

SWARAJ AUTOMOTIVES LIMITED

Works :
Nabha-147201
(Punjab) INDIA
Tel. : 01765-220162 & 226289
Fax : 01765-221286
E-mail : officesal@swarajenterprise.com



02/SP
01st August, 2014

The Secretary
Delhi Stock Exchange Ltd.
DSE House
3/1, Asaf Ali Road
New Delhi 110 002

Fax No. 011-46470053 & 54
Phone No. 011-46470000, 23292417-18
23258069-70

File No. 3596

Subject: Disclosure of Voting Results of the 39th Annual General Meeting of Swaraj Automotives Limited held on 31st July, 2014, as per the requirements of Clause 35A of the Listing Agreement.

Dear Sir,

The details of the voting results of the 39th Annual General Meeting of the Company held on 31st July, 2014 are enclosed in the format prescribed under Clause 35A of the Listing Agreement.

Thanking you,

Yours faithfully,

For Swaraj Automotives Limited

(Rajesh K. Kapila)
Company Secretary

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 CIN No. LAS202PBL1974PLC00051N



SWARAJ AUTOMOTIVES LIMITED

Details of Resolutions passed in the 39th Annual General Meeting of Swaraj Automotives Limited

Date of the AGM	31 st July, 2014
Total Number of Shareholders on Book Closure date	695
No. of Shareholders present in the meeting either in person or through proxy	29
Promoters and Promoter Group	2
Public	27
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 (E-Voting)	Remarks
Ordinary Business				
1	Adoption of Financial Statements (Balance Sheet and Statement of Profit and Loss) for the year ended 31 st March, 2014, Reports of the Directors and Auditors	Ordinary	E-Voting	Passed with Requisite Majority
2	Declaration of Dividend on Equity Shares	Ordinary	E-Voting	Passed with Requisite Majority
3	To note the retirement by rotation of Shri S.C.Bhargava, Director. Shri S.C.Bhargava has expressed his desire not to seek re-appointment. It is not intended to fill the vacancy caused by the retirement of Shri Bhargava.	Ordinary	E-Voting	Passed Unanimously
4	Appointment of Auditors and fix their remuneration	Ordinary	E-Voting	Passed Unanimously
Special Business				
5	Appointment of Shri Hardeep Singh as an Independent Director	Ordinary	E-Voting	Passed Unanimously
6	Appointment of Shri S.Durgashankar as Director	Ordinary	E-Voting	Passed with Requisite Majority
7	Appointment of Smt. Neera Saggi as an Independent Director	Ordinary	E-Voting	Passed Unanimously
8	Approval of the remuneration of Cost Auditors	Ordinary	E-Voting	Passed with Requisite Majority
9	Appointment of Shri Arun Arora as Manager of the Company	Special	E-Voting	Passed Unanimously



(Agenda wise)

1. Details of the Agenda : Adoption of Financial Statements (Balance Sheet and Statement of Profit and Loss) of the Company for the year ended 31st March, 2014, Reports of the Directors and Auditors.

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on E-voting	% of Votes against on votes E-voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	695	100	87.42	12.58
Total	1707720	1707720	100.00	1707620	100	99.994	0.006

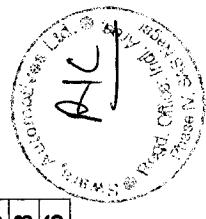
The above resolution was passed with requisite majority.

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

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on E-voting	% of Votes against on votes E-voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	695	100	87.42	12.58
Total	1707720	1707720	100.00	1707620	100	99.994	0.006

The above resolution was passed with requisite majority.



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3. Details of the Agenda – To note the retirement by rotation of Shri S.C.Bhargava, Director. Shri S.C.Bhargava has expressed his desire not to seek re-appointment. It is not intended to fill the vacancy caused by the retirement of Shri Bhargava.

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on E-voting	% of Votes against on votes E-voted
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	795	0	100.00	0
Total	1707720	1707720	100.00	1707720	0	100.00	0

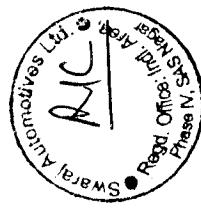
The above resolution was passed unanimously.

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

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on E-voting	% of Votes against on votes E-voted
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	795	0	100.00	0
Total	1707720	1707720	100.00	1707720	0	100.00	0

The above resolution was passed unanimously.



5. Details of the Agenda – Appointment of Shri Hardeep Singh as an Independent Director.

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on E-voting	% of Votes against on votes E-voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	795	0	100.00	0
Total	1707720	1707720	100.00	1707720	0	100.00	0

The above resolution was passed unanimously.

6. Details of the Agenda – Appointment of Shri S.Durgashankar as Director.

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on E-voting	% of Votes against on votes E-voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	695	100	87.42	12.58
Total	1707720	1707720	100.00	1707620	100	99.994	0.006

The above resolution was passed with requisite majority.



7. Details of the Agenda – Appointment of Smt. Neera Saggi as an Independent Director.

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes in favour on E-voting	% of Votes against on votes E-voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	795	0	100.00	0
Total	1707720	1707720	100.00	1707720	0	100.00	0

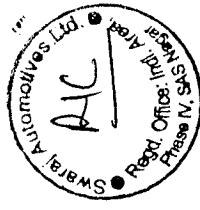
The above resolution was passed unanimously.

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

**Resolution required: Ordinary
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes in favour on E-voting	% of Votes against on votes E-voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	695	100	87.42	12.58
Total	1707720	1707720	100.00	1707720	100	99.994	0.006

The above resolution was passed with requisite majority.

