

# SWARAJ ENGINES LIMITED

**Works :**

Plot No. 2, Indl. Focal Point,  
Phase IX, S.A.S. Nagar,  
Distt. S.A.S. Nagar (Mohali)  
(Near Chandigarh)

**SWARAJ**

Tel. : 0172-2234941-47, 2234950  
Fax : +91-172-2234955  
Email: mail@swarajenterprise.com

02/SP/EXCH  
28<sup>th</sup> July, 2016

**The General Manager**  
**Corp. Relationship Deptt**  
**BSE Ltd.**  
1<sup>st</sup>. Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort, Mumbai

Fax No. 022-22722037,39,41,61, 22721072

Phone No. 022-22721121-22, 22722375,  
22721233

Email: corp.relations@bseindia.com

**The Secretary**  
**National Stock Exchange of India Ltd.**  
Capital Market-Listing, Exchange Plaza,  
Bandra – Kurla Complex, Bandra (E), Mumbai

Fax No. 022-26598237-38  
022-26598347-48

Phone No. 022- 26598235-36

Email: cmlist@nse.co.in

**SUB: Proceedings / Outcome of 30<sup>th</sup> Annual General Meeting along with Voting  
Results and Scrutinizer Report**

Dear Sir,

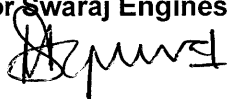
With regard to the Company's 30<sup>th</sup> Annual General Meeting (AGM) held on 26<sup>th</sup> July, 2016 at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab - 160062, we are pleased to submit herewith the following:

- a) Summary of proceedings of the AGM pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) Scrutinizer's consolidated report dated 27<sup>th</sup> July, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

With regards

For Swaraj Engines Limited



**(M.S.GREWAL)**  
**Company Secretary**

## Swaraj Engines Limited

### Summary of the proceedings of 30<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> July, 2016

The 30<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, the 26<sup>th</sup> July, 2016 at 12.30 P.M. at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab – 160062.

Shri Sudhir Mankad, Chairman of the Company, chaired the meeting. He confirmed that the requisite quorum being present and called the meeting to order. He then welcomed all those present in the meeting and asked Shri M.S.Grewal, Company Secretary to start the proceedings of the meeting. The Company Secretary started the proceedings by introducing the Directors who were present on the dais. All the Directors of the Company except Shri S.Durgashankar attended the meeting.

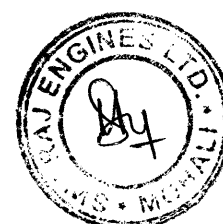
The Chairman then delivered his speech to the Members.

Thereafter the Company Secretary informed the Members that remote e-voting was facilitated through National Securities Depository Limited (NSDL) during 22<sup>nd</sup> - 25<sup>th</sup> July, 2016 on all the items of agenda as set out in the Notice related to today's AGM. He further informed the Members that Auditors have issued a clean report on the Accounts of the Company.

The following business was transacted at the meeting:

S.No.	Particulars	Nature of business
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.	Ordinary Business
2	Declaration of Dividend on Equity Shares.	Ordinary Business
3	Re-appointment of Shri Vijay Varma (DIN 00011352) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary Business
4	Re-appointment of Shri Rajan Wadhwa (DIN 00416429) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary Business
5	Appointment of Auditors and fix their remuneration.	Ordinary Business
6	Approval and Adoption of new Articles of Association of the Company. (Special Resolution)	Special Business
7	Payment of commission to Non-Executive Directors of the Company. (Special Resolution)	Special Business
8	Approval of the remuneration payable to the Cost Auditors of the Company.	Special Business

The Chairman then informed that the Members present in the Meeting who have not exercised E-Voting facility earlier, can exercise their right through the Ballot available in the Meeting. He

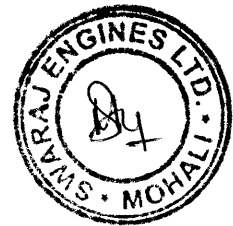


also mentioned that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also be intimated to Stock Exchanges and posted on the website of the Company and NSDL.

Thereafter, the Chairman invited comments from the Members and clarifications were provided to their queries.

Some of the Members then cast their votes on the ballot paper and deposited the same in the ballot box placed in the meeting hall.

Shri M.N.Kaushal, Whole Time Director, thanked the Members present. The Chairman then declared the meeting as closed. The meeting concluded at 1.30 P.M.



