

# SWARAJ ENGINES LIMITED

**Works :**  
Plot No. 2, Indl. Focal Point,  
Phase-IX, S.A.S. Nagar  
Distt. S.A.S. Nagar (Mohali)  
(Near Chandigarh)  
Tel. : 0172-2234941-47, 2234950



02/SP/EXCH  
29<sup>th</sup> July, 2023

**BSE Limited**  
Listing Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, Fort,  
Mumbai – 400 001  
Email: corp.relations@bseindia.com

**National Stock Exchange of India Limited**  
Capital Market-Listing, Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai- 400051  
Email: cmlist@nse.co.in

**Ref: Scrip Code: 500407**

**Scrip Name: SWARAJENG**

**Sub: Disclosure of the Voting Results of 37<sup>th</sup> Annual General Meeting of  
Swaraj Engines Limited held on 28<sup>th</sup> July, 2023**

Dear Sir,

In compliance with Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Voting Results (remote e-voting and e-voting at the 37th Annual General Meeting) of the business transacted at the 37th Annual General Meeting of the Company held on Friday, 28th July 2023 at 2:00 P.M. (IST) through video conferencing/other audio visual means facility in the prescribed format as required under Regulation 44(3) of the Listing Regulations together with the Scrutinizer's Consolidated Report.

All the six (6) resolutions proposed in the Notice convening the 37th Annual General Meeting of the Company were approved and passed by the Members of the Company with requisite majority.

The voting results along with the Scrutinizers Consolidated Report dated 29th July, 2023 is available on the website of the Company <https://www.swarajenterprise.com> and also on the website of National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>

This is for your information and records.

With regards

**For Swaraj Engines Limited**

**(Rajesh K. Kapila)**  
**Company Secretary**  
**M.No.: ACS-9936**

Encl: As above

Regd. Office : Industrial Area, Phase IV, S.A.S. Nagar, Mohali, Near Chandigarh-160 055  
Tel. : 91-172-2271620-27, Fax : 91-172-2271307 & 2272731

**Website : [www.swarajenterprise.com](http://www.swarajenterprise.com)**

**CIN - L50210PB1985PLC006473**



Swaraj Engines Limited – 37<sup>th</sup> Annual General Meeting Voting Results

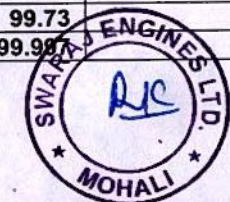
|  |                             |
|--|-----------------------------|
| Date of the AGM  | 28 <sup>th</sup> July, 2023 |
| Total Number of Shareholders on record date (cut-off date for voting purpose)  | 28600                       |
| No. of Shareholders present in the meeting either in person or through proxy<br>Promoters and Promoter Group<br>Public | Not Applicable              |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group<br>Public          | 1<br>57                     |

**Agenda wise disclosure**

**Agenda Item 1:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.

| 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                       | 6331141             | 6331141             | 100.00                                  | 6331141                  | 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>6331141</b>      | <b>6331141</b>                          | <b>100.00</b>            | <b>6331141</b>         | <b>0</b>                             | <b>100.00</b>                      |
| Public – Institutional Holders   | E-Voting                       | 1217847             | 1115558             | 91.60                                   | 1115558                  | 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>1217847</b>      | <b>1115558</b>                          | <b>91.60</b>             | <b>1115558</b>         | <b>0</b>                             | <b>100.00</b>                      |
| Public – Non Institutions  | E-Voting                       | 4597247             | 89822               | 1.95                                    | 89578                    | 244                    | 99.73                                | 0.27                               |
|  | 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>4597247</b>      | <b>89822</b>                            | <b>1.95</b>              | <b>89578</b>           | <b>244</b>                           | <b>99.73</b>                       |
| <b>Total</b>   |                                | <b>12146235</b>     | <b>7536521</b>      | <b>62.05</b>                            | <b>7536277</b>           | <b>244</b>             | <b>99.98</b>                         | <b>0.003</b>                       |

The above resolution was passed with requisite majority.





