



Rabi Narayan & Associates

Company Secretaries

FORM NO. MGT.13

Report of Scrutinizer(s)

CONSOLIDATED SCRUTINIZER'S REPORT

[E-VOTING & VOTING BY POLLING PAPER]

[Pursuant to Section 108, 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 32nd Annual General Meeting of the Equity Shareholders of Swetha Engineering Limited held on Monday 24th September, 2018 at 11.00 a.m at the Registered office of the Company at Plot No.123-131-Tass Industrial Estate, Ambattur, Chennai, 600098, Tamil Nadu, India.

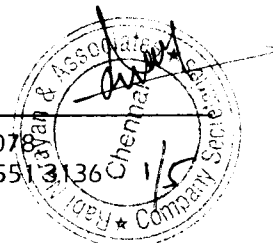
Dear Sir,

I, Rabi Narayan Pal, Partner of Rabi Narayan & Associates, Practicing Company Secretaries, having our office at "APARAJITA", No.12 (Old No.122), Second Floor, First Sector, Sixth Street, K.K.Nagar, [Near Saravana Bhavan Hotel], Chennai, 600078, Tamilnadu, India has been appointed as Scrutinizer by the Board of Directors of Swetha Engineering Limited for the purpose of:

1. Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108, 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 Act read with Rule 21 of The Companies (Management & Administration) Rules, 2014 as amended (Rules), on the Resolutions contained in the Notice to the 32nd Annual General Meeting of the Equity Shareholders of the Company held on Monday 24th September, 2018 at 11.00 a.m at the Registered office of the Company at Plot No.123-131-Tass Industrial Estate, Ambattur, Chennai, 600098, Tamil Nadu, India.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed relating to e-voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the 32nd Annual General Meeting of the Equity Shareholders of Swetha Engineering Limited. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Trinity Mirror" of wide circulation on 31st August, 2018 and a vernacular newspaper "Makkal Kural" on the same date, which were dispatched along with Annual Report on 30th August 2018

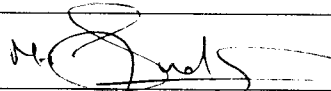
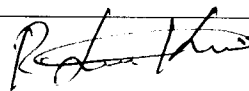
The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board and Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.



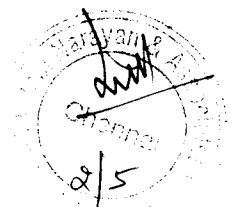
Our responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizer's report for the votes cast "in favour" or "against" the resolutions stated above based on the reports generated from the e-voting system provided by CDSL and Polling Papers in the 32nd Annual General Meeting in a fair and transparent manner.

We submit our report as under:

1. The E-Voting period remained open from 21st September, 2018 at 10:00 A.M. and ended on 23rd September, 2018 at 05:00 P.M.
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 17th September 2018 were entitled to vote electronically on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 32nd Annual General Meeting of " Swetha Engineering Limited" (Item Number 1 to 7 of the Notice of the 32nd AGM of Swetha Engineering Limited)
3. Polling through Ballot / Polling Papers was conducted in the 32nd Annual General Meeting and the same was recorded by me. After the time fixed for closing of the poll by the Chairman, One (01) ballot box kept for polling were locked in my/our presence with due identification marks placed by me/us.
4. The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized and signed. They have signed below in confirmation of the box being opened in their presence. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

Signature		Signature	
Name:	M.Sudhakar	Name:	R.Dinesh Kumar
Father's Name	M.Samuel	Father's Name	T.Rajendran
Address:	Plot No.300, S-4, Second Floor, Nethaji Street, Gnanamoorthy Nagar, Ambattur, Chennai, 600053, Tamilnadu, India	Address:	No.24/25, Kaveri Street, Saligramam, Chennai, 600093, Tamilnadu, India
Occupation:	Service	Occupation:	Service

5. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
6. Thereafter results for the both (i.e. remote e-voting and ballot / polling papers at 32nd Annual General Meeting) were consolidated.
7. The consolidated result of the voting is as under:



Resolution.1: Ordinary Resolution

To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	36	1574357	1574357	-	-	1574357	100.00	-
By Poll	-	-	-	-	-	-	-	-
Total	36	1574357	1574357	-	-	1574357	100.00	-

Resolution.2: Ordinary Resolution

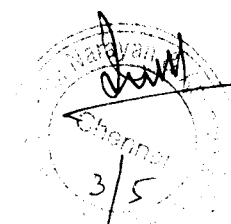
To appoint a Director in place of Mr.S.Niranjan Kumar (DIN:00098587), who retires by rotation and being eligible, offers himself for reappointment

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	36	1574357	1574357	-	-	1574357	100.00	-
By Poll	-	-	-	-	-	-	-	-
Total	36	1574357	1574357	-	-	1574357	100.00	-

Resolution.3: Ordinary Resolution

To ratify the appointment of Auditors and to fix their remuneration

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	36	1574357	1574357	-	-	1574357	100.00	-
By Poll	-	-	-	-	-	-	-	-
Total	36	1574357	1574357	-	-	1574357	100.00	-


Chairman
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Resolution.4: Ordinary Resolution

Confirmation the variation in terms of appointment of Mr.S.V.Sridhar (DIN:00098576) as Whole-time Director

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	36	1574357	1574357	-	-	1574357	100.00	-
By Poll	-	-	-	-	-	-	-	-
Total	36	1574357	1574357	-	-	1574357	100.00	-

Resolution.5: Ordinary Resolution

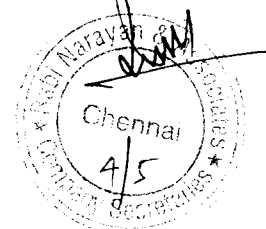
Confirmation the variation in terms of appointment of Mr.S.Niranjan Kumar (DIN:00098587) as Whole-time Director

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	36	1574357	1574357	-	-	1574357	100.00	-
By Poll	-	-	-	-	-	-	-	-
Total	36	1574357	1574357	-	-	1574357	100.00	-

Resolution.6: Special Resolution

Amendment to Main Object Clause IIIA. of the Memorandum of Association

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	36	1574357	1574357	-	-	1574357	100.00	-
By Poll	-	-	-	-	-	-	-	-
Total	36	1574357	1574357	-	-	1574357	100.00	-



Resolution.7: Ordinary Resolution

To enlist the equity shares of the Company with Metropolitan Stock Exchange of India Limited, National Stock Exchange or any other Stock Exchange

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	36	1574357	1574357	-	-	1574357	100.00	-
By Poll	-	-	-	-	-	-	-	-
Total	36	1574357	1574357	-	-	1574357	100.00	-


Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in Sl No.1 to 7 I, hereby report that the above resolutions were passed with requisite majority

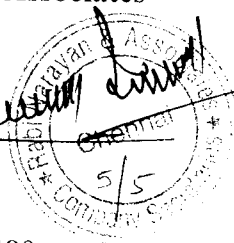
8. The Register, all other papers and relevant records relating to electronic voting and polling paper shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully

For Rabi Narayan & Associates
Company Secretaries


Rabi Narayan Pal
Partner
FCS:4993/ COP.No.3480



Place : Chennai

Date : 24th September 2018