

# SWARAJ ENGINES LIMITED

CIN : L50210PB1985PLC006473

Registered Office : Phase IV, Industrial Area, S.A.S. Nagar (Mohali), Punjab-160 055

Tel. : 0172-2271620-27, Fax : 0172-2272731, Email : selinvestor@swarajenterprise.com, Website : www.swarajenterprise.com

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of Swaraj Engines Limited will be held on **Tuesday, the 30th day of July, 2019 at 2.30 P.M.** at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab -160 062 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Shri S. Durgashankar (DIN: 00044713), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Pawan Goenka (DIN: 00254502), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 5. Ratification of Remuneration to Cost Auditors

**To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. V. Kumar & Associates, Cost Accountants having Firm Registration No. 100137, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020, amounting to Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) (plus all applicable taxes and reimbursement of out of pocket expenses), be ratified.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

#### 6. Re-appointment of Shri Sudhir Mankad as an Independent Director

**To consider and, if thought fit, to pass the following Resolution as a Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Shri Sudhir Mankad (DIN: 00086077), who was appointed as an Independent Director of the Company at the 28th Annual General Meeting of the Company and who holds office of the Independent Director up to 30th July, 2019 and who is eligible for being re-appointed as an Independent Director 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years commencing from 31st July, 2019 to 30th July, 2022."

#### 7. Re-appointment of Shri Dileep C. Choksi as an Independent Director

**To consider and, if thought fit, to pass the following Resolution as a Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Shri Dileep C. Choksi (DIN: 00016322), who was appointed as an Independent Director of the Company at the 28th Annual General Meeting of the Company and who holds office of the Independent Director up to 30th July, 2019 and who is eligible for being re-appointed as an Independent Director 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 31st July, 2019 to 30th July, 2024."

#### 8. Re-appointment of Smt. Neera Saggi as an Independent Director

**To consider and, if thought fit, to pass the following Resolution as a Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Smt. Neera Saggi (DIN: 00501029), who was appointed as an Independent Director of the Company at the 28th Annual General Meeting of the Company and who holds office of the Independent Director up to 30th September, 2019 and who is eligible for being re-appointed as an Independent Director 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of four consecutive years commencing from 1st October, 2019 to 30th September, 2023."

### NOTES

1. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
3. The instrument appointing a proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his/her identity at the time of attending the Meeting.

5. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s MCS Share Transfer Agent Limited having their office at F-65, First Floor, Okhla Industrial Area, Phase I, New Delhi - 110 020.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 13th July, 2019 to Friday, 19th July, 2019 (both days inclusive).
7. The dividend, if declared at the Annual General Meeting, would be paid / despatched on or after 31st July, 2019 to those shareholders or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 12th July, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid request(s) received for transmission/transposition of shares lodged with the Company / its Registrar and Share Transfer Agent on or before Friday, 12th July, 2019.
8. Members/Proxies are requested to bring their attendance slips and copy of Annual Report to the Meeting.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Secretary of the Company at least 10 days before the date of the Meeting so that information required may be compiled and made available at the Meeting.
10. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ("IEPF Rules"), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Accordingly, an amount of Rs. 9,94,010/- being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2011 was transferred on 14th September, 2018.

The Company has been sending reminders to those members having unclaimed/ unpaid dividend(s) before transfer of such dividend(s) to IEPF. Details of the unclaimed/unpaid dividend(s) as on 30th July, 2018 (date of last Annual General Meeting) are also uploaded as per the requirements, on the Company's website [www.swarajenterprise.com](http://www.swarajenterprise.com). Members, who have not encashed their dividend(s) pertaining to financial year ended on 31st March, 2012 and onwards are advised to write to the Company immediately for claiming dividend(s) declared by the Company.

The due date for transfer of unclaimed/unpaid dividend(s) declared by the Company for FY 2011-12 and thereafter to IEPF is as under:

Financial year ended	Date of Declaration of Dividend	Due for Transfer to IEPF
31st March, 2012	31st July, 2012	5th September, 2019
31st March, 2013	30th July, 2013	4th September, 2020
31st March, 2014	31st July, 2014	5th September, 2021
31st March, 2015	28th July, 2015	2nd September, 2022
31st March, 2016	26th July, 2016	31st August, 2023
31st March, 2017	24th July, 2017	29th August, 2024
31st March, 2018	30th July, 2018	4th September, 2025

11. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, in compliance with said requirements, the Company has transferred the aforesaid shares to the IEPF Account and details of the same are uploaded on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company [www.swarajenterprise.com](http://www.swarajenterprise.com).  
Further, all the Members who have not claimed / encashed their dividend(s) in the last seven consecutive years from 2012 are requested to claim the same by 20th August, 2019. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules.
12. The Securities and Exchange Board of India (SEBI) has directed for the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH13 duly filled in to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at their above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
14. Payment of Dividend through ECS:  
The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.  
As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at their above mentioned address/Company to update their Bank Account details.  
Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
15. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.  
Members are requested to support this Green Initiative by registering / updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with the Company's Registrar and Share Transfer Agent M/s MCS Share Transfer Agent Limited (in case of Shares held in physical form).
16. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. Accordingly, Members are advised to dematerialize shares held by them in physical form.

17. Members are requested to:
- Intimate to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at their above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form.
  - Intimate directly to the respective Depository Participant, changes, if any, in their registered addresses, nomination, power of attorney etc. at an early date, in case of shares held in dematerialised form. The Company will not take cognizance of any such requests directly from Members.
  - Quote their folio numbers/Client ID/ DP ID in all correspondence.
  - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
18. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
19. Voting through electronic means

- I. In compliance of provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice, through remote e-voting.
- II. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein.

The details of the process and manner for remote e-voting are explained here below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' would have been communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- III. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The remote e-voting period will commence at 9.00 a.m. (IST) on Friday, 26th July, 2019 and will end at 5.00 p.m. (IST) on Monday, 29th July, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the 23rd July, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- VI. The facility for voting through ballot will also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, the 23rd July, 2019.
- VIII. Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 23rd July, 2019, may obtain the Login ID and password by sending an e-mail to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Registrar and Share Transfer Agent of the Company at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or to the Company at [selinvestor@swarajenterprise.com](mailto:selinvestor@swarajenterprise.com). However, if they are already registered with NSDL for remote e-voting, then they can use their existing User ID and password for casting the vote through remote e-voting. If they forget the password, they can reset the password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- IX. Mr. Ajay K Arora, Practicing Company Secretary (Membership No.2191), Proprietor - M/s. A. Arora & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process at AGM in a fair and transparent manner.
- X. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- XI. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.swarajenterprise.com](http://www.swarajenterprise.com) and on the website of NSDL.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th July, 2019.
20. Re-appointment of Directors  
Shri S. Durgashankar and Dr. Pawan Goenka shall retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at this AGM, forms part of the Notice.  
None of the Directors of the Company are inter-se related to each other.
21. The route map of the venue of the Meeting is attached to the Notice.

Registered Office :  
Phase IV, Industrial Area  
S.A.S. Nagar (Mohali)  
Punjab - 160 055  
Tel: 0172-2271620-27, Fax: 0172-2272731  
Email: [selinvestor@swarajenterprise.com](mailto:selinvestor@swarajenterprise.com)  
Website: [www.swarajenterprise.com](http://www.swarajenterprise.com)  
CIN: L50210PB1985PLC006473  
22nd April, 2019

BY ORDER OF THE BOARD

(M.S. GREWAL)  
Company Secretary

## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the items of the Special Business

### Item No. 5

The Board of the Directors, at its meeting held on 22nd April, 2019, upon recommendation of the Audit Committee, approved the appointment of M/s V. Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2020, at a remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus applicable taxes and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of a Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2020.

None of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

### Item Nos. 6, 7 & 8

Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi were appointed as Independent Directors on the Board of your Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, by the Shareholders at the 28th Annual General Meeting ("AGM") of the Company held on 31st July, 2014. Shri Sudhir Mankad and Shri Dileep C. Choksi hold office as Independent Directors of the Company up to 30th July, 2019 and Smt. Neera Saggi holds office as Independent Director of the Company up to 30th September, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Brief details of Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi are mentioned below:

#### • Shri Sudhir Mankad

Shri Sudhir Mankad, completed 71 years of age, belongs to Indian Administrative Services (IAS) and has served in various capacities, both in Government of India and State of Gujarat. His last assignment was as Chief Secretary, Government of Gujarat. He has served as a Director/Chairman on Board of several Cement, Power, Fertilizer and Finance Companies. He had also worked on the Finance Committee of Central Universities and had been associated with several Educational Institutions & NGOs.

Shri Mankad was first appointed as a Director on the Board of the Company on 31st July, 2012.

