

# 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  
24<sup>th</sup> August, 2023

**BSE Limited**

Listing Department  
P.J. Towers, 1<sup>st</sup> 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 by way of Special Resolution for the following item as set out in the said Notice, through remote e-voting:

1. Appointment of Ms. Smita Mankad (DIN: 02009838) as an 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, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, 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, 18th August, 2023 ('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 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 Friday, 25th August, 2023 (9:00 A.M. IST) and ends on Saturday, 23<sup>rd</sup> September, 2023 (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](http://www.swarajenterprise.com) and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://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](http://www.swarajenterprise.com)

**CIN - L50210PB1985PLC006473**

# SWARAJ ENGINES LIMITED

CIN: L50210PB1985PLC006473

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

Tel: 0172-2271620-27, Fax: 0172-2272731

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

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## 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, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 (“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 MS. SMITA MANKAD AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and 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 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1C) and other applicable provisions/regulations 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), the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Ms. Smita Mankad (DIN: 02009838), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) of the Company with effect from 1<sup>st</sup> August, 2023 under Section 161 of the Act and who qualifies for being 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 Act proposing her candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from 1<sup>st</sup> August, 2023 to 31<sup>st</sup> July, 2028.

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 of the Act and Regulation 36 of the SEBI LODR, setting out the material facts and reasons for the proposed Special 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](mailto: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, the Company will send Postal Ballot Notice only by email to all 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, 18<sup>th</sup> August, 2023 ("Cut-off date")**. Physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members who have not registered their email address with the Company/RTA or the Depositories.
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 18<sup>th</sup> August, 2023, being the Cut-off date, are entitled to Remote E-Voting on the Special 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>, Stock Exchanges website ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://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 resolution 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 **Friday, 25<sup>th</sup> August, 2023 (9:00 A.M. IST) and will end on Saturday, 23<sup>rd</sup> September, 2023 (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, 18<sup>th</sup> August, 2023. 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, Practicing Company Secretary (Membership No. FCS-2191), Proprietor of M/s. A.Arora & Co., Company Secretaries, Chandigarh, 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](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://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 Saturday, 23<sup>rd</sup> September, 2023.
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](mailto:admin@mcsregistrars.com) or to the Company at [selinvestor@swarajenterprise.com](mailto: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 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. Effective from 1st January 2022, any service requests or complaints received from such member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://swarajenterprise.com/ImpNot>
15. 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 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	<p><b>A. NSDL IDeAS facility</b></p> <p><b>1. If you are already registered for NSDL IDeAS facility</b></p> <p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p><b>2. If the user is not registered for IDeAS e-Services</b></p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>B. e-Voting website of NSDL</b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site</p>

	<p>wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p><b>C.</b> Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

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.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](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).
- c) 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 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](mailto:ajaykcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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](mailto: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](mailto: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.co.in](mailto:evoting@nsdl.co.in) 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: 22<sup>nd</sup> August, 2023  
Place: S.A.S.Nagar (Mohali)

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

## **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, pursuant to Section 161 of the Companies Act, 2013 and on recommendation of Nomination & Remuneration Committee, appointed Ms. Smita Mankad, as an Additional Director (Non-Executive and Independent) of the Company effective 1<sup>st</sup> August, 2023, subject to approval of the Members.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 Ms. Smita Mankad on the Board is required within a period of three months from the date of her appointment i.e. 1<sup>st</sup> August, 2023.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Smita Mankad for the office of the Director of the Company.

The brief profile and other details with regard to Ms. Smita Mankad as stipulated under SEBI LODR and the applicable Secretarial Standards are as below:

**Brief Profile of Ms. Smita Mankad (DIN: 02009838) including the nature of expertise in specific functional area**

Ms. Smita Mankad, aged 52 years, has three decades of experience spanning the corporate, social and government sectors, and further, a combination of both grassroots level work and board level governance – unique combinations that give her an unparalleled perspective on both policy and implementation. An Independent Woman Director on various corporate boards, and an independent consultant to retail, social and craft enterprises offering business planning support to ensure sustainability, where she aims to combine commercial impact with social impact – her area of interest, passion and experience.

Ms. Mankad is an Economics (Hons) graduate from Lady Shriram College for Women, Delhi University, and an MBA from Narsee Monjee Institute of Management Studies, Mumbai University.

