

# SWARAJ ENGINES LIMITED

**Works :**

Plot No. 2, Incl. 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  
30<sup>th</sup> July, 2015

**The General Manager**  
**Corp. Relationship Deptt**  
**Bombay Stock Exchange 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

**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

**SUB: Disclosure of Voting Results of the 29th Annual General Meeting of Swaraj Engines Limited (SEL) held on 28th July, 2015, as per the requirements of Clause 35A of the Listing Agreement**

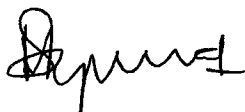
Dear Sir,

Please find enclosed herewith the voting results of the 29th Annual General Meeting of the Company held on 28th July, 2015 in the format prescribed under Clause 35A of the Listing Agreement alongwith the Consolidated Report on voting issued by the Scrutinizer.

Thanking you.

Yours faithfully,

**For Swaraj Engines Limited**



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

**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**

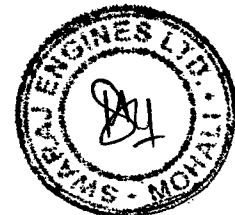
Tel. : 0172-2234941- 47, 2234950  
Fax : 91-172-2234955  
Email : mail@swarajenterprise.com

**SWARAJ ENGINES LIMITED****Details of Resolutions passed in the 29<sup>th</sup> Annual General Meeting of Swaraj Engines Limited**

Date of the AGM	28 <sup>th</sup> July, 2015
Total Number of Shareholders on record date (cut-off date for voting purpose)	12940
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public	42
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group	
Public	

**Agenda wise**

Item No.	Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
<b>Ordinary Business</b>				
1	Adoption of Financial Statements for the year ended 31st March, 2015, Reports of the Directors and the Auditors thereon	Ordinary	E-Voting and Poll	Passed Unanimously
2	Declaration of Dividend on Equity Shares	Ordinary	E-Voting and Poll	Passed Unanimously
3	Re-appointment of Dr. Pawan Goenka as Director, who retires by rotation	Ordinary	E-Voting and Poll	Passed with Requisite Majority
4	Re-appointment of Shri R.R.Deshpande as Director, who retires by rotation	Ordinary	E-Voting and Poll	Passed with Requisite Majority
5	Appointment of Auditors and fix their remuneration	Ordinary	E-Voting and Poll	Passed with Requisite Majority
<b>Special Business</b>				
6	Approval to the revision in remuneration of Shri M.N.Kaushal, Whole Time Director	Special	E-Voting and Poll	Passed with Requisite Majority
7	Approval to the Related Party Transactions	Special	E-Voting and Poll	Passed with Requisite Majority
8	Approval to the remuneration of Cost Auditors	Ordinary	E-Voting and Poll	Passed with Requisite Majority
9	Approval to the Employee Stock Option Scheme	Special	E-Voting and Poll	Passed with Requisite Majority



Regd. Office : Industrial Area, Phase IV, S.A.S. Nagar, Distt. S.A.S. Nagar (Mohali), Near Chandigarh-160 055  
Tel. : 91-172-2271620-27 Fax : 91-172-2271307 & 2272731 Email : mail@swarajenterprise.com

**CIN - L50210PB1985PLC006473**

(Agenda wise)

1. Details of the Agenda : Adoption of Financial Statements for the year ended 31st March, 2015, Reports of the Directors and the Auditors thereon.

Resolution required: Ordinary  
Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1610681	0	100.00	0
Public – Others	4377282	170198	3.89	170198	0	100.00	0
Total	12419820	8067296	64.95	8067296	0	100.00	0

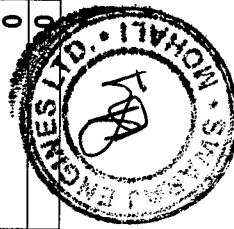
The above resolution was passed unanimously.

2. Details of the Agenda – Declaration of Dividend on Equity Shares.

Resolution required: Ordinary  
Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1610681	0	100.00	0
Public – Others	4377282	170173	3.89	170173	0	100.00	0
Total	12419820	8067271	64.95	8067271	0	100.00	0

The above resolution was passed unanimously.



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## 3. Details of the Agenda – Re-appointment of Dr. Pawan Goenka as Director, who retires by rotation.

Resolution required: Ordinary  
Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1610681	0	100.00	0
Public – Others	4377282	170023	3.88	169791	232	99.86	0.14
<b>Total</b>	<b>12419820</b>	<b>8067121</b>	<b>64.95</b>	<b>8066889</b>	<b>232</b>	<b>99.997</b>	<b>0.003</b>

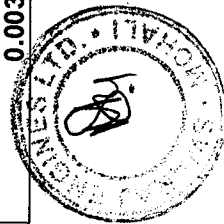
The above resolution was passed with requisite majority.

## 4. Details of the Agenda – Re-appointment of Shri R.R.Deshpande as Director, who retires by rotation.

Resolution required: Ordinary  
Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1610681	0	100.00	0
Public – Others	4377282	170023	3.88	169791	232	99.86	0.14
<b>Total</b>	<b>12419820</b>	<b>8067121</b>	<b>64.95</b>	<b>8066889</b>	<b>232</b>	<b>99.997</b>	<b>0.003</b>

The above resolution was passed with requisite majority.



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## 5. Details of the Agenda – Appointment of Auditors and fix their remuneration.

Resolution required: Ordinary

Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1037896	572785	64.44	35.56
Public – Others	4377282	170072	3.89	169899	173	99.90	0.10
Total	12419820	8067170	64.95	7494212	572958	92.90	7.10

The above resolution was passed with requisite majority.