Shri Mankad serves as the Non-Executive Chairman of Gujarat International Finance Tec-City Company Ltd. He is also on the Board of Deepak Nitrite Ltd., Gruh Finance Ltd., Navin Fluorine International Ltd., Mahindra Intertrade Ltd. and GIFT SEZ Ltd. He is also Part time Non-Executive Director on the Central Board of Reserve Bank of India.

Shri Mankad is currently a Member of the following Board Committees:

S.No.	Name of the Company	Name of Committee	Position Held
1.	Deepak Nitrite Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
2.	Gruh Finance Ltd.	Nomination & Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Stakeholders Responsibility Committee	Member
3.	Mahindra Intertrade Ltd.	Audit Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Nomination & Remuneration Committee	Member
4.	Swaraj Engines Ltd.	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member
5.	Navin Fluorine International Ltd.	Corporate Social Responsibility Committee	Chairman

Shri Sudhir Mankad does not hold any Equity Shares in the Company.

Shri Mankad had attended all the five Board Meetings held in the Financial Year 2018-19. Shri Mankad would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. The sitting fees paid to Shri Mankad during the Financial Year 2018-19 is Rs. 3.40 lakhs. The commission paid to him in Financial Year 2017-18 is Rs. 6.00 lakhs. For Financial Year 2018-19, the Commission payable to Shri Mankad will be Rs. 6.00 lakhs.

#### • Shri Dileep C. Choksi

Shri Dileep C. Choksi, completed 69 years of age, is a Fellow Member of the Institute of Chartered Accountants of India, Bachelor of Law, Member of the Institute of the Cost and Works Accountants of India. Having over 40 years of experience, his areas of specialization include tax planning and structuring for domestic and international clients, including expatriates, finalizing collaborations and joint ventures, executive advisory and decision support, corporate restructuring with a focus on start-up, turnaround and change management strategies and analyzing tax impact of various instruments.

Shri Choksi was first appointed as a Director on the Board of the Company on 18th June, 2014.

Shri Choksi is also on the Board of Tata Housing Development Co. Ltd., Lupin Ltd., Hexaware Technologies Ltd., AIA Engineering Ltd., Arvind Ltd., ICICI Prudential Life Insurance Co. Ltd., Gujarat International Finance Tec-City Co. Ltd. and Miramac Properties Pvt. Ltd.

Shri Choksi is currently a Member of the following Board Committees :

S.No.	Name of the Company	Name of Committee	Position Held
1.	Lupin Ltd.	Audit Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee	Member Chairman Member
2.	Hexaware Technologies Ltd.	Audit, Governance & Compliance Committee Stakeholders Relationship Committee	Chairman Member
3.	Swaraj Engines Ltd.	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee	Chairman Chairman Member
4.	Arvind Ltd.	Audit Committee Nomination and Remuneration Committee	Chairman Member
5.	Tata Housing Development Co. Ltd.	Audit Committee Nomination and Remuneration Committee	Member Member
6.	ICICI Prudential Life Insurance Co. Ltd.	Audit Committee Corporate Social Responsibility Committee Customer Service & Policyholders Protection Committee	Member Member Member
7.	Gujarat International Finance Tec-City Co. Ltd.	Audit Committee	Member

Shri Dileep C. Choksi does not hold any Equity Shares in the Company.

Shri Choksi had attended all the five Board Meetings held in the Financial Year 2018-19. Shri Choksi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. The sitting fees paid to Shri Choksi during the Financial Year 2018-19 is Rs. 3.70 lakhs. The commission paid to him in Financial Year 2017-18 is Rs. 6.00 lakhs. For Financial Year 2018-19, the commission payable to Shri Choksi will be Rs. 6.00 lakhs.

• **Smt. Neera Saggi**

Smt. Neera Saggi, completed 62 years of age, belongs to Indian Administrative Services (IAS) and has served in various capacities, both in Government of India and State of West Bengal. Before taking voluntary retirement in 2008, she has handled various important assignments including Secretary to Governor of West Bengal, Deputy Chairperson - Jawaharlal Nehru Port Trust, Chairman-cum-Managing Director - Hindustan Diamond Company Pvt. Ltd. and Development Commissioner - SEZ, Ministry of Commerce, Govt. of India.

Smt. Saggi was first appointed as a Director on the Board of the Company on 1st October, 2014.

Smt. Saggi is also on the Board of Tata Projects Ltd., TRF Ltd., Maithon Power Ltd., Tata Realty and Infrastructure Ltd., Mahindra Heavy Engines Ltd., GE Power India Ltd., GE T&D India Ltd., Tata Steel BSL Ltd. and Honeywell Automation India Ltd.

