

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

11th November, 2025

BSE Limited

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

National Stock Exchange of India Limited

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

Scrip Code: 500407

Scrip Name: SWARAJENG

Sub: Postal Ballot Notice of Swaraj Engines Limited

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice ('Notice') of Swaraj Engines Limited ('the Company') along with the Explanatory Statement, for seeking approval of the Members of the Company through remote e-voting on following item of special business as set out in the said Notice:

1. Appointment of Mr. Gaganjot Singh (DIN: 09301803) as a Non-Executive Non-Independent Director of the Company

In compliance with the provisions of the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent /Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 7th November, 2025 ('Cut-off date'). Accordingly, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent only through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The remote e-voting period commences on Wednesday, 12th November, 2025 (9:00 A.M. IST) and ends on Thursday, 11th December, 2025 (5:00 P.M. IST). The remote e-voting facility shall be disabled for voting by NSDL upon expiry of the aforesaid voting period. The instructions for remote e-voting are provided in the Notice.

The Notice is also available on the Company's website at www.swarajenterprise.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

This is for your information and records.

With regards,

For Swaraj Engines Limited

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

Regd. Office : Industrial Area, Phase IV, S.A.S. Nagar, Mohali, Near Chandigarh-160 055
Tel. : 91-172-2271620-27, Fax : 91-172-2271307 & 2272731

Website : www.swarajenterprise.com

CIN - L50210PB1985PLC006473

SWARAJ ENGINES LIMITED

CIN: L50210PB1985PLC006473

Registered Office: Phase IV, Industrial Area, S.A.S.Nagar (Mohali), Punjab – 160055

Tel: 0172-2271620, Fax: 0172-2272731

E-mail: selinvestor@swarajenterprise.com; Website: www.swarajenterprise.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Swaraj Engines Limited ("the Company") by means of Postal Ballot ("Postal Ballot Notice / Notice") through Remote E-Voting pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, inter-alia, conducting postal ballot through e-voting vide General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September, 2025 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

SPECIAL BUSINESS

Item No. 1

APPOINTMENT OF MR. GAGANJOT SINGH (DIN: 09301803) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of the Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions / regulation of the Act and SEBI LODR, the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Mr. Gaganjot Singh (DIN: 09301803), who was appointed by the Board of Directors as an Additional Director with effect from 17th October, 2025 under Section 161 of the Act 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 of the Company, being so eligible, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company with effect from 17th October, 2025, liable to retire by rotation."

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI LODR, setting out the material facts and reasons for the proposed resolution to be transacted by Postal Ballot and Remote E-Voting, is appended herein below and forms part of the Notice. Members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote E-Voting facility provided by the Company.
2. The relevant document referred to in the accompanying Postal Ballot Notice and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days and until the last date of receipt of votes through Remote E-Voting. Members seeking to inspect such documents can send an email to selinvestor@swarajenterprise.com mentioning their name, Folio No./ DP ID and Client ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.
3. In line with the MCA Circulars, Postal Ballot Notice is being sent by the Company only through electronic mode to all those Members who have registered their email addresses with the Company / M/s MCS Share Transfer Agent Limited ('MCS'), the Registrar and Share Transfer Agent of the Company ('RTA') or Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 7th November, 2025 ("Cut-off date")**. Physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote E-Voting system.
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 7th November, 2025, being the Cut-off date, are entitled to Remote E-Voting on the resolution set forth in the Postal Ballot Notice. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
5. Members may note that this Postal Ballot Notice is available on Company's website <https://www.swarajenterprise.com/agm>, Stock Exchanges website (www.bseindia.com and www.nseindia.com) and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
6. In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for Members to exercise their right to vote on the resolutions set forth in this Notice, through Remote E-Voting system. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL).
7. Remote E-Voting period shall commence on **Wednesday, 12th November, 2025 (9:00 A.M. IST) and will end on Thursday, 11th December, 2025 (5:00 P.M. IST)** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA or the Depositories), may cast their vote electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the Remote E-Voting. The Remote E-Voting module shall be disabled by NSDL for voting thereafter.

8. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off date i.e. Friday, 7th November, 2025. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast his / her vote through Remote E-Voting.
9. During the Remote E-Voting period, Members can login at e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
10. The Board of Directors of the Company have appointed Mr. Ajay K. Arora, a Practicing Company Secretary (Membership No. FCS-2191, C.P. No. 993) and failing him, Mr. Kanwaljit Singh, a Practicing Company Secretary (Membership No. FCS-5901, C.P. No. 5870), as the Scrutinizer for conducting the Postal Ballot through Remote E-Voting process in a fair and transparent manner.
11. The Scrutinizer shall after the conclusion of the remote e-voting unblock the votes cast through remote e-voting and make a Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him, who shall countersign the same. The result declared along with the Scrutinizer's Report would be displayed on the Company's website <https://www.swarajenterprise.com> and available on NSDL website <https://www.evoting.nsdl.com> and on website of the Stock Exchanges i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com where the shares of the Company are presently listed and also on the notice board at the Registered Office of the Company, not later than 48 hours from the time of conclusion of remote e-voting.
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote E-Voting i.e. on Thursday, 11th December, 2025. Further, Resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members convened in this regard.
13. Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot Notice may obtain the Postal Ballot Notice by sending an e-mail to the Company's RTA at admin@mcsregistrars.com or to the Company at selinvestor@swarajenterprise.com. Post receipt of the e-mail, Members would get soft copy of the notice and the procedure for e-voting to enable voting for this Postal Ballot.
14. Members holding shares in dematerialised mode who have not registered / updated their email addresses are requested to register / update their email addresses with the relevant Depository Participants.
15. Members holding shares in physical mode may please note that the Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by all the shareholders who are holding their shares in physical form. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://swarajenterprise.com/ImpNot>