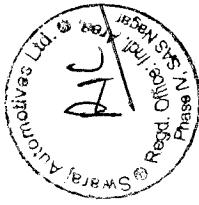


9. Details of the Agenda – Appointment of Shri Arun Arora as Manager of the Company.

**Resolution required: Special
Mode of Voting: E-voting**

Promoter/Public	No. of Shares held	No. of Votes E-voted	% of Votes E-voted on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on E-voting	% of Votes against on votes E-voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1706925	1706925	100.00	1706925	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	795	795	100.00	795	0	100.00	0
Total	1707720	1707720	100.00	1707720	0	100.00	0

The above resolution was passed unanimously.



AJAY K. ARORA
LL.B., FCS

Ser. Tax No. ADSPA 84984ST001

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
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ajay@aarora.co.in
Website : www.aarora.co.in

Chairman,
Swaraj Automotives Limited
Phase IV, Industrial Area,
SAS Nagar, Distt. Mohali.

28.07.2014

SUBJECT : Scrutinizer Report on E- Voting

Dear Sir ,

1. The company appointed the undersigned as a scrutinizer for E- Voting pursuant to provision of section -108 read with the Rules thereon as notified under the Companies Act 2013 to give report on e-voting by the members in respect of the resolutions as set out in the Notice for Annual General Meeting dated 27th June, 2014, convened to be held on 31st July, 2014.

2. I submit the report as under :

a) Company published the notice for E Voting by the members in the English newspaper Business Standard & Punjabi newspaper Punjabi Tribune both dated 9th July, 2014 as per rules on E Voting in the Companies Act 2013

b.) The E -voting for the resolutions was opened on 23rd July, 2014 and was closed on 25th July, 2014(opened for 3 days)

c.) The E -votes were un-locked as per the code provided by NSDL on 26th July, 2014 in the presence of two independent witnesses who are not in the employment of the company.

d) The detail of E- voting has been maintained in electronic form and based on the votes casted , the result is as under :

Resolution No. 1

To receive and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.



Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	18	1707620	99.994
Votes Against	1	100	0.006
Invalid votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 2

To declare a Dividend on Equity Shares.

Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	18	1707620	99.994
Votes Against	1	100	0.006
Invalid votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 3

To note the retirement by rotation of Shri S.C. Bhargava (DIN 00020021), Director. Shri Bhargava has expressed his desire not to seek re-appointment. It is not intended to fill the vacancy caused by the retirement of Shri Bhargava.

Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	19	1707720	100.000
Votes Against	0	0	0
Invalid Votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 4

To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to Section 139 of the Companies Act, 2013, M/s J.S.Chopra & Associates, Chartered Accountants (ICAI Registration No. 008849N), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion



of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	19	1707720	100.000
Votes Against	0	0	0
Invalid Votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 5

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Hardeep Singh (DIN 00088096), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30th July, 2019, not liable to retire by rotation.

Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	19	1707720	100.000
Votes Against	0	0	0
Invalid Votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 6

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

RESOLVED that Shri S.Durgashankar (DIN 00044713), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18th June, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.



Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	18	1707620	99.994
Votes Against	1	100	0.006
Invalid Votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 7

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, Smt. Neera Saggi (DIN 00501029), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st October, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 1st October, 2014 to hold office for five consecutive years for a term up to 30th September, 2019, not liable to retire by rotation.

Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	19	1707720	100.000
Votes Against	0	0	0
Invalid Votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 8

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid a remuneration of Rs.30,000/- (Rupees thirty thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.



RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	18	1707620	99.994
Votes Against	1	100	0.006
Invalid Votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

Resolution No. 9

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

RESOLVED that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the appointment of Shri Arun Arora as Manager of the Company for a period of 5 years with effect from 29th April, 2014 on a remuneration of Rs.51.43 lakhs per annum which may include salary, perquisites and allowances, performance pay, contribution to Provident Fund and other retrials benefits, and such other allowances, benefits, amenities and facilities etc., as per the Company's / Mahindra Group Companies' Policy.

Provided that:

- Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of overall ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Encashment of earned leave at the end of tenure as per the rules of the Company shall not be included in the computation of overall ceiling on remuneration.
- The value of the perquisites would be evaluated as per Income-tax Rules, 1962 as amended from time to time wherever applicable and at cost in the absence of any such Rules.

FURTHER RESOLVED that approval of Company be accorded to the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the remuneration payable to Shri Arun Arora (herein after referred to as "the appointee"), subject to the same does not exceed the limits laid down under Section 197 read with Schedule V of the Act including any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED that where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration for a period not exceeding 3 years from the date of appointment by way of salary as specified above subject to receipt of the requisite approvals, if any.



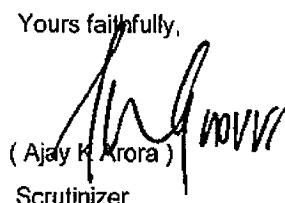
FURTHER RESOLVED that for the purpose of giving effect to this Resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

Particulars	Number of members Casted vote	Number of shares for which votes casted	% age
Votes in favour	19	1707720	100.000
Votes Against	0	0	0
Invalid Votes*	Nil	Nil	Nil
TOTAL	19	1707720	100

3. I have handed over Compact Disc related to E voting for safe custody to the Company secretary authorised to supervise the E voting .
4. Results may be declared as per report submitted .

Thanking You,

Yours faithfully,



(Ajay K. Arora) 

Scrubinizer