

SWARAJ ENGINES LIMITED

Works:

Plot No. 2, Indl. Focal Point,
Phase-IX, S.A.S. Nagar
Distt. S.A.S. Nagar (Mohali)
(Near Chandigarh)
Tel.: 0172-2234941-47, 2234950



02/SP/EXCH
21st May, 2025

BSE Limited

Listing Department
P.J. Towers, 1st Floor,
Dalal Street, Fort,
Mumbai – 400 001
Email: corp.relations@bseindia.com
Scrip Code: 500407

National Stock Exchange of India Limited

Capital Market-Listing, Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai- 400051
Email: cmlist@nse.co.in
Scrip Name: SWARAJENG

SUB: Submission of Annual Secretarial Compliance Report for year ended 31st March, 2025

Dear Sir,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Annexure 15 of SEBI Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Listed Entities dated 11th November, 2024, please find enclosed copy of Annual Secretarial Compliance Report for the Financial Year 2024-25 issued by M/s A. Arora & Co., Company Secretaries.

This intimation is also being uploaded on the Company's website at <https://www.swarajenterprise.com>.

You are requested to kindly take the same on record.

For SWARAJ ENGINES LTD.

(Rajesh K. Kapila)
Company Secretary
M.No.: ACS-9936

Encl: As above

AJAY K. ARORA
LL.B, F.C.S.

GST: 04ADSPA8498H1Z3
A. ARORA & CO.
COMPANY SECRETARIES

&
INSOLVENCY PROFESSIONAL
S.C.O. 64-65, 1st FLOOR,
SECTOR-17A, MADHYA MARG,
CHANDIGARH- 160017
PH: (O) 2701906,
Mobile : 98140 06492
E-MAIL: ajaykcs@gmail.com

Secretarial compliance report of Swaraj Engines Limited
for the year ended 31st March, 2025

We, A. Arora & Co., Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Swaraj Engines Limited** ("the listed entity" or "the Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not Applicable to the company during the review period.
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the review period.



- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, to the extent applicable to Employee Stock Option Scheme of the company.
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the review period.
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- h) Other regulations as applicable

and circulars/ guidelines issued thereunder. Further in terms of SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/COR/P/2024/185 dated 31st December, 2024 in respect of Implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities, the company has duly complied with the provisions of Regulation 46(2)(za) of the LODR read with clause 10 & 11 of the circular;

and based on the above examination, We hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 21 (3A) of SEBI LODR Regulations	Regulation 21 on 21 (3A)	One meeting of the Risk Management Committee held during the financial year ended 31.03.2025	N.A.	N.A.	One meeting of the Risk Management Committee held during the financial year ended 31.03.2025	N.A.	While a period of 210 days has not exceeded between the consecutive meetings, only One meeting of Risk Management Committee has been held	The necessary checks have been placed to avoid such instance in future.	Nil

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ Circular No.)	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

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K. Arora
Company Secretary

6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes N.A.	Nil All related party transactions executed with prior approval of the Audit Committee.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Nil



12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiaries has complied with paragraph 6.1 and 6.2 of section-D of Chapter V of the master Circular in compliance with the provisions of the LODR regulations by the listed entities.	N.A.	N.A.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc except as reported above.	Yes	Nil

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chandigarh

Date: 14.04.2025

UDIN: F002191G000096991

For A. Arora & Co.
Company Secretaries



Ajay K. Arora

(Proprietor)

FCS No.: 2191

C P No.: 993

Peer Review Cert No. 2120/2022