Smt. Saggi is currently Member of the following Board Committees:

S.No.	Name of the Company	Name of Committee	Position Held
1.	Swaraj Engines Ltd.	Audit Committee	Member
2.	TRF Ltd.	Audit Committee Corporate Social Responsibility Committee	Member Chairperson
3.	Tata Projects Ltd.	Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee Risk Management Committee	Member Chairperson Chairperson Member
4.	Tata Realty and Infrastructure Ltd.	Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee	Member Member Member
5.	Maithon Power Ltd.	Audit Committee Nomination and Remuneration Committee	Member Member
6.	Mahindra Heavy Engines Ltd.	Audit Committee Nomination and Remuneration Committee	Chairperson Member
7.	GE Power India Ltd.	Audit Committee Nomination and Remuneration Committee	Member Member
8.	GE T&D India Ltd.	Audit Committee Nomination and Remuneration Committee	Member Member
9.	Tata Steel BSL Ltd.	Audit Committee Nomination and Remuneration Committee	Member Chairperson
10.	Honeywell Automation India Ltd.	Audit Committee	Member

Smt. Neera Saggi does not hold any Equity Shares in the Company.

Smt. Saggi had attended all the five Board Meetings held in the Financial Year 2018-19. Smt. Saggi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. The sitting fees paid to Smt. Saggi during the Financial Year 2018-19 is Rs. 3.70 lakhs. The commission paid to her in Financial Year 2017-18 is Rs. 6.00 lakhs. For Financial Year 2018-19, the commission payable to Smt. Saggi will be Rs. 6.00 lakhs.

The Nomination and Remuneration Committee at its Meeting held on 22nd April, 2019 on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi during their tenure, has recommended to the Board that continued association of Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi as Independent Directors of the Company would be beneficial to the Company. Based on the above and the performance evaluation of Independent Directors, the Board recommends the re-appointment of Shri Sudhir Mankad (DIN: 00086077) as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years on the Board of the Company commencing from 31st July, 2019 to 30th July, 2022, of Shri Dileep C. Choksi (DIN: 00016322) as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years on the Board of the Company commencing from 31st July, 2019 to 30th July, 2024, and of Smt. Neera Saggi (DIN: 00501029), as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of four consecutive years on the Board of the Company commencing from 1st October, 2019 to 30th September, 2023.

The performance evaluation of Independent Directors were based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

Copy of the draft letters of appointment of Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi setting out terms and conditions of appointment is available for inspection by the Members in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form during the AGM at the venue thereof.

Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors. The Company has received declarations from Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi stating that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi, fulfil the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Regulations. Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi are independent of the management.

The Company has received notices in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi, for the office of Director of the Company.

Save and except Shri Sudhir Mankad, Shri Dileep C. Choksi and Smt. Neera Saggi, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 6, 7 and 8 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Special Resolution set out at Item Nos. 6, 7 & 8 of the Notice for approval by the Members.

Registered Office :  
Phase IV, Industrial Area  
S.A.S. Nagar (Mohali)  
Punjab - 160 055  
Tel: 0172-2271620-27, Fax: 0172-2272731  
Email: selinvestor@swarajenterprise.com  
Website: www.swarajenterprise.com  
CIN: L50210PB1985PLC006473  
22nd April, 2019

BY ORDER OF THE BOARD

(M.S. GREWAL)  
Company Secretary

**Additional Information on Directors seeking Re-appointment at the 33rd Annual General Meeting [Pursuant To Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and (SS - 2 Secretarial Standards on General Meetings)**

