

# SWARAJ AUTOMOTIVES LIMITED

Works :  
Kakrala Rd. Nabha-147201  
Distt. Patiala, Punjab (INDIA)  
Ph.: 01765-222163 & 221286  
E-mail : info@swarajautomotive.com  
CIN : L45202PB1974PLC003516



02/SP/BSE  
12<sup>th</sup> August, 2018

**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

## SUB: Outcome of the 43<sup>rd</sup> Annual General Meeting along with Voting Results and Scrutinizer Report

Dear Sir,

With regard to 43<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 10<sup>th</sup> August, 2018 at Hotel Cama, SCF-13-18, Sector-53, Phase-3A, S.A.S Nagar (Mohali), Punjab-160059, we are pleased to submit herewith the following:

- a) Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Scrutinizer's consolidated report dated 12<sup>th</sup> August, 2018 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.

Thanking you

Yours faithfully  
For Swaraj Automotives Limited

  
(Gagan Kaushik)  
Company Secretary

**Works Dharwad:** 183 / I, Belur Industrial Area, Dharwad, Distt. Dharwad, Karnataka -580011

**Regd. Office :** C-127, IV Floor, Satguru Infotech, Phase - VIII, Industrial Area, SAS Nagar (Mohali), Punjab - 160071

**Website :** www.swarajautomotive.com



Swaraj Automotives Limited – 43<sup>rd</sup> Annual General Meeting Voting Results

Date of the AGM	10 <sup>th</sup> August, 2018
Total Number of Shareholders on record date (cut-off date for voting purpose)	1408
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public	43
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, 2018 and the Reports of the Directors and Auditors thereon**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
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 Voted 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	1798285	0	0	0	0	0	0
	Poll		1798285	100	1798285	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
Public – Institutional Holders	E-Voting	266800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>266800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-Voting	332628	4277	1.29	4277	0	100	0
	Poll		42129	12.67	42129	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>332628</b>	<b>46406</b>	<b>13.95</b>	<b>46406</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1844691</b>	<b>76.94</b>	<b>1844691</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.



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

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 Voted 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	1798285	0	0	0	0	0	0
	Poll		1798285	100	1798285	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
Public – Institutional Holders	E-Voting	266800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>266800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-Voting	332628	4277	1.29	4277	0	100	0
	Poll		42129	12.67	42129	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>332628</b>	<b>46406</b>	<b>13.95</b>	<b>46406</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1844691</b>	<b>76.94</b>	<b>1844691</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.

**Agenda Item 3: Appointment of Mrs. Namrata Jain (DIN: 07310940) as Director of the Company 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 Voted 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	1798285	0	0	0	0	0	0
	Poll		1798285	100	1798285	0	100	0



	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public – Institutional Holders</b>	E-Voting	266800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>266800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	332628	4277	1.29	4277	0	100	0
	Poll		42129	12.67	42129	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>332628</b>	<b>46406</b>	<b>13.95</b>	<b>46406</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1844691</b>	<b>76.94</b>	<b>1844691</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.

**Agenda Item 4: To ratify the appointment of Auditors and fix their remuneration.**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
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 Voted polled	% of Votes against on votes polled
		-1	-2	$(3) = \frac{[(2)/(1)] * 100}{100}$	-4	-5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$
<b>Promoter and Promoter Group</b>	E-Voting	1798285	0	0	0	0	0	0
	Poll		1798285	100	1798285	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	266800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>266800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	332628	4277	1.29	4277	0	100	0
	Poll		42129	12.67	42129	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>332628</b>	<b>46406</b>	<b>13.95</b>	<b>46406</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1844691</b>	<b>76.94</b>	<b>1844691</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.



**Agenda Item 5: Ratification of the remuneration payable to the Cost Auditors of the Company.**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
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 Voted 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	1798285	0	0	0	0	0	0
	Poll		1798285	100	1798285	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	266800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>266800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	332628	4277	1.29	4277	0	100	0
	Poll		42129	12.67	42129	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>332628</b>	<b>46406</b>	<b>13.95</b>	<b>46406</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1844691</b>	<b>76.94</b>	<b>1844691</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.



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

GST : 04ADSPA8498H1Z3

**A. ARORA & CO.**

*Company Secretaries*

S.C.O. 64-65, 1ST FLOOR,  
SECTOR 17-A, MADHYA MARG,  
CHANDIGARH-160 017

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**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 Automotives Limited**

**43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Swaraj Automotives Limited held on Friday, the 10<sup>th</sup> August, 2018 at 4.00 P.M. at Hotel Cama, SCF-13-18, Sector -53, Phase 3A, S.A.S Nagar (Mohali), Punjab – 160059.**

Dear Sir,

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 Automotives 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 43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Swaraj Automotives Limited held on Friday, the 10<sup>th</sup> August, 2018 at 4.00 P.M. at Hotel Cama, SCF-13-18, Sector -53, Phase 3A, S.A.S Nagar (Mohali), Punjab – 160059.
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 43<sup>rd</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 7<sup>th</sup> August, 2018 (from 09.00 A.M.) to 9<sup>th</sup> August, 2018 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 11<sup>th</sup> August 2018 in the presence of two witnesses.
4. At the 43<sup>rd</sup> AGM of the Company held on 10<sup>th</sup> August, 2018, 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:

**ORDINARY BUSINESS:**

**(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, 2018, and the Reports of the Directors and the 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 Membe rs	No. of shares/Vo tes
Detail of voting	31	1844691	31	1844691	Nil	Nil	6	375
% to total valid votes				100%				

  
  
 Ajay K. Arora  
 Company Secretary

**(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	31	1844691	31	1844691	Nil	Nil	6	375
% to total valid votes				100%				

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

To appoint a Director in place of Mrs. Namrata Jain (DIN: 07310940) who retires by rotation and, being eligible, offers herself 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	31	1844691	31	1844691	Nil	Nil	6	375
% to total valid votes				100%				

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

To ratify the 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	31	1844691	31	1844691	Nil	Nil	6	375
% to total valid votes				100%				

  




**SPECIAL BUSINESS:**

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

Ratification 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	31	1844691	31	1844691	Nil	Nil	6	375
% to total valid votes				100%				

**Based upon the above details of votes casted, the Chairman may declare the result.**

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: 12-08-2018  
Place : Chandigarh

Counts Signed By  
For Swaraj Automotives Ltd.  
  
Gagan Kaushik  
Company Secretary

**Note: This report is based on the votes casted in through remote E-Voting and Poll. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.**