

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L50210PB1985PLC006473

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCS2990N

(ii) (a) Name of the company

SWARAJ ENGINES LTD

(b) Registered office address

PHASE IVSAS NAGAR MOHALI
DISTT ROPAR
PUNJAB
Punjab
000000

(c) *e-mail ID of the company

kapila.rajesh@mahindraswaraj

(d) *Telephone number with STD code

01722271620

(e) Website

www.swarajenterprise.com

(iii) Date of Incorporation

24/09/1985

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM will be held on 25th July, 2022

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MAHINDRA AND MAHINDRA L	L65990MH1945PLC004558	Associate	34.72

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	12,143,996	12,143,996	12,143,996
Total amount of equity shares (in Rupees)	250,000,000	121,439,960	121,439,960	121,439,960

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	25,000,000	12,143,996	12,143,996	12,143,996
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	121,439,960	121,439,960	121,439,960

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	60,132	12,078,243	12138375	121,383,750	121,383,750	
				+	+	
Increase during the year	0	5,621	5621	87,210	87,210	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	5,621	5621	56,210	56,210	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				31,000	31,000	
Dematerialisation						
Decrease during the year	0	0	0	31,000	31,000	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				31,000	31,000	
Dematerialisation						
At the end of the year	60,132	12,083,864	12143996	121,439,960	121,439,960	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	

iii. Others, specify				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE277A01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input style="width: 150px;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 250px;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 250px;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input style="width: 150px;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 250px;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 250px;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

113,815.27

(ii) Net worth of the Company

30,567.58

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,331,141	52.13	0	
10.	Others	0	0	0	
	Total	6,331,141	52.13	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,732,310	30.73	0	
	(ii) Non-resident Indian (NRI)	319,574	2.63	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	9,290	0.08	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	223,721	1.84	0	
7.	Mutual funds	1,064,010	8.76	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	340,279	2.8	0	
10.	Others Alternate Investment Fund, +	123,671	1.02	0	
	Total	5,812,855	47.86	0	0

Total number of shareholders (other than promoters) 30,200

Total number of shareholders (Promoters+Public/
Other than promoters) 30,202

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

29

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +			20,114	
EMERGING MARKETS +	CITIBANK N.A. CUSTODY SERVICES +			25,726	
EMERGING MARKETS +	CITIBANK N.A. CUSTODY SERVICES +			2,273	
UTAH STATE RETIREM +	CITIBANK N.A. CUSTODY SERVICES +			433	
CITY OF LOS ANGELES +	CITIBANK N.A. CUSTODY SERVICES +			691	
WORLD EX U.S. CORE +	CITIBANK N.A. CUSTODY SERVICES +			1,242	
EMERGING MARKETS +	CITIBANK N.A. CUSTODY SERVICES +			2,435	
WISDOMTREE EMERGI +	CITIBANK N.A. CUSTODY SERVICES +			44,515	
WISDOM TREE ISSUER +	CITIBANK N.A. CUSTODY SERVICES +			724	
WISDOMTREE ISSUER +	CITIBANK N.A. CUSTODY SERVICES +			313	
DIMENSIONAL EMERG +	CITIBANK N.A. CUSTODY SERVICES +			4	
DIMENSIONAL WORLD +	CITIBANK N.A. CUSTODY SERVICES +			3,098	
EMERGING MARKETS +	CITIBANK N.A. CUSTODY SERVICES +			519	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNS ASIA LIMITED	HSBC SECURITIES SERVICES, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			12,844	
CITY OF NEW YORK GP	HSBC SECURITIES SERVICES 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			93	
ALASKA PERMANENT FUND	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			1,252	
INTEGRATED CORE STOCK FUND	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			631	
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			580	
ACADIAN EMERGING MARKETS FUND	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			1,299	
CC&L Q GLOBAL EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			3,488	
CC & L Q GROUP GLOBAL EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			3,473	
EMERGING MARKETS FUND	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			2,397	
AMERICAN CENTURY INVESTMENT FUND	DEUTSCHE BANK AG, DB HOUSE, 11TH FLOOR, 11TH FLOOR, 11TH FLOOR			1,157	
UBS FUND MANAGEMENT	STANDARD CHARTERED BANK, Sector 1, Sector 1, Sector 1			2,775	
CC&L Q EMERGING MARKETS FUND	STANDARD CHARTERED BANK, Sector 1, Sector 1, Sector 1			1,802	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	24,256	30,200
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	5	1	5	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0