<b>Name of Director</b>	<b>Shri S. Durgashankar</b>	<b>Dr. Pawan Goenka</b>
Director Identification Number (DIN)	00044713	00254502
Date of appointment	18-06-2014	06-05-2010
Age	59 Years	64 Years
Expertise in specific functional areas	<p>Shri Durgashankar is currently President - Group Mergers &amp; Acquisitions, Corporate Accounts and Group Secretarial and Member of the Group Executive Board of Mahindra &amp; Mahindra Ltd.</p> <p>Shri Durgashankar has handled a wide spectrum of Corporate Finance assignments at senior level. At M&amp;M, he was instrumental in setting up the M&amp;A division and has facilitated many domestic &amp; international M&amp;A transactions for the Mahindra Group.</p>	<p>Dr. Goenka is currently Managing Director of Mahindra &amp; Mahindra Ltd. and Member of the Group Executive Board.</p> <p>Dr. Goenka is working with Mahindra &amp; Mahindra Ltd. ("M&amp;M") since 1993. He joined M&amp;M as General Manager (R&amp;D) and during his R&amp;D tenure, he led the development of the Scorpio - India's first indigenously built SUV. He was appointed COO (Automotive Sector) in April 2003, President (Automotive Sector) in September 2005, President (Automotive &amp; Farm Equipment Sectors) in April 2010, Executive Director and Group President (AFS) in April 2015, and Managing Director of Mahindra &amp; Mahindra Ltd, in November 2016. He is also on the board of several Mahindra Group Companies.</p> <p>Dr. Goenka has been honoured with numerous awards during his illustrious career.</p>
Qualification	Chartered Accountant	<p>PhD from Cornell University, USA</p> <p>B.Tech in Mechanical Engineering from IIT, Kanpur</p> <p>Graduate of the Advanced Management Program from Harvard Business School</p>
Directorship in Listed Companies	Mahindra EPC Irrigation Limited Swaraj Engines Limited	Mahindra & Mahindra Limited Swaraj Engines Limited
Committee Membership	<p>Mahindra EPC Irrigation Limited:</p> <p>Audit Committee (Member)</p> <p>Nomination and Remuneration Committee (Member)</p> <p>Corporate Social Responsibility Committee (Member)</p> <p>Swaraj Engines Limited: Audit Committee (Member)</p>	<p>Mahindra &amp; Mahindra Limited:</p> <p>Corporate Social Responsibility Committee (Member)</p> <p>Loans &amp; Investment Committee (Member)</p> <p>Stakeholders Relationship Committee (Member)</p> <p>Research &amp; Development Committee (Member)</p> <p>Sale of Assets Committee (Member)</p> <p>Risk Management Committee (Chairman)</p>
No. of Board Meetings of Swaraj Engines Limited attended during FY 2018-19	Board Meetings held - 5 Board Meetings attended - 5	Board Meetings held - 5 Board Meetings attended - 4
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Nil	Nil
Shareholding in Swaraj Engines Limited	Nil	Nil

**Note:** No sitting fees and commission was paid to Shri S. Durgashankar and Dr. Pawan Goenka during FY 2018-19.

**SWARAJ ENGINES LIMITED**

**Registered Office :**

Phase-IV, Industrial Area, S.A.S. Nagar (Mohali), Punjab-160 055  
Tel. : 0172-2271620-27, Fax : 0172-2272731  
Email : selinvestor@swarajenterprise.com;  
Website : www.swarajenterprise.com

**33rd Annual General Meeting - 30th July, 2019**

Folio No. ....

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

DP ID\* .....

Client ID\* .....