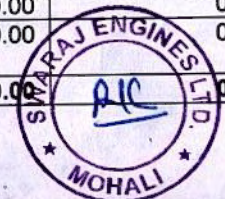
**Agenda Item 2: Declaration of Dividend on Equity Shares.**

| 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 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                       | 6331141             | 6331141             | 100.00                                  | 6331141                  | 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>6331141</b>      | <b>6331141</b>                          | <b>100.00</b>            | <b>6331141</b>         | <b>0</b>                             | <b>100.00</b>                      |
| Public - Institutional Holders   | E-Voting                       | 1217847             | 1119076             | 91.89                                   | 1119076                  | 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>1217847</b>      | <b>1119076</b>                          | <b>91.89</b>             | <b>1119076</b>         | <b>0</b>                             | <b>100.00</b>                      |
| Public - Non Institutions  | E-Voting                       | 4597247             | 89770               | 1.95                                    | 89687                    | 83                     | 99.91                                | 0.09                               |
|  | 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>4597247</b>      | <b>89770</b>                            | <b>1.95</b>              | <b>89687</b>           | <b>83</b>                            | <b>99.91</b>                       |
| <b>Total</b>   |                                | <b>12146235</b>     | <b>7539987</b>      | <b>62.08</b>                            | <b>7539904</b>           | <b>83</b>              | <b>99.999</b>                        | <b>0.001</b>                       |

The above resolution was passed with requisite majority.

**Agenda Item 3: Re-appointment of Mr. Rajesh Jejurikar (DIN: 00046823) 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                       | 6331141             | 6331141             | 100.00                                  | 6331141                  | 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>6331141</b>      | <b>6331141</b>                          | <b>100.00</b>            | <b>6331141</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                       | 1217847            | 1119076             | 91.89                                   | 939436                   | 179640                 | 83.95                                | 16.05                              |
|                                | 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>1217847</b>      | <b>1119076</b>                          | <b>91.89</b>             | <b>939436</b>          | <b>179640</b>                        | <b>83.95</b>                       |
| Public - Non Institutions      | E-Voting                       | 4597247            | 89770               | 1.95                                    | 89416                    | 354                    | 99.61                                | 0.39                               |
|                                | 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>4597247</b>      | <b>89770</b>                            | <b>1.95</b>              | <b>89416</b>           | <b>354</b>                           | <b>99.61</b>                       |
| <b>Total</b>                   |                                | <b>12146235</b>    | <b>7539987</b>      | <b>62.08</b>                            | <b>7359993</b>           | <b>179994</b>          | <b>97.61</b>                         | <b>2.39</b>                        |

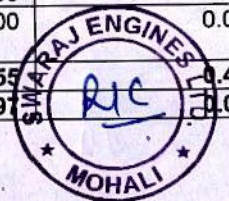
The above resolution was passed with requisite majority.

**Agenda Item 4: Re-appointment of Mr. Giju Kurian (DIN: 09629029) 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                 |
| Promoter and Promoter Group    | E-Voting                       | 6331141            | 6331141             | 100.00                                  | 6331141                  | 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>6331141</b>      | <b>6331141</b>                          | <b>100.00</b>            | <b>6331141</b>         | <b>0</b>                             | <b>100.00</b>                      |
| Public - Institutional Holders | E-Voting                       | 1217847            | 1119076             | 91.89                                   | 1116852                  | 2224                   | 99.80                                | 0.20                               |
|                                | 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>1217847</b>      | <b>1119076</b>                          | <b>91.89</b>             | <b>1116852</b>         | <b>2224</b>                          | <b>99.80</b>                       |
| Public - Non Institutions      | E-Voting                       | 4597247            | 89770               | 1.95                                    | 89366                    | 404                    | 99.55                                | 0.45                               |
|                                | 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>4597247</b>      | <b>89770</b>                            | <b>1.95</b>              | <b>89366</b>           | <b>404</b>                           | <b>99.55</b>                       |
| <b>Total</b>                   |                                | <b>12146235</b>    | <b>7539987</b>      | <b>62.08</b>                            | <b>7537359</b>           | <b>2628</b>            | <b>99.91</b>                         | <b>0.03</b>                        |

The above resolution was passed with requisite majority.