(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	8	1	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUDHIR MANKAD	00086077	Director	0	
RAJESH JEJURIKAR	00046823	Director	0	
R.R.DESHPANDE	00007439	Director	0	
VIJAY VARMA	00011352	Director	0	
S.DURGASHANKAR	00044713	Director	0	
DILEEP C. CHOKSI	00016322	Director	0	
NEERA SAGGI	00501029	Director	0	
HARISH CHAVAN	06890989	Director	0	
M.S.GREWAL	09128789	Whole-time director	260	
MAHESH GUPTA	AATPG4827A	CFO	1	
RAJESH K. KAPILA	ABAPK1126C	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
M.S.GREWAL	09128789	Whole-time director	20/04/2021	Appointment
RAJINDER ARORA	AAIPA8044L	CFO	01/11/2021	Cessation
MAHESH GUPTA	AATPG4827A	CFO	01/11/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	19/07/2021	29,768	71	55

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2021	9	9	100
2	19/07/2021	9	9	100
3	25/10/2021	9	9	100
4	25/01/2022	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	20/04/2021	4	4	100
2	AUDIT COMMITTEE	19/07/2021	4	4	100
3	AUDIT COMMITTEE	25/10/2021	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	AUDIT COMM	25/01/2022	4	4	100
5	STAKEHOLDER	28/10/2021	3	3	100
6	STAKEHOLDER	25/01/2022	3	3	100
7	NOMINATION	20/04/2021	3	3	100
8	NOMINATION	19/07/2021	3	3	100
9	NOMINATION	25/10/2021	3	3	100
10	NOMINATION	25/01/2022	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	SUDHIR MAN	4	4	100	9	9	100	
2	RAJESH JEJL	4	4	100	5	4	80	
3	R.R.DESHPAI	4	4	100	0	0	0	
4	VIJAY VARMA	4	4	100	3	3	100	
5	S.DURGASHA	4	4	100	4	4	100	
6	DILEEP C. CH	4	4	100	10	10	100	
7	NEERA SAGG	4	4	100	6	6	100	
8	HARISH CHA	4	4	100	3	3	100	
9	M.S.GREWAL	4	4	100	4	4	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	M.S.GREWAL	WHOLE TIME D +	68.64	0	4.15	1.94	74.73
	Total		68.64	0	4.15	1.94	74.73

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJINDER ARORA +	CFO	38.92	0	0	0.96	39.88
2	MAHESH GUPTA	CFO	14.01	0	0	0.59	14.6
3	RAJESH K. KAPILA +	COMPANY SEC +	9.49	0	0	0.35	9.84
	Total		62.42	0	0	1.9	64.32

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDHIR MANKAD	CHAIRMAN	0	7	0	4.7	11.7
2	R.R.DESHPANDE	DIRECTOR	0	7	0	2	9
3	VIJAY VARMA	DIRECTOR	0	7	0	2.9	9.9
4	DILEEP C. CHOKS +	DIRECTOR	0	7	0	4.6	11.6
5	NEERA SAGGI	DIRECTOR	0	7	0	3.8	10.8
	Total		0	35	0	18	53

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
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(B) DETAILS OF COMPOUNDING OF OFFENCES ☐ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

AJAY K. ARORA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

993

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

09128789

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

9936

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

AJAY K. ARORA
LL.B., FCS, IP

Draft
GST : 04ADSPA8498H1Z3
A. ARORA & CO.
Company Secretaries
&
Insolvency Professional
S.C.O. 64-65, 1ST FLOOR,
SECTOR 17-A, MADHYA MARG,
CHANDIGARH-160 017
Ph.: (O) 2701906
MOBILE : 98140-06492
E-MAIL : ajaykcs@gmail.com

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books, and papers of **SWARAJ ENGINES LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- a. the annual return states the facts as at the close of the aforesaid financial year correctly and adequately.
- b. during the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of :
 1. its status under the Act ;
 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time ;
 4. calling/convening/holding meetings of Board of directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Books/registers maintained for the purpose and the same have been signed ;
 5. closure of register of members,
 6. advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act : Not Applicable, as no such loans or advances given during the financial year.
 7. contracts/arrangements with related parties as specified in section 188 of the Act ;

