



Rabi Narayan & Associates

Company Secretaries

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

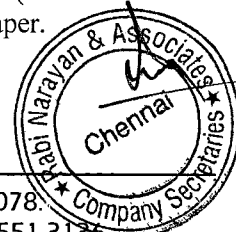
To,

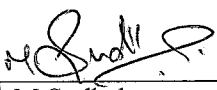
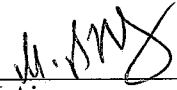
The Chairman,

31st (Thirty First) Annual General Meeting (AGM) of the Shareholders of **SWETHA ENGINEERING LIMITED** held on Friday, the 15th day of September 2017, at 11.00 A.M. at the registered office of the Company at Plot No.123-131, Tass Industrial Estate, Mahathma Gandhi Road, Ambattur, Chennai, 600098, Tamil Nadu, India.

Dear Sir,

1. I, Rabi Narayan Pal (Partner of M/s.Rabi Narayan & Associates), Company Secretaries, having office at "Aparajita" No.14/20, First Floor, Srinivasa Pillai Street, West Mambalam, (Near Satya Narayana Perumal Koil), Chennai, 600033, Tamilnadu, India, was appointed as Scrutinizer by the Board of Directors of **SWETHA ENGINEERING LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the venue of the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting of the Shareholders of the Company held on Friday, the 15th day of September 2017, at 11.00 A.M. at the registered office of the Company at Plot No.123-131, Tass Industrial Estate, Mahathma Gandhi Road, Ambattur, Chennai, 600098, Tamil Nadu, India, submit my report as under:
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 use of ballots by the shareholders on the resolutions proposed in the Notice of the 31st 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 consolidated Scrutinized 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 Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
3. In accordance with the Notice of the 31st Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4) (V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 22nd August, 2017, the remote e-voting opened at 09:00 AM on September 12, 2017 and remained open up to 5:00 PM on September 14, 2017.
4. The Shareholders holding shares as on September 08, 2017, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 31st Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, one ballot box was locked and kept for voting duly marked by identification mark placed on it. The ballot box subsequently on close of voting hours, was opened in the presence of two witnesses (who are signed below) who are not the employees of the company, and I did not find any poll paper.



Signature		
Name of the Witness:	M.Sudhakar	M.Ajaz
Father's Name	M.Samuel	V.Abdul Matheen
Address	No.354/B, 8 th Street, Railway Colony, Ayanavaram, Chennai, 600023, Tamilnadu, India	No.35/44, I-Block, Muthuramalingam Street, M.M.D.A.Colony, Arumbakkam, Chennai, 600106, Tamilnadu, India
Occupation	Service	Service

6. I did not find any incomplete / defective / invalid poll papers.
7. The votes on remote e-voting were unblocked, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>) and the same handed over to the Chairman of the Company
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS:

Resolution-1: Ordinary Resolution

Adoption the audited financial statement of the Company for the financial year ended 31st March 2017, the reports of the Board of Directors and Auditors thereon

(i) Voted **in favour** of the resolution:

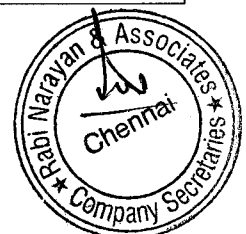
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	36	1483082	100.00
Voting by ballot	-	-	-
Total	36	1483082	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



Resolution-2: Ordinary Resolution

Appointment of a director in the place of Shri.S.Niranjana Kumar (DIN:00098587) who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	36	1483082	100.00
Voting by ballot	-	-	-
Total	36	1483082	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Resolution-3: Ordinary Resolution

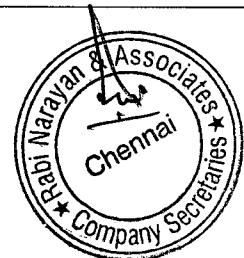
To appoint Auditors and fix their remuneration

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	36	1483082	100.00
Voting by ballot	-	-	-
Total	36	1483082	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-



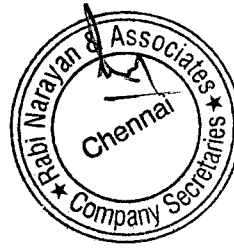
(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 31st Annual General Meeting and the same shall be handed over thereafter to the Chairman / Compliance Officer of the Company for safe keeping.

Thanking You,

Yours Faithfully,
For Rabi Narayan & Associates
Company Secretaries



A handwritten signature in black ink, appearing to read "Rabi Narayan Pal".

Rabi Narayan Pal
Partner
FCS:4993/ C.P.No.3480

Place: Chennai
Date: 16/09/2017