

AJAY K. ARORA
LL.B., FCS

Ser. Tax No. ADSPA 8498HST001

A. ARORA & CO.

Company Secretaries

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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,
40th Annual General Meeting of the Equity Shareholders of Swaraj Automotives Limited
held on 28th July, 2015 at 3.45 P.M. at Swaraj Engines Limited, Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab

Dear Sirs,

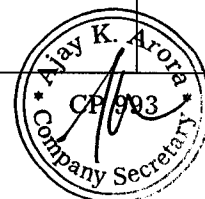
1. I, Ajay Kumar Arora, Practicing Company Secretary, at S.C.O. 64-65, 1st Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **Swaraj Automotives Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting 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 40th Annual General Meeting (AGM) of the Equity Shareholders of Swaraj Automotives Limited held on 28th July, 2015 at 3.45 P.M. at Swaraj Engines Limited, 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 40th 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 24th July, 2015 (from 9.00 A.M.) to 27th July, 2015 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 28th July 2015 in the presence of two witnesses.



4. At the 40thAGM of the Company held on 28thJuly 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)	18	1779412	100.00	0	0	0.00	0	0
2	Declaration of Dividend on Equity Shares (As an Ordinary Resolution)	18	1779412	100.00	0	0	0.00	0	0
3	Re-appointment of ShriA.K.Mahajan as Director, who retires by rotation (As an Ordinary Resolution)	18	1779412	100.00	0	0	0.00	0	0
4	Appointment of Auditors and fix their remuneration (As an Ordinary Resolution)	18	1779412	100.00	0	0	0.00	0	0



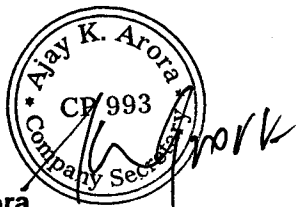
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5	Approval to the remuneration of Cost Auditors (As an Ordinary Resolution)	18	1779412	100.00	0	0	0.00	0	0
6	Approval to the commission payable to Independent Directors (As a Special Resolution)	18	1779412	100.00	0	0	0.00	0	0

Based on the votescast on aforesaid resolutions by remote e-voting and poll, all the resolutions were passed unanimously.

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 Swaray Automotives Limited

R. Kapila

(RAJESH KUMAR KAPILA)
Company Secretary