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account;

renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://swarajenterprise.com/ImpNot>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. Voting through electronic means

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 : Access to NSDL e-Voting system

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

Details on Step 1 is mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id correctly in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. NSDL IDeAS facility A. If you are already registered for NSDL IDeAS facility, Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After

	successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. B. If the user is not registered for IDeAS e-Services If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. e-Voting website of NSDL 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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 on NSDL e-Voting system.
5. 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***

6. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in this Notice at Point No. 4 of General Guidelines for shareholders.

7. 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.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. 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 all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the Company.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 with a copy marked to evoting@nsdl.com. They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, NSDL at evoting@nsdl.com
4. Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company:
 1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to selinvestor@swarajenterprise.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to selinvestor@swarajenterprise.com.
 3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
 4. Alternatively shareholders may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

BY ORDER OF THE BOARD

(RAJESH KUMAR KAPILA)
Company Secretary
M.No. : ACS - 9936

Date: 16th October, 2025
Place: S.A.S.Nagar (Mohali)

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and in terms of the Articles of Association of the Company, the Board is empowered to appoint an Additional Director. Accordingly, the Board of Directors, on the recommendation of Nomination & Remuneration Committee, appointed Mr. Gaganjot Singh (DIN: 09301803), as an Additional Director (Non-Executive Non-Independent) of the Company effective from 17th October, 2025.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI LODR"), as amended, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders of the Company for the appointment of Mr. Gaganjot Singh on the Board as a Director is required within a period of three months from the date of his appointment i.e. 17th October, 2025.

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 16th October, 2025, has proposed to the Members of the Company, the appointment of Mr. Gaganjot Singh as Director of the Company, liable to retire by rotation.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Gaganjot Singh for the office of the Director of the Company.

The brief profile and other details with regard to Mr. Gaganjot Singh as stipulated under SEBI LODR and the applicable Secretarial Standards are as below:

Brief Profile of Mr. Gaganjot Singh (DIN: 09301803) including the nature of expertise in specific functional area:

Mr. Gaganjot Singh, aged 52 years, holds B.Com and MBA degrees. He is currently Chief Executive Officer of Swaraj Division of Mahindra & Mahindra Ltd. (M&M).

Mr. Gaganjot has diverse experience in India and internationally. Prior to joining M&M in 2024, he was working with global tyre company Michelin for almost 13 years. His last position in Michelin was President – Africa, India and Middle East Region where he led various transformative projects around Growth & Profitability, Customer Centricity and Capacity Building in different areas of the business. Prior to this position which he held for 3.5 years, he worked in France, South Africa and India for Michelin.

Mr. Gaganjot's first 14 years were in domain of Finance where he worked with GlaxoSmithKline Consumer Healthcare, Pepsi and Saint-Gobain. He was the Chief Financial Officer (CFO) in Saint-Gobain before joining Michelin.

Mr. Gaganjot is currently not holding Directorship in any company.

Other information

The other details as stipulated under Regulation 36 of the SEBI LODR and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are as under:

Name of Director	Mr. Gaganjot Singh
Director Identification Number (DIN)	09301803
Date of appointment	17-10-2025
Age	52 Years
Brief resume, nature of expertise in specific functional areas	As stated above
Qualification	B.Com and MBA
List of Directorship	Nil
Listed entities from which Director has resigned in last 3 years	Nil
Committee Membership	Nil
No. of Board Meetings of Swaraj Engines Limited attended during FY2024-25	Not Applicable as the appointment is effective from 17-10-2025
Terms and Conditions of appointment, details of remuneration sought to be paid	Non-Executive Non-Independent Director liable to retire by rotation and no remuneration (including sitting fees) is payable.
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Shareholding in Swaraj Engines Limited	Nil

Mr. Gaganjot Singh has given his consent to act as a Director under Section 152(5) of the Act and has confirmed that he is not disqualified from being appointed as Director of the Company under Section 164(2) of the Act. Mr. Singh has also confirmed that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India or any other authority.

The skills/expertise/competencies identified by the Board in context of the Company's business include qualification and experience, business knowledge, understanding of industry and global trends, driving corporate ethics and values and ability to devote sufficient time & attention. Considering the given profile of Mr. Gaganjot Singh, the Board is of the view that he has wide & varied experience and possesses the requisite skills and capabilities to act as a Director of the Company.

Apart from Mr. Gaganjot Singh, who would be interested in his appointment and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 1 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board, upon the recommendation of Nomination and Remuneration Committee, is of the view that Mr. Gaganjot Singh's knowledge and experience will be of immense value to the Company and therefore, recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for his appointment as a Director of the Company, liable to retire by rotation, for the approval of the Members of the Company.

This explanatory statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2).

BY ORDER OF THE BOARD

(RAJESH KUMAR KAPILA)
Company Secretary
M.No. : ACS - 9936

Date: 16th October, 2025
Place: S.A.S.Nagar (Mohali)

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