**Agenda Item 5:** – Ratification of the remuneration payable to M/s SDM & Associates, Cost Accountants (Firm Registration Number 000281), appointed as the Cost Auditors of the Company for the Financial Year ending 31st March, 2024.

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

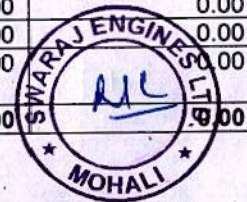
| Category                              | Mode of Voting                 | No. of Shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------------------------|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                       |                                | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)] *100                 |
| <b>Promoter and Promoter Group</b>    | E-Voting                       | 6331141            | 6331141             | 100.00                                  | 6331141                  | 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>6331141</b>      | <b>6331141</b>                          | <b>100.00</b>            | <b>6331141</b>         | <b>0</b>                             | <b>100.00</b>                      |
| <b>Public – Institutional Holders</b> | E-Voting                       | 1217847            | 1119076             | 91.89                                   | 1119076                  | 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>1217847</b>      | <b>1119076</b>                          | <b>91.89</b>             | <b>1119076</b>         | <b>0</b>                             | <b>100.00</b>                      |
| <b>Public – Non Institutions</b>      | E-Voting                       | 4597247            | 89770               | 1.95                                    | 89521                    | 249                    | 99.72                                | 0.28                               |
|                                       | 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>4597247</b>      | <b>89770</b>                            | <b>1.95</b>              | <b>89521</b>           | <b>249</b>                           | <b>99.72</b>                       |
| <b>Total</b>                          |                                | <b>12146235</b>    | <b>7539987</b>      | <b>62.08</b>                            | <b>7539738</b>           | <b>249</b>             | <b>99.997</b>                        | <b>0.003</b>                       |

The above resolution was passed with requisite majority.

**Agenda Item 6:** To approve Material Related Party Transactions with Mahindra & Mahindra Limited, Promoter and Holding Company.

|   |                            |
|---|----------------------------|
| <b>Resolution required</b>  | <b>Ordinary Resolution</b> |
| <b>Whether promoter / promoter group are interested in the agenda / resolution?</b> | <b>Yes</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                       | 6331141            | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 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>6331141</b>      | <b>0</b>                                | <b>0.00</b>              | <b>0</b>               | <b>0</b>                             | <b>0.00</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                       | 1217847            | 1119076             | 91.89                                   | 1119076                  | 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>1217847</b>     | <b>1119076</b>      | <b>91.89</b>                            | <b>1119076</b>           | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| Public – Non Institutions      | E-Voting                       | 4597247            | 89770               | 1.95                                    | 89464                    | 306                    | 99.66                                | 0.34                               |
|                                | 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>4597247</b>     | <b>89770</b>        | <b>1.95</b>                             | <b>89464</b>             | <b>306</b>             | <b>99.66</b>                         | <b>0.34</b>                        |
| <b>Total</b>                   |                                | <b>12146235</b>    | <b>1208846</b>      | <b>9.95</b>                             | <b>1208540</b>           | <b>306</b>             | <b>99.97</b>                         | <b>0.03</b>                        |

The above resolution was passed with requisite majority.





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

GST : 04ADSPA8498H1Z3

**A. ARORA & CO.**

*Company Secretaries*  
&  
*Insolvency Professional*

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  
S.A.S. Nagar (Mohali), Punjab

**37<sup>th</sup> Annual General Meeting of the Equity Shareholders of Swaraj Engines Limited held on Friday, the 28<sup>th</sup> July, 2023 at 2.00 P.M. conducted through Video Conferencing / Other Audio Visual Means.**

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 Engines Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting during AGM 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 37<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Swaraj Engines Limited held on 28<sup>th</sup> July, 2023 at 2.00 P.M. conducted through Video Conferencing / Other Audio Visual Means ("VC").
2. The notice dated 26<sup>th</sup> June, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the 37<sup>th</sup> AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, and 28<sup>th</sup> December, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023.





