

# 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, 2017

**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

Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**SUB: Proceedings / Outcome of the 42<sup>nd</sup> Annual General Meeting along with Voting Results and Scrutinizer Report**

Dear Sir,

With regard to 42<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 11<sup>th</sup> August, 2017 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:

- Summary of the proceedings of AGM pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Scrutinizer's consolidated report dated 12<sup>th</sup> August, 2017 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**

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**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](http://www.swarajautomotive.com)



## Swaraj Automotives Limited

### Summary of the proceedings of Company's 42<sup>nd</sup> Annual General Meeting held on 11<sup>th</sup> August, 2017

42<sup>nd</sup> Annual General Meeting (AGM) of Swaraj Automotives Limited ("the Company") was held on Friday, 11<sup>th</sup> August, 2017 at 3.00 P.M. at Hotel Cama, SCF-13-18, Sector-53, Phase-3A, S.A.S Nagar (Mohali), Punjab-160059.

Mr. J.B.Kapil, 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 Mr. Gagan Kaushik, Company Secretary to start the proceedings of the Meeting. The Company Secretary started the proceedings by introducing the Directors present on the dais. All Directors were present in 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 8<sup>th</sup>–10<sup>th</sup> August, 2017 on all the items of agenda as set out in the Notice related to today's AGM. He further informed the Members that Statutory Auditors have issued a clean report on the Accounts of the Company for the year ended 31<sup>st</sup> March, 2017.

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 31 <sup>st</sup> March, 2017 and the Reports of the Directors and Auditors thereon.	Ordinary Business
2	Declaration of Dividend on Equity Shares.	Ordinary Business
3	Appointment of Mr. Jamil Ahmad (DIN: 07171910) as director of the company who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary Business
4	Appointment of M/s. Mangla Associates Chartered Accountant as auditors of the company for a tenure of 5 years	Special Business
5	Rectification of remuneration payable to Cost Auditor of the company	Special Business
6.	Issue of Sweat Equity Shares to Mr. Jeevan Mahaldar, Executive Director 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 BSE and posted on the website of the Company and NSDL.

Thereafter, the Chairman invited comments from the Members. There are some questions asked by shareholder over the performance and future plans on the Company which was duly replied by Mr. Jeevan Mahaldar on behalf of the Company with approval of chairman. These queries were general in nature.

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

Mr. Jeevan Mahaldar, Executive Director, thanked the Members present. The Chairman then declared the meeting as closed. The meeting concluded at 4.05 P.M.



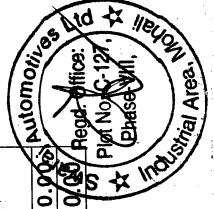
Swaraj Automotives Limited – 42<sup>nd</sup> Annual General Meeting Voting Results

Date of the AGM	11 <sup>th</sup> August, 2017
Total Number of Shareholders on record date (cut-off date for voting purpose)	855
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	1
Public	22
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, 2017 and the Reports of the Directors and Auditors thereon

Resolution required		Ordinary Resolution	
Whether promoter / promoter group are interested in the agenda / resolution?			
Category	Mode of Voting	No. of Shares held	No
		(1)	(2)
		(3)=[(2)/(1)]*100	(4)
		(5)	(6)=[(4)/(2)]*100
		(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	0	0
	Poll	1284816	1284816
	Postal Ballot (Not applicable)	0	0
	<b>Total</b>	1284816	1284816
Public – Institutional Holders	E-Voting	0	0
	Poll	0	0
	Postal Ballot (Not applicable)	0	0
	<b>Total</b>	0	0
Public – Non Institutions	E-Voting	1710	1710
	Poll	750	750
	Postal Ballot (Not applicable)	0	0
	<b>Total</b>	2460	2460
<b>Total</b>		2397713	1287276
		0.67	100.00
		67.39	100.00



The above resolution was passed unanimously.

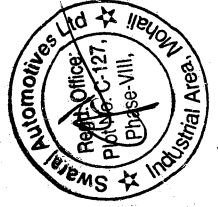
**Agenda Item 2: Declaration of Dividend on Equity Shares**

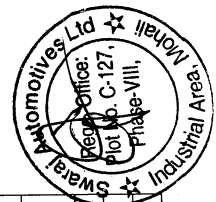
Resolution required		Ordinary Resolution						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on 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		0	0.00	0	0	0.00	0.00
	Poll	1925485	1284816	66.72	1284816	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	1925485	1284816	66.72	1284816	0	100.00	0.00
Public – Institutional Holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	106389	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>	106389	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting		1710	0.47	1710	0	100.00	0.00
	Poll	365839	750	0.20	750	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	365839	2460	0.67	2460	0	100.00	0.00
<b>Total</b>		2397713	1287276	67.39	1287276	0	100.00	0.00

The above resolution was passed unanimously.

**Agenda Item 3: Appointment of Mr. Jamil Ahmad (DIN: 07171910) 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 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		0	0.00	0	0	0.00	0.00
	Poll	1925485	1284816	66.72	1284816	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	1925485	1284816	66.72	1284816	0	100.00	0.00
Public – Institutional Holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	106389	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>	106389	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting		1710	0.47	1710	0	100.00	0.00
	Poll	365839	750	0.20	750	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	365839	2460	0.67	2460	0	100.00	0.00
<b>Total</b>		2397713	1287276	67.39	1287276	0	100.00	0.00

The above resolution was passed unanimously.

