



Rabi Narayan & Associates

Company Secretaries

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
SWETHA ENGINEERING LIMITED
CIN:U27209TN1986PLC013787
Regd Off: Plot No.123-131, Tass Industrial Estate,
Mahatma Gandhi Road, Ambattur,
Chennai, 600098, Tamil Nadu, India

SUB: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the Annual General Meeting held 28th Day of December, 2020 through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

Your Company had provided a facility to the shareholders to exercise their votes on the resolution (s) as set out in the Notice of Annual General Meeting dated 04th December, 2020, by way of Remote e-voting and e-voting conducted during the 34th Annual General Meeting (ACM) held on Monday the 28th Day of December, 2020, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.

I, Rabi Narayan Pal, Proprietor of Rabi Narayan & Associates., Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of SWETHA ENGINEERING LIMITED ("the Company") pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date, for the purpose of scrutinizing the process of voting through electronic means ("e-voting") at the said AGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions contained in the said notice.

Further, the said notice, as confirmed by the Company was sent to those members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA General Circular No.14/2020,17/2020 and 20/2020 dated 08 April, 2020,13 April, 2020 and 05; May, 2020 respectively {collectively referred to as "MCA Circulars") and the AGM was convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the shareholders at common venue.

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there under relating to voting through electronic means on the resolutions proposed in the said notice of AGM.


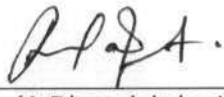
My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "*in favour*"- or "*against*" if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide facility of Remote e-voting and e-voting during the AGM.



In this regard, I confirm that

1. the public advertisement with respect to dispatch of Notice of AGM and conducting of Remote e-voting and e-voting during the AGM was published in an English newspaper "Trinity Mirror " of wide circulation on 04th December, 2020 and a vernacular newspaper "Makkal Kural" on the same date
2. the shareholders of the Company holding shares on the "cut-off date" i.e. Monday, December 21, 2020, were entitled to vote on the resolutions] proposed as set out in the notice of AGM by remote e-voting;
3. the Company had engaged Central Depository Services (India) Limited (CDSL) as the Agency for remote e-voting and also for e-voting at the AGM held through VC/OAVM; and
4. remote e-voting period remained open from 25th December 2020, (9:00 a.m) and ends on Sunday, 27th December 2020 (05:00 p.m)

After the conclusion of e-voting cast during the AGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the AGM at 11:40 a.m in the presence of Mr.M.Sudhakar, S/o.M.Samuel and Ms.A.Dhanalakshmi, D/o.K.Arulanantham, who are not in the employment of the Company and who also appended their signature as witnesses thereto, hereunder:

	
(M.Sudhakar)	(A.Dhanalakshmi)

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each, of the resolution, that was put to vote through Remote e-voting, were generated from the e-voting website of CDSL and consolidated with, the e-voting cast at the AGM.

It is observed that

28 (Twenty Eight) members attended the AGM through VC and Other Audio Visual Means;

47 (Forty Seven) members had cast vote through remote e-voting;

07 (Seven) Members had cast their vote through e-voting at the AGM:

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting conducted during the 34th Annual General Meeting of the Company, based on the reports generated from e-voting platform of CDSL, scrutinized on test check basis and relied upon by me as under:

ORDINARY BUSINESS

Resolution No.1: Ordinary Resolution

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon



Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	54	1595657	2700	1598357	100
Votes Against.	0	-	-	-	-
Total	54	1595657	2700	1598357	100

Resolution No.2: Ordinary Resolution

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

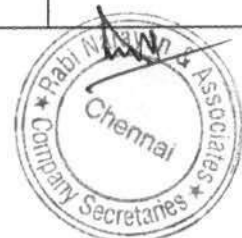
Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	54	1595657	2700	1598357	100
Votes Against.	0	-	-	-	-
Total	54	1595657	2700	1598357	100

SPECIAL BUSINES

Resolution No.3: Special Resolution

3. Confirmation of the Re-appointment of Mr.S.V.Raghuraman (DIN:00098566) as a Managing Director

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	54	1595657	2700	1598357	100
Votes Against.	0	-	-	-	-
Total	54	1595657	2700	1598357	100



Resolution No.4: Special Resolution

4. Confirmation of the Re-appointment of Mr.S.V.Sridhar (DIN:00098576) as Whole-time Director

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	54	1595657	2700	1598357	100
Votes Against.	0	-	-	-	-
Total	54	1595657	2700	1598357	100

Resolution No.5: Ordinary Resolution

5. Confirmation of the Re-appointment of Mr.S.Niranjn Kumar (DIN:00098587) as Whole-time Director

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	54	1595657	2700	1598357	100
Votes Against.	0	-	-	-	-
Total	54	1595657	2700	1598357	100

Resolution No.6: Ordinary Resolution

6. Appointment of Mr.Nagarajan Varun (DIN:05157357), as a Non-Executive Director

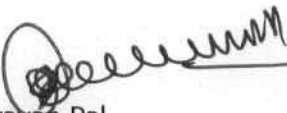
Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	54	1595657	2700	1598357	100
Votes Against.	0	-	-	-	-
Total	54	1595657	2700	1598357	100



Based on the aforesaid results, I report that Resolution(s) set out in the notice of the Annual General Meeting held on 28th day of December, 2020 stands passed with requisite majority

The electronic data and all other relevant records relating to e-voting are under my safe custody and will-be handed over to Chairman/Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

The Company may accordingly declare the results of voting as required.


Rabi Narayan Pal
Rabi Narayan & Associates
Practicing Company Secretary
FCS No.:4993 / CP NO.:3480



Place: Chennai
Date: 28/12/2020
UDIN: F004993B001688136

Countersigned by:
Chairman
SWETHA ENGINEERING LIMITED