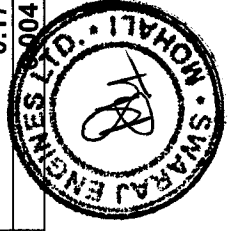
## 6. Details of the Agenda – Approval to the revision in remuneration of Shri M.N.Kaushal, Whole Time Director.

Resolution required: Special

Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1610681	0	100.00	0
Public – Others	4377282	170023	3.88	169735	288	99.83	0.17
Total	12419820	8067121	64.95	8066833	288	99.996	0.004

The above resolution was passed with requisite majority.



## 7. Details of the Agenda – Approval to the Related Party Transactions.

Resolution required: Special  
Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	2160000	34.36	2160000	0	100.00	0
Public – Institutional Holders	1756121	1534712	87.39	1534712	0	100.00	0
Public – Others	4377282	169897	3.88	169665	232	99.86	0.14
Total	12419820	3864609	31.12	3864377	232	99.994	0.006

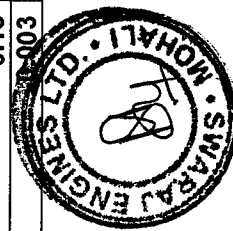
The above resolution was passed with requisite majority.

## 8. Details of the Agenda – Approval to the remuneration of Cost Auditors.

Resolution required: Ordinary  
Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1610681	0	100.00	0
Public – Others	4377282	170021	3.88	169759	262	99.85	0.15
Total	12419820	8067119	64.95	8066857	262	99.997	0.003

The above resolution was passed with requisite majority.



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## 9. Details of the Agenda – Approval to the Employee Stock Option Scheme.

Resolution required: Special  
Mode of Voting: E-voting and Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (E-voting & Poll) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6286417	6286417	100.00	6286417	0	100.00	0
Public – Institutional Holders	1756121	1610681	91.72	1383651	227030	85.90	14.10
Public – Others	4377282	170023	3.88	169678	345	99.80	0.20
<b>Total</b>	<b>12419820</b>	<b>8067121</b>	<b>64.95</b>	<b>7839746</b>	<b>227375</b>	<b>97.18</b>	<b>2.82</b>

The above resolution was passed with requisite majority.



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

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,  
29<sup>th</sup> Annual General Meeting of the Equity Shareholders of Swaraj Engines Limited held on 28<sup>th</sup> July, 2015 at 2.00 P.M. at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab

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 29<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Swaraj Engines Limited held on 28<sup>th</sup> July, 2015 at 2.00 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 29<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 24<sup>th</sup> July, 2015 (from 9.00 A.M.) to 27<sup>th</sup> July, 2015 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 28<sup>th</sup> July 2015 in the presence of two witnesses.

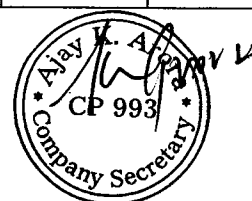




4. At the 29<sup>th</sup>AGM of the Company held on 28<sup>th</sup>July 2015, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who has not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue.
5. 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.

The consolidated results of voting are as under:

Item No.	Resolutions	Votes cast in Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
1	Adoption of Financial Statements for the year ended 31st March, 2015, Reports of the Directors and the Auditors thereon (As an Ordinary Resolution)	82	8067296	100.00	0	0	0.00	0	0
2	Declaration of Dividend on Equity Shares (As an Ordinary Resolution)	81	8067271	100.00	0	0	0.00	0	0
3	Re-appointment of Dr. Pawan Goenka as Director, who retires by rotation (As an Ordinary Resolution)	79	8066889	99.997	2	232	0.003	0	0



Item No.	Resolutions	Votes cast in Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
4	Re-appointment of Shri R.R.Deshpande as Director, who retires by rotation (As an Ordinary Resolution)	79	8066889	99.997	2	232	0.003	0	0
5	Appointment of Auditors and fix their remuneration (As an Ordinary Resolution)	72	7494212	92.90	9	572958	7.10	0	0
6	Approval to the revision in remuneration of Shri M.N.Kaushal, Whole Time Director (As a Special Resolution)	74	8066833	99.996	7	288	0.004	0	0
7	Approval to the Related Party Transactions (As a Special Resolution)	75	3864377	99.994	2	232	0.006	0	0
8	Approval to the remuneration of Cost Auditors (As an Ordinary Resolution)	77	8066857	99.997	3	262	0.003	0	0
9	Approval to the Employee Stock Option Scheme (As a Special Resolution)	68	7839746	97.18	13	227375	2.82	0	0

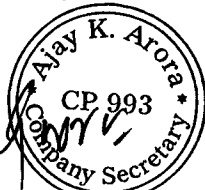



Based on the votes cast on aforesaid resolutions by remote e-voting and poll, resolution no. 1 and 2 were passed unanimously and resolution no. 3 to 9 were passed with requisite majority.

6. 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,

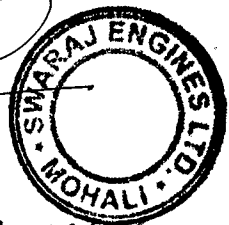
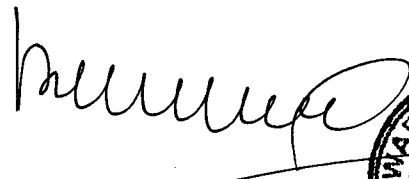
Yours Sincerely,



Ajay K Arora  
Company Secretary in Practice  
CP No. 993  
FCS No. 2191

Date: 29-07-2015  
Place : Chandigarh

Countersigned by  
For Swaraj Engines Limited



(M.N. KAVSHAL)  
Whole Time Director