**Agenda Item 4: Appointment of M/s. Mangla Associates Chartered Accountant as auditors of the company for a tenure of 5 years**

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		0	0.00	0	0	0.00	0.00
	Poll	1925485	1284816	66.72	1284816	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	1925485	1284816	66.72	1284816	0	100.00	0.00
Public – Institutional Holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	106389	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>	106389	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting		1710	0.47	1710	0	100.00	0.00
	Poll	365839	750	0.20	750	0	100.00	0.00

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Postal Ballot (Not applicable)		0	0.00	(4)	(5)	0.00	0.00
<b>Total</b>		365839 2397713	2460 1287276	0.67 67.39	2460 1287276	0	100.00 100.00	0.00 0.00

The above resolution was passed unanimously.

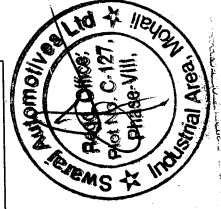
**Agenda Item 5: Rectification of remuneration payable to Cost Auditor of the company**

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

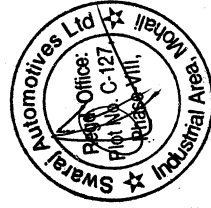
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	(1)	0	0.00	(4)	(5)	0.00	0.00
	Poll	1925485	1284816	66.72	1284816	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	1925485	1284816	66.72	1284816	0	100.00	0.00
<b>Public – Institutional Holders</b>	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	106389	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>	106389	0	0.00	0	0	0.00	0.00
<b>Public – Non Institutions</b>	E-Voting		1710	0.47	1710	0	100.00	0.00
	Poll	365839	650	0.18	650	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	365839 2397713	2360 1287176	0.65 67.37	2360 1287176	0	100.00 100.00	0.00 0.00

The above resolution was passed unanimously.

**Agenda Item 6: Issue of Sweat Equity Shares to Mr. Jeevan Mahaldar, executive director 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 (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% 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	E-Voting	(1)	(2)	0.00	(4)	(5)	0.00	0.00
	Poll		1284816	66.72	0	1284816	0.00	100.00
	Postal Ballot (Not applicable)	1925485	0	0.00	0	0	0.00	0.00
	<b>Total</b>	1925485	1284816	<b>66.72</b>	<b>0</b>	<b>1284816</b>	<b>0.00</b>	<b>100.00</b>
Public – Institutional Holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)	106389	0	0.00	0	0	0.00	0.00
	<b>Total</b>	106389	0	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting		1710	0.47	1710	0	100.00	0.00
	Poll		350	0.09	350	0	100.00	0.00
	Postal Ballot (Not applicable)	365839	0	0.00	0	0	0.00	0.00
	<b>Total</b>	365839	2060	<b>0.56</b>	<b>2060</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>2397713</b>	<b>1286876</b>	<b>67.28</b>	<b>2060</b>	<b>1284816</b>	<b>0.16</b>	<b>99.84</b>



The above resolution was not passed.



**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**

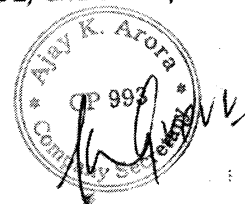
[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Swaraj Automotives Limited

42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Swaraj Automotives Limited held on Friday, the 11<sup>th</sup> August, 2017 at 3.00 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 42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Swaraj Automotives Limited held on Friday, the 11th August, 2017 at 3.00 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 42<sup>nd</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 8<sup>th</sup> August, 2017 (from 09.00 A.M.) to 10<sup>th</sup> August, 2017 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 11<sup>th</sup> August 2017 in the presence of two witnesses.
4. At the 42<sup>nd</sup> AGM of the Company held on 11<sup>th</sup> August, 2017, 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**

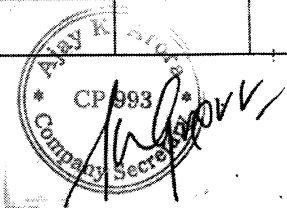
To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017, and the Reports of the Directors and the Auditors thereon.

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 Members	No. of shares/Votes
Detail of voting	19	1287276	19	1287276	0	0	3	71
% to total valid votes				100%				

**(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	19	1287276	19	1287276	0	0	3	71
% to total valid votes				100%				


  
 CP 993  
 Company Secretary

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

To appoint a Director in place of Mr. Jamil Ahmad (DIN: 07171910) 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/V otes
Detail of voting	19	1287276	19	1287276	0	0	3	71
% to total valid votes				100%				

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

Appointment of Auditors and fix their remuneration.

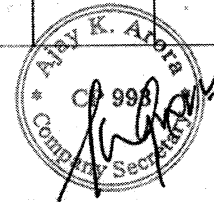
Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	19	1287276	19	1287276	0	0	3	71
% 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/Vo tes
Detail of voting	18	1287176	18	1287176	0	0	3	71
% to total valid votes				100%				



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

Issue of Sweat Equity Shares to Mr. Jeevan Mahaldar, Executive Director of the Company.

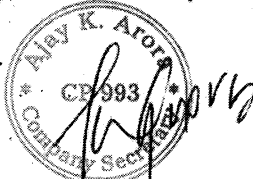
Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	12	1286876	11	2060	1	1284816	3	71
% to total.valid votes				0.16%		99.84%		

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,

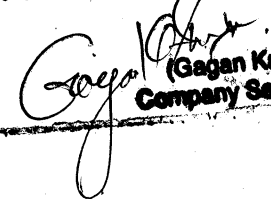
Yours Sincerely,



Ajay K Arora  
Company Secretary in Practice  
CP No. 993  
FCS No. 2191  
Date: 12-08-2017  
Place : Chandigarh

Countersigned 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.