Swaraj Engines Limited - 30<sup>th</sup> Annual General Meeting Voting Results

Date of the AGM	26 <sup>th</sup> July, 2016
Total Number of Shareholders on record date (cut-off date for voting purpose)	12447
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public	36
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group	
Public	

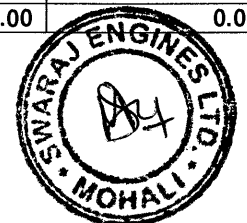
**Agenda wise disclosure**

**Agenda Item 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>
<b>Public – Institutional Holders</b>	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
<b>Public – Non Institutions</b>	E-Voting	4233305	4262	0.10	4262	0	100.00	0.00
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13563</b>	<b>0.32</b>	<b>13563</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12419820</b>	<b>7165832</b>	<b>57.70</b>	<b>7165832</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was passed unanimously.



**Agenda Item 2: Declaration of Dividend on Equity Shares**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

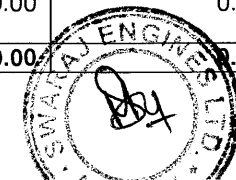
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>
<b>Public – Institutional Holders</b>	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
<b>Public – Non Institutions</b>	E-Voting	4233305	4262	0.10	4262	0	100.00	0.00
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13563</b>	<b>0.32</b>	<b>13563</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12419820</b>	<b>7165832</b>	<b>57.70</b>	<b>7165832</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was passed unanimously.

**Agenda Item 3: Re-appointment of Shri Vijay Varma (DIN 00011352) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>



Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Public – Institutional Holders	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
Public – Non Institutions	E-Voting	4233305	3862	0.09	3803	59	98.47	1.53
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13163</b>	<b>0.31</b>	<b>13104</b>	<b>59</b>	<b>99.55</b>
<b>Total</b>		<b>12419820</b>	<b>7165432</b>	<b>57.69</b>	<b>7165373</b>	<b>59</b>	<b>99.999</b>	<b>0.001</b>

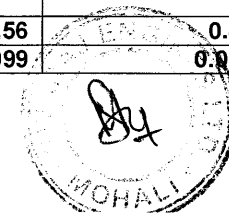
The above resolution was passed with requisite majority.

**Agenda Item 4: Re-appointment of Shri Rajan Wadhera (DIN 00416429) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment**

Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>
Public – Institutional Holders	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
Public – Non Institutions	E-Voting	4233305	4262	0.10	4203	59	98.62	1.38
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13563</b>	<b>0.32</b>	<b>13504</b>	<b>59</b>	<b>99.56</b>
<b>Total</b>		<b>12419820</b>	<b>7165832</b>	<b>57.70</b>	<b>7165773</b>	<b>59</b>	<b>99.999</b>	<b>0.001</b>

The above resolution was passed with requisite majority.



**Agenda Item 5: Appointment of Auditors and fix their remuneration**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

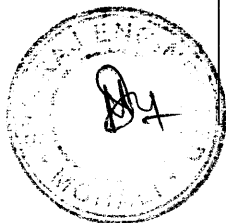
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>
<b>Public – Institutional Holders</b>	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
<b>Public – Non Institutions</b>	E-Voting	4233305	3862	0.09	3862	0	100.00	0.00
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13163</b>	<b>0.31</b>	<b>13163</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12419820</b>	<b>7165432</b>	<b>57.69</b>	<b>7165432</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was passed unanimously.

**Agenda Item 6: – Approval and Adoption of new Articles of Association of the Company**

<b>Resolution required</b>	<b>Special Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>



Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Public – Institutional Holders	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
Public – Non Institutions	E-Voting	4233305	4262	0.10	4203	59	98.62	1.38
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13563</b>	<b>0.32</b>	<b>13504</b>	<b>59</b>	<b>99.56</b>
<b>Total</b>		<b>12419820</b>	<b>7165832</b>	<b>57.70</b>	<b>7165773</b>	<b>59</b>	<b>99.999</b>	<b>0.001</b>

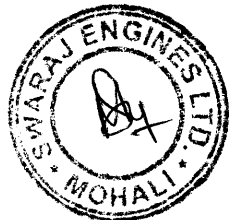
The above resolution was passed with requisite majority.

**Agenda Item 7: Payment of commission to Non-Executive Directors of the Company**

Resolution required	Special Resolution
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>
Public – Institutional Holders	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
Public – Non Institutions	E-Voting	4233305	4262	0.10	4167	95	97.77	2.23
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13563</b>	<b>0.32</b>	<b>13468</b>	<b>95</b>	<b>99.30</b>
<b>Total</b>		<b>12419820</b>	<b>7165832</b>	<b>57.70</b>	<b>7165737</b>	<b>95</b>	<b>99.999</b>	<b>0.001</b>

The above resolution was passed with requisite majority.



