



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL

• CIN - L28939CT2003PLC015964 • GSTN 22AABCV9564E1ZB

Ref: VIL/BSE & NSE/2024-25/SEPTEMBER/37

Date: 20.09.2024

To,  
The Manager (Listing)  
BSE Limited  
The Secretary, Listing Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai(M.H.) - 400001  
BSE Script Code:533576

The Manager (Listing)  
National Stock Exchange of India Ltd.  
The Manager, Listing Department  
Exchange Plaza, 5th Floor,  
Plot No.C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai-400051.  
NSE Symbol: VASWANI

**SUB: Submission of Consolidated scrutinizers Report -Annual General Meeting**

Dear Sir/ Madam,

In continuation of our letter no. VIL/BSE & NSE/2024-25/SEPTEMBER/36 dated 20th September, 2024, wherein we have intimated to you outcome of Annual General Meeting (AGM). We are enclosing herewith the Consolidated Scrutinizers Report dt. 20th September, 2024 relating to remote e-voting & e-voting during the AGM.

**The item no. 1 to item no. 10 as stated in the notice of AGM dated 26<sup>th</sup> August, 2024 have been carried and passed by requisite majority.**

Thanking You,  
Yours Faithfully,  
For, **Vaswani Industries Limited**

Monali Makhija  
Digitally signed  
by Monali Makhija  
Date: 2024.09.20  
22:11:10 +05'30'

**Monali Makhija**  
**(Company Secretary & Compliance Officer)**  
**M No. 71644**

**Encl: as above**

# KANUNGO AGRAWAL & CO.



*A firm of Company Secretaries*

**Praveen Kanungo**

*B.Sc, ACS*

**Neetu Agrawal**

*B.Com, ACS*

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

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out, pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 21<sup>st</sup> Annual General Meeting (the "AGM") of the Equity shareholders of Vaswani Industries Limited (the "Company") held on Friday, the 20th day of September, 2024 at 3.14 P.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')

Dear Sir

1. I, Praveen Kumar Kanungo, Partner of M/s Kanungo Agrawal & Company, Practicing Company Secretaries, (Membership No ACS 23614/ C.P. No 8461) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated August, 17, 2024 for the purpose of scrutinizing the remote e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the businesses contained in Notice of the 21<sup>st</sup> AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 21<sup>st</sup> AGM, the Company availed services of Linkintime India Private Limited (Instavote) and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and Listing

Regulations on the businesses set out in the Notice of the 21<sup>st</sup> AGM. My responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business set out in the Notice of AGM, based on the reports generated from the e-voting system of Link Intime India Private Limited (LI IPL-Instavote), the authorized agency engaged by the Company.

4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the "cut-off date" of Friday, September 13, 2024 commenced on Tuesday, September 17, 2024 at 9:00 am and ended on Thursday, September 19, 2024 at 5.00 p.m. and the LI IPL-Instavote e-voting platform was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 13, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM. The LI IPL-Instameet platform was opened during the AGM and kept open for 15 minutes after the AGM.
6. Pursuant to Rule 20 (4)(xii) of the MGT Rules, I unblocked the voting on LI IPL-Instavote & Instameet on September, 20, 2024 in the presence of two witnesses, viz., Ms. Neetu Agrawal and Ms. Anchal Agrawal, being Partner and Compliance Assistant respectively of Kanungo Agrawal & Co, Practising Company Secretaries. These witnesses are not in the employment of the Company. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the LI IPL-e-voting system.
7. For those Members whose email IDs were not available, a Public Notice with regard to the Company's AGM Notice was published on August 27, 2024 in Free Press Journal in English language, and Deshbandhu in Hindi language, providing requisite information and contact details of the RTA for registering email IDs and queries on e-voting
8. Based on the data downloaded from LI IPL-Instavote & Instameet, the total votes cast in "favor" or "against" for all the resolutions proposed in the Notice of the 21<sup>st</sup> AGM are as Under:

**Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 along with the reports of the Board of Directors and Auditors thereon.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
36	17818551	99.9999

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0001

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

### **Resolution 2: Ordinary Resolution**

**To appoint a Director in place of Mr. Satya Narayan Gupta (DIN: 09517381), who retires by rotation and being eligible for re-appointment, offers himself for reappointment.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
36	17818551	99.9999

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0001

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

### **Resolution 3: Ordinary Resolution**

**To ratify remuneration to be paid to M/s. Sanat Joshi & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
36	17818551	99.9999

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0001

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

#### **Resolution 4: Ordinary Resolution**

**To approve material Related Party Transaction(s) between the Company and Kwaliti Foundry Industries (100 Crores).**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
33	6415551	99.9997

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0003

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

**Resolution 5: Special Resolution****Issuance of Equity Shares by way of Preferential Issue on private placement basis.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
35	17785581	99.8149

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
2	32990	0.1851

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

**Resolution 6: Ordinary Resolution****Regularisation of Mr. Pawan Kumar Jha from Additional Director (Executive) (DIN 06812944) to Executive Director of the company.**

Vote in favour of the resolution:

a)

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
36	17818551	99.9999

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0001

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
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Nil	Nil

**Resolution 7: Special Resolution**

**Approval for revision in managerial remuneration to be paid to Mr. Yashwant Vaswani, (DIN 01627408) Whole Time Director of the Company.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
32	6382581	99.4858

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
2	32990	0.5142

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

**Resolution 8: Special Resolution**

**Adoption of Memorandum of Association as per provision of Companies Act, 2013.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
36	17818551	99.9999

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0001

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

**Resolution 9: Special Resolution**

**Adoption of Article of Association as per provision of Companies Act, 2013.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
36	17818551	99.9999

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0001

c) Invalid votes:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>
Nil	Nil

**Resolution 10: Special Resolution**

**Disposal of Shares of C.G. Ispat Private Limited Held As Investment.**

a) Vote in favour of the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
36	17818551	99.9999

b) Voted against the resolution:

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>



1	20	0.0001
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c) Invalid votes:

Number of members voted	Number of valid votes cast by them
Nil	Nil

9. With respect to Item no. 4, I hereby state that as per the provisions of Companies Act, 2013 and SEBI (Listing obligations and disclosure requirements), related parties should abstain from voting in a resolution that is of interest to them. As such, votes cast by 3 shareholders, being interested shareholders totaling 6096000 votes should be invalidated at the discretion of the Presiding officer of the meeting.

10. In view of the above scrutiny, I hereby certify all the above resolutions have been passed with requisite majority on September 20, 2024.

11. The electronic data and all other relevant records relating to remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Place: Raipur

Date: 20.09.2024

**For, Kanungo Agrawal & Co.**

Company Secretaries

Praveen  
Kumar  
Kanungo

Digitally signed by  
Praveen Kumar  
Kanungo  
Date: 2024.09.20  
22:32:34 +05'30'

Praveen Ku. Kanungo

Partner

M. No. 23614

C. P. No. 8461

PRCN: 1401/2021

UDIN: **A023614F001273005**

Countersigned

Monali Makhija

Company Secretary & Compliance Officer

M. No. 71644

Vaswani Industries Limited