 3.00 pm at registered office of the Company at the 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:

Resolution No.

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

Signed this day of..... 2018

Signature of Shareholder

Affix Rs.1/-
Revenue
Stamp

Signature of Proxy holder(s)

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.

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BOOK POST

IF UNDELIVERED PLEASE RETURN TO:

**VASWANI INDUSTRIES LIMITED
BAHESAR ROAD, NEAR CYCLE PARK,
VILL – SONDRRA, PHASE-II, INDUSTRIAL
AREA, SILTARA RAIPUR (C.G.) 493221**