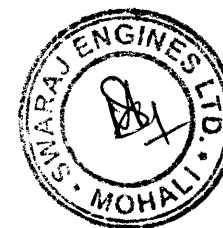


**Agenda Item 8: Approval of the remuneration payable to the Cost Auditors of the Company**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-Voting	6286417	6286417	100.00	6286417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6286417</b>	<b>6286417</b>	<b>100.00</b>	<b>6286417</b>	<b>0</b>	<b>100.00</b>
<b>Public – Institutional Holders</b>	E-Voting	1900098	865852	45.57	865852	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1900098</b>	<b>865852</b>	<b>45.57</b>	<b>865852</b>	<b>0</b>	<b>100.00</b>
<b>Public – Non Institutions</b>	E-Voting	4233305	4262	0.10	4237	25	99.41	0.59
	Poll		9301	0.22	9301	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4233305</b>	<b>13563</b>	<b>0.32</b>	<b>13538</b>	<b>25</b>	<b>99.82</b>
<b>Total</b>		<b>12419820</b>	<b>7165832</b>	<b>57.70</b>	<b>7165807</b>	<b>25</b>	<b>99.999</b>	<b>0.001</b>

The above resolution was passed with requisite majority.



**AJAY K. ARORA**  
LL.B., FCS

PAN No.ADSPA8498H  
Ser. Tax No.ADSPA 8498HST001

**A. ARORA & CO.**

*Company Secretaries*

S.C.O. 64-65, 1ST FLOOR,  
SECTOR 17-A, MADHYA MARG,  
CHANDIGARH-160 017  
Ph.: (O) 2701906  
MOBILE : 98140-06492  
E-MAIL : ajaykcs@gmail.com

### **Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Swaraj Engines Limited

**30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Swaraj Engines Limited held on 26<sup>th</sup> July, 2016 at 12.30 P.M. at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab – 160062.**

Dear Sirs,

1. I, Ajay Kumar Arora, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup>Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **Swaraj Engines Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 30<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Swaraj Engines Limited held on 26<sup>th</sup> July, 2016 at 12.30 P.M. at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 30<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report for voting by use of ballots at the meeting.



3. The Company had arranged the services of NSDL for extending the facility of remote e-voting to the Members of the Company from 22<sup>nd</sup> July, 2016 (from 9.00 A.M.) to 25<sup>th</sup> July, 2016 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 26<sup>th</sup> July 2016 in the presence of two witnesses.
4. At the 30<sup>th</sup> AGM of the Company held on 26<sup>th</sup> July 2016, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who has not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.
6. The e-voting cast by institutional shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter to the Scrutinizer for exercising their votes have been considered as invalid.

The consolidated results of voting are as under:

**(1) As an Ordinary Resolution-Item no. 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	69	7165832	69	7165832	0	0	8	709497
% to total valid votes				100.00%		0.00%		

**(2) As an Ordinary Resolution-Item no. 2**

Declaration of Dividend on Equity Shares.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	69	7165832	69	7165832	0	0	8	709497
% to total valid votes				100.00%		0.00%		



**(3) As an Ordinary Resolution-Item no. 3**

Re-appointment of Shri Vijay Varma (DIN 00011352) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	68	7165432	67	7165373	1	59	8	709497
% to total valid votes				99.999%		0.001%		

**4) As an Ordinary Resolution-Item no. 4**

Re-appointment of Shri RajanWadhera (DIN 00416429) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	69	7165832	68	7165773	1	59	8	709497
% to total valid votes				99.999%		0.001%		

**(5) As an Ordinary Resolution-Item no. 5**

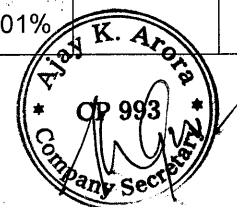
Appointment of Auditors and fix their remuneration.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	68	7165432	68	7165432	0	0	7	685597
% to total valid votes				100.00%		0.00%		

**(6) As a Special Resolution-Item no. 6**

Approval and Adoption of new Articles of Association of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	69	7165832	68	7165773	1	59	8	709497
% to total valid votes				99.999%		0.001%		



**(7) As a Special Resolution-Item no. 7**

Payment of commission to Non-Executive Directors of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	69	7165832	66	7165737	3	95	8	709497
% to total valid votes				99.999%		0.001%		

**8) As an Ordinary Resolution-Item no. 8**

Approval of the remuneration payable to the Cost Auditors of the Company.

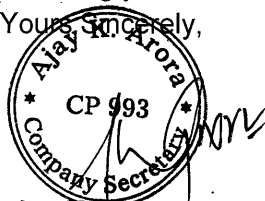
Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	69	7165832	68	7165807	1	25	8	709497
% to total valid votes				99.999%		0.001%		

7. Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting and poll, resolution no. 1, 2 and 5 were passed unanimously and rest of the resolutions were passed with requisite majority.

8. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,



Ajay K Arora  
Company Secretary in Practice  
CP No. 993  
FCS No. 2191  
Date: 27-07-2016  
Place : Chandigarh

Counter Signed by  
For Swaraj Engines Limited

M.N. KAUSHAL  
Whole Time Director