3. 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 e-voting during the Annual General Meeting on the resolutions proposed in the Notice of the 37<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 remote e-voting and e-voting during 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).
4. The Company had arranged the services of NSDL from 24<sup>th</sup> July, 2023 (from 9.00 A.M.) to 27<sup>th</sup> July, 2023 (upto 5.00 P.M.). The voting rights were reckoned as on 21<sup>st</sup> July, 2023 being the Cut-off date for the purpose of deciding the entitlements of members at the remote voting.
5. During the 37<sup>th</sup> AGM of the Company held on 28<sup>th</sup> July 2023, it was informed that the facility of E-voting is available during the meeting for the members who have not cast their vote previously through remote e-voting and are attending the Meeting through video conferencing.
6. The results of remote e-voting and e-voting during the AGM were unblocked by me on 28<sup>th</sup> July 2023 in the presence of two witnesses who are not in the employment of the Company.
7. The e-voting cast by the institutional / body corporate shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter, wherever applicable, to the Scrutinizer for exercising their votes have been considered as invalid.

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 financial year ended 31st March, 2023 and the Reports of the Board of 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       | 219                                 | 7536521                         | 212                  | 7536277              | 7                  | 244                 | 3              | 34214               |
| % to total valid votes |                                     |                                 |                      | 99.997%              |                    | 0.003%              |                |                     |





**(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       | 221                                 | 7539987                         | 215                  | 7539904              | 6                  | 83                  | 3              | 34214               |
| % to total valid votes |                                     |                                 |                      | 99.999%              |                    | 0.001%              |                |                     |

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

Re-appointment of Mr. Rajesh Jejurikar (DIN: 00046823) 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       | 221                                 | 7539987                         | 199                  | 7359993              | 22                 | 179994               | 3              | 34214               |
| % to total valid votes |                                     |                                 |                      | 97.61%               |                    | 2.39%                |                |                     |

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

Re-appointment of Mr. Giju Kurian (DIN: 09629029) 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       | 221                                 | 7539987                         | 208                  | 7537359              | 13                 | 2628                | 3              | 34214               |
| % to total valid votes |                                     |                                 |                      | 99.97%               |                    | 0.03%               |                |                     |

  
Ajay K. Arora  
CP 993  
Company Secretary



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

Ratification of the remuneration payable to M/s SDM & Associates, Cost Accountants (Firm Registration Number 000281), appointed as the Cost Auditors of the Company for the Financial Year ending 31st March, 2024.

| 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/V otes | No. of Members | No. of shares/Vo tes |
| Detail of voting       | 221                                 | 7539987                         | 213                  | 7539738              | 8                  | 249                  | 3              | 34214                |
| % to total valid votes |                                     |                                 |                      | 99.997%              |                    | 0.003%               |                |                      |

**(6) As an Ordinary Resolution-Item no. 6**

To approve Material Related Party Transactions with Mahindra & Mahindra Limited, Promoter and Holding 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/V otes | No. of Members | No. of shares/Vo tes |
| Detail of voting       | 219                                 | 1208846                         | 211                  | 1208540              | 8                  | 306                  | 3              | 34214                |
| % to total valid votes |                                     |                                 |                      | 99.97%               |                    | 0.03%                |                |                      |

8. Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting and e-voting during the AGM, all 6 (Six) resolutions were passed with requisite majority.





9. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and e-voting during the AGM 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: 29.07.2023  
Place: Chandigarh  
UDIN: F002191E000701857  
Peer Review Cer No.:2120/2022

counter signed by  
For Dwaraj Engines Limited  
R.K. Kapila

(Rajesh K. Kapila)  
Company Secretary  
M.No. → ACS-9936