NAME OF THE SHAREHOLDER/PROXY  
ADDRESS

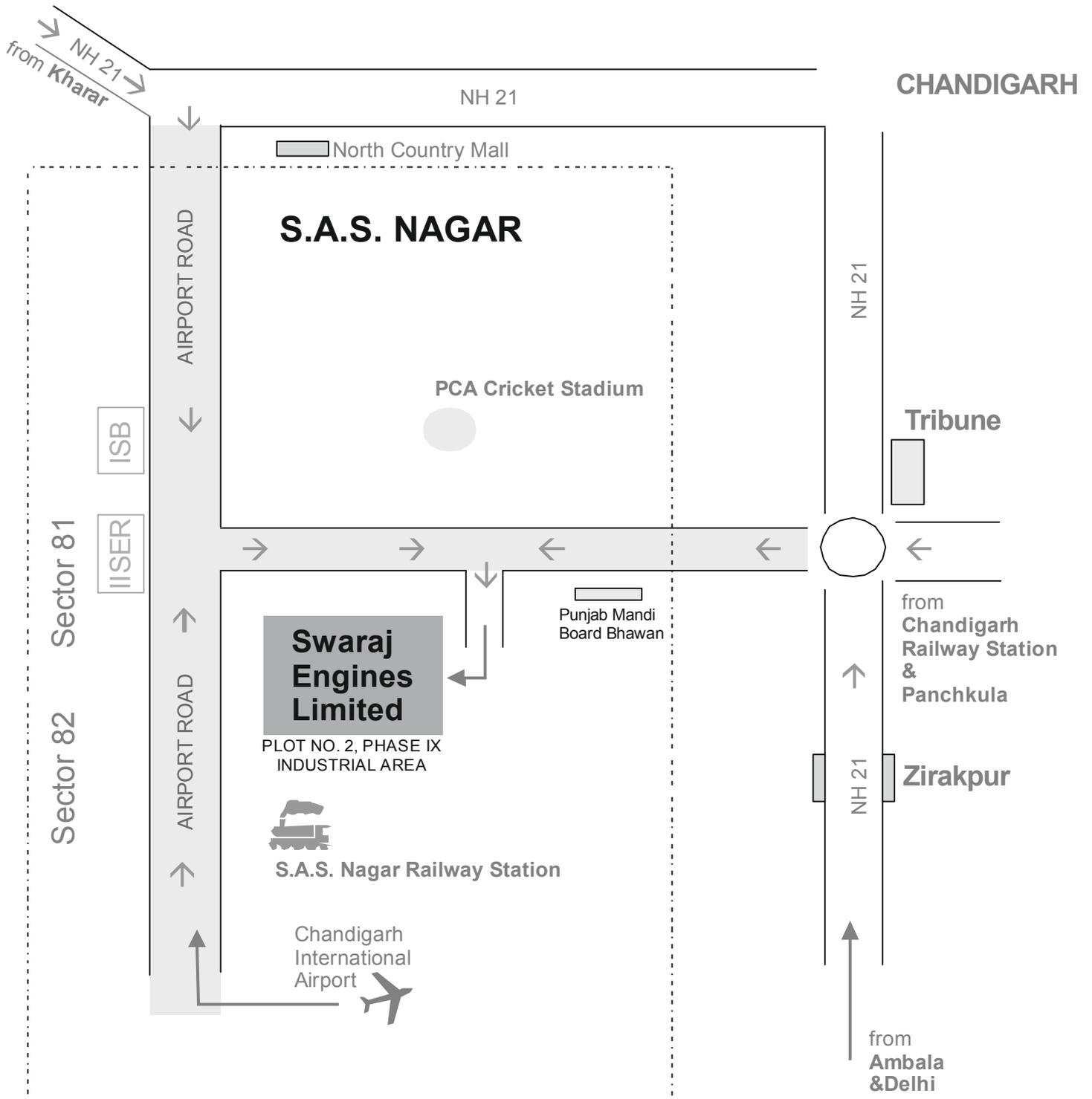
No. of Shares held :

I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company at its Works at Plot No. 2, Industrial Phase IX, S.A.S. Nagar (Mohali), Punjab -160 062 on Tuesday, the 30th July, 2019 at 2:30 p.m.

\*To be used for shares held in  
electronic form

SIGNATURE OF THE SHAREHOLDER/PROXY

# ROUTE MAP FOR AGM VENUE



## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration Rules, 2014)]

### SWARAJ ENGINES LIMITED

(CIN: L50210PB1985PLC006473)

Regd. Office: Phase IV, Industrial Area, S.A.S.Nagar (Mohali), Punjab-160055, Tel: 0172-2271620-27, Fax: 0172-2272731

Email:selinvestor@swarajenterprise.com, Website: www.swarajenterprise.com

Name of the Member (s):
Registered Address:
Email id:
Folio / DP ID-Client ID No:

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint :

- (1) Name \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or falling him;
- (2) Name \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or falling him;
- (3) Name \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail id \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Tuesday, 30th July, 2019 at 2.30 p.m. at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S. Nagar (Mohali), Punjab - 160062 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolutions	Optional*	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2	Declaration of Dividend on Equity Shares.		
3	Re-appointment of Shri S. Durgashankar (DIN:00044713) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4	Re-appointment of Dr. Pawan Goenka (DIN:00254502) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
	Special Business		
5	Ratification of the remuneration payable to Messrs V. Kumar & Associates, Cost Accountants (Firm Registration Number 100137), appointed as the Cost Auditors of the Company for the Financial Year ending 31st March, 2020.		
6	Re-appointment of Shri Sudhir Mankad (DIN:00086077) as an Independent Director of the Company for a second term of three consecutive years commencing from 31st July, 2019 to 30th July, 2022.		
7	Re-appointment of Shri Dileep C. Choksi (DIN:00016322) as an Independent Director of the Company for a second term of five consecutive years commencing from 31st July, 2019 to 30th July, 2024.		
8	Re-appointment of Smt. Neera Saggi (DIN:00501029) as an Independent Director of the Company for a second term of four consecutive years commencing from 1st October, 2019 to 30th September, 2023.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_



- Notes:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
  - \*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  - Please complete all details including details of member(s) in the above box before submission.