8. allotment of securities pursuant to exercise of stock options by the employees; transfer of securities, and transmission of securities and issuance of security certificates in such instances; However, there were no instances of Buy Back of securities, alteration of share capital / conversion of shares during the financial year.
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act: Not Applicable, as no rights of shareholders kept in abeyance during the financial year.
10. declaration/ payment of dividend; transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of directors as per sub - sections (3), (4) and (5) thereof ;
12. constitution/appointment/re-appointments/retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them ;
13. re-appointment of auditors as per the provisions of section 139 of the Act: Not applicable, as the auditors current appointment is until the conclusion of the AGM of the Company to be held in year 2022;
14. approvals required to be taken from the Registrar, and such other relevant authorities under the various provisions of the Act ;
15. acceptance/ renewal/ repayment of deposits: Not Applicable, as the company has neither accepted nor renewed any deposits during the year.
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; Applicable only to the extent of availment of working capital related facilities from banks, however, there were no such instances of borrowings from its directors, members, public institutions and others during the year under review.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act: Not Applicable, as the company has not extended any loan, given guarantee, provided security or made investments under the ambit of Section 186.
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. Not applicable as there were no such instances during the year under review.

Place: Chandigarh

Date:

UDIN:

Signature:.....

Name of the PCS: Ajay K. Arora

C. P No.: 993

Swaraj Engines Limited

Notes related to Form MGT-7 (2021-22)

Point No. - I.VI (a) Details of stock exchanges where shares are listed

Code of BSE Limited be read as A1.

Code of National Stock Exchange of India Limited be read as A1024.

Point No. - II. Principal Business Activities of the Company

The Company is primarily into the business of manufacturing diesel engines, diesel engine components and spare parts.

Point No. - III. Particulars of Associate Companies

Swaraj Engines Limited (SEL) is an Associate Company of Mahindra & Mahindra Limited (M&M) (CIN L65990MH1945PLC004558) as M&M is holding 34.72% equity shares of SEL.

SEL does not hold any shares of M&M.

Point No. – VI(b). Shareholding Pattern – Public/Other than promoters

Shareholding is consolidated on Permanent Account Number (PAN) of the shareholder.

Point No. – VI(c). Details of Foreign Institutional Investors' (FIIs) holding shares of the company

Details of foreign institutions investors holding shares of the company along with % of shares held is available at Annexure – 1 attached herewith.

Point No. – IX. C. Committee Meetings

While details of Committee Meetings of Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee held during FY 2021-22 is already mentioned in the Form, details of meeting of Corporate Social Responsibility Committee and Risk Management Committee meetings held during FY 2021-22 are given below:

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Social Responsibility Committee	16/04/2021	4	4	100
2	Risk Management Committee	09/07/2021	3	3	100
3	Risk Management Committee	03/01/2022	3	3	100

Point No. – IX. D. Attendance of Directors

Number of total committee meetings includes meetings of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.

Note: Figures given at Point No. V (Turnover and Net Worth of the Company) and Point No. X (Remuneration of Directors and Key Managerial Personnel) are in Rs. Lakhs.

For Swaraj Engines Limited

(Rajesh K. Kapila)
Company Secretary

Swaraj Engines Limited

Point VI(c) - Details of Foreign Institutional Investors' (FIIs) holding shares of the company (31-03-2022)

Name of the FII	Address	Number of Shares held	% of shares held
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	20114	0.17
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	25726	0.21
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2273	0.02
UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	433	0.00
CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	691	0.01
WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	1242	0.01
EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2435	0.02
WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	44515	0.37
WISDOM TREE ISSUER PLC - WISDOM TREE EMERGING MARKETS SMALLCAP DIVIDEND UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	724	0.01
WISDOMTREE ISSUER PUBLIC LIMITED COMPANY - WISDOMTREE EMERGING MARKETS EQUITY INCOME UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	313	0.00
DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	4	0.00

Name of the FII	Address	Number of Shares held	% of shares held
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3098	0.03
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	519	0.00
BNS ASIA LIMITED	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	12844	0.11
CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	93	0.00
ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	1252	0.01
INTEGRATED CORE STRATEGIES ASIA PTE LTD	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	631	0.01
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	580	0.00
ACADIAN EMERGING MARKETS ALPHA PLUS FUND TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1299	0.01
CC& L Q GLOBAL EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	3488	0.03
CC & L Q GROUP GLOBAL EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	3473	0.03
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	2397	0.02
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1157	0.01
UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	2775	0.02
CC&L Q EMERGING MARKETS EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	1802	0.01

Name of the FII	Address	Number of Shares held	% of shares held
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	535	0.00
ESVEE CAPITAL	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097	85000	0.70
K INDIA OPPORTUNITIES FUND LIMITED - CLASS E	KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097	2617	0.02
QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI 400064	1691	0.01
		223721	1.84