She started her career with TATA Motors in export finance, and after 6 years with ABN AMRO Bank in corporate banking product management, moved to Fabindia where she has spent 12 years across various divisions including international business, retail operations and setting up new stores, launching the personal care range, creating systems processes and internal audits, and thereafter managing the Fabindia's entire sourcing and supply chain of its wholly owned subsidiary Artisans Micro Finance Pvt. Ltd. (AMFPL), of which she was Managing Director from 2008 to 2013. She also worked with ORGANIC INDIA from 2013 – 15 on their nutrition, preventive healthcare and wellness enterprise. During 2017-18, she had worked in the Government as Head of the newly set up Food Fortification Resource Centre (FFRC) at the Food Safety and Standards Authority of India (FSSAI), Ministry of Health & Family Welfare, Government of India.

She was awarded the Vedica Women's Alliance V-WA 50 Award for excellence in Marketing & Sales in 2021, and the Social Innovation Award by the Women Mentors Forum in 2023. She has also been profiled in the book 'She Is' - a compilation of women advancing the Sustainable Development Goals in India - for her work with SDG 10 'Reduced Inequalities'. She was awarded the prestigious Chevening Research, Science and Innovation Program (CRISP) Fellowship of the British Foreign, Commonwealth and Development Office (FCDO).

Ms. Mankad is currently also on the Board of Fabindia Ltd., Mahindra Heavy Engines Ltd., Mahindra Waste to Energy Ltd. and Imperial Auto Industries Ltd. She is also on the Boards of the Women on Wings Foundation (WOW) in the Netherlands and India; WOW is an Indo-Dutch organization whose aim is to create 1 million jobs for women in rural India, and TARSHI, an NGO which works on creating safe spaces for young people.

## 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	Ms. Smita Mankad
Director Identification Number (DIN)	02009838
Date of appointment	01-08-2023
Age	52 Years
Brief resume, nature of expertise in specific functional areas	As stated above
Qualification	Graduate in Economics (Hons) and an MBA
List of Directorship	Fabindia Ltd. Mahindra Heavy Engines Ltd. Mahindra Waste to Energy Ltd. Imperial Auto Industries Ltd. Women on Wings Foundation TARSHI
Listed entities from which Director has resigned in last 3 years	Nil
Committee Membership	<p><b>Fabindia Ltd.:</b> Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee - Chairperson</p> <p><b>Mahindra Heavy Engines Ltd.:</b> Audit Committee – Chairperson Nomination and Remuneration Committee - Member</p> <p><b>Mahindra Waste to Energy Ltd.:</b> Audit Committee – Member Nomination and Remuneration Committee – Chairperson</p> <p><b>Imperial Auto Industries Ltd.:</b> Audit Committee – Member Nomination and Remuneration Committee – Chairperson Corporate Social Responsibility Committee – Chairperson</p>
No. of Board Meetings of Swaraj Engines Limited attended during FY 2022-23	Not Applicable as the appointment is effective from 01-08-2023
Terms and Conditions of appointment, details of remuneration sought to be paid	Appointment for a term of 5 (Five) consecutive years commencing from 1 <sup>st</sup> August, 2023 to 31 <sup>st</sup> July, 2028. She would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committee(s) thereof, if any, and reimbursement of expense for attending the meetings. 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.
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Shareholding in Swaraj Engines Limited	Nil

Ms. Smita Mankad has given her consent to act as a Director under Section 152(5) of the Act and has confirmed that she is not disqualified from being appointed as Director of the Company under Section 164(2) of the Act. Ms. Smita Mankad has also confirmed that she 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. She has given requisite declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR. She has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Ms. Smita Mankad is also registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempted from appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder.

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 Ms. Smita Mankad, the Board is of the view that she has wide & varied experience and possesses the requisite skills and capabilities to act as an Independent Director of the Company.

Apart from Ms. Mankad, who would be interested in her appointment and her 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 Ms. Smita Mankad's knowledge and experience will be of immense value to the Company and therefore, recommends the Special Resolution as set out at Item No. 1 of the Notice for her appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from 1st August, 2023 to 31st July, 2028, for the approval of the Members of the Company.

BY ORDER OF THE BOARD

(RAJESH KUMAR KAPILA)

Company Secretary

M.No.: ACS-9936

Date: 22<sup>nd</sup> August, 2023

Place: S.A.S.Nagar (Mohali)

Registered Office:

Phase IV, Industrial Area

S.A.S. Nagar (Mohali), Punjab – 160 055

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