



# 30th

Annual Report

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SWARAJ ENGINES LIMITED

# Swaraj Engines Limited

## Company Secretary

M.S. GREWAL

## Auditors

M/S DAVINDER S. JAAJ & CO.  
Chartered Accountants

## Bankers

CANARA BANK  
HDFC BANK LIMITED  
AXIS BANK LIMITED

## Registered Office

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

## Works

Plot No. 2, Industrial Phase IX  
S.A.S. Nagar (Mohali)  
Punjab 160 062

## Website

[www.swarajenterprise.com](http://www.swarajenterprise.com)

## BOARD OF DIRECTORS

SUDHIR MANKAD  
*Chairman*

DR. PAWAN GOENKA

DR. T.N.KAPOOR

R.R.DESHPANDE

VIJAY VARMA

RAJAN WADHERA

S.DURGASHANKAR

DILEEP C. CHOKSI

NEERA SAGGI

M.N.KAUSHAL  
*Whole Time Director*

## ANNUAL GENERAL MEETING

on Tuesday, 26th July, 2016  
at 12:30 P.M. at Swaraj Engines Limited  
Plot No. 2, Industrial Phase IX  
S.A.S. Nagar (Mohali)  
Punjab 160 062

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**KEY PERFORMANCE INDICATORS - LAST TEN YEARS**
**(Rs. in Crores)**

<b>Fiscal Year →</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
<b>Engines Sold (Nos.)</b>	<b>17702</b>	<b>16408</b>	<b>28539</b>	<b>39143</b>	<b>47413</b>	<b>55239</b>	<b>57377</b>	<b>74062</b>	<b>64595</b>	<b>64088</b>
<b>Total Revenue (Net)^</b>	<b>129.32</b>	<b>125.54</b>	<b>208.34</b>	<b>286.62</b>	<b>363.45</b>	<b>452.64</b>	<b>486.11</b>	<b>614.75</b>	<b>543.31</b>	<b>528.27</b>
<b>PBIDT</b>	<b>26.58</b>	<b>23.36</b>	<b>32.04</b>	<b>53.75</b>	<b>63.08</b>	<b>73.43</b>	<b>78.56</b>	<b>97.11</b>	<b>78.33</b>	<b>75.96</b>
Finance Charges (Net)	(0.45)	(3.27)	(4.87)	(5.80)	(5.73)	(8.10)	(8.10)	(10.97)	(12.69)	(13.89)
Depreciation	4.40	4.59	4.69	4.84	4.46	4.26	7.16	9.12	13.20	13.80
<b>Profit Before Exceptional Items</b>	<b>22.63</b>	<b>22.04</b>	<b>32.22</b>	<b>54.71</b>	<b>64.35</b>	<b>77.27</b>	<b>79.50</b>	<b>98.96</b>	<b>77.82</b>	<b>76.05</b>
Exceptional Items [Expenses / (Income)]	—	—	—	—	—	—	—	1.15	—	—
<b>Profit Before Tax</b>	<b>22.63</b>	<b>22.04</b>	<b>32.22</b>	<b>54.71</b>	<b>64.35</b>	<b>77.27</b>	<b>79.50</b>	<b>97.81</b>	<b>77.82</b>	<b>76.05</b>
Income Tax	7.77	7.68	10.95	17.36	20.44	24.45	24.10	30.81	25.98	24.85
<b>Profit After Tax</b>	<b>14.86</b>	<b>14.36</b>	<b>21.27</b>	<b>37.35</b>	<b>43.91</b>	<b>52.82</b>	<b>55.40</b>	<b>67.00</b>	<b>51.84</b>	<b>51.20</b>
Dividend %	Nil	50	50	80	100	130	330 #	350#	330#	330#
Dividend Payout	Nil	6.21	6.21	9.94	12.42	16.15	40.99	43.47	40.99	40.99
Equity Share Capital	12.42	12.42	12.42	12.42	12.42	12.42	12.42	12.42	12.42	12.42
<b>Net Worth</b>	<b>75.87</b>	<b>82.96</b>	<b>96.97</b>	<b>122.74</b>	<b>152.22</b>	<b>186.28</b>	<b>193.73</b>	<b>209.88</b>	<b>212.07</b>	<b>214.05</b>
Capital Employed	81.41	88.04	100.84	125.42	154.14	189.48	200.06	216.82	218.39	221.65
Market Capitalisation	176.36	265.78	118.05	360.36	532.93	498.10	490.58	859.20	1003.83	1063.88
<b>PBIDT/Total Revenue %</b>	<b>20.6</b>	<b>18.6</b>	<b>15.4</b>	<b>18.8</b>	<b>17.4</b>	<b>16.2</b>	<b>16.2</b>	<b>15.8</b>	<b>14.4</b>	<b>14.4</b>
<b>Return on Net Worth %</b>	<b>19.6</b>	<b>17.3</b>	<b>21.9</b>	<b>30.4</b>	<b>28.9</b>	<b>28.4</b>	<b>28.6</b>	<b>31.9</b>	<b>24.4</b>	<b>23.9</b>
<b>Earning Per Share (Rs.)</b>	<b>12.0</b>	<b>11.6</b>	<b>17.1</b>	<b>30.1</b>	<b>35.4</b>	<b>42.5</b>	<b>44.6</b>	<b>53.9</b>	<b>41.7</b>	<b>41.2</b>
<b>Book Value Per Share (Rs.)</b>	<b>61.1</b>	<b>66.8</b>	<b>78.1</b>	<b>98.8</b>	<b>122.6</b>	<b>150.0</b>	<b>156.0</b>	<b>169.0</b>	<b>170.8</b>	<b>172.3</b>

#Include Special Dividend of 200% in 2013, 2014 and 180% in 2015 &amp; 2016

^ Total Revenue (Net) from 2012 onwards exclude interest income

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 30th Annual General Meeting of Swaraj Engines Limited will be held on **Tuesday, the 26th day of July, 2016 at 12.30 P.M.** at the Works of the Company at Plot No. 2, Industrial Phase IX, S.A.S. Nagar (Mohali), Punjab - 160 062 to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 including the audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Shri Vijay Varma (DIN 00011352) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Rajan Wadhera (DIN 00416429) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 139 of the Companies Act, 2013, M/s Davinder S. Jaaj & Co., Chartered Accountants (ICAI Registration No. 000969N), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

### **SPECIAL BUSINESS**

6. **To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

"RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Regulations contained in the Articles of Association submitted to this Meeting, be approved and adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.

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

7. **To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

"RESOLVED that in supersession of the Resolution passed by the Members at the 26th Annual General Meeting held on 31st July, 2012 vide Item No. 9 of the Notice dated 26th June, 2012, and pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e. Directors who are neither the Managing Director nor the Whole Time Director(s) and such of the remainder as may not desire to participate), be paid such sum by way of commission, in addition to the sitting fees for attending the Meetings of the Board of Directors or Committees thereof as the Board of Directors may from time to time determine not exceeding in aggregate, one per cent of the net profits of the Company for each Financial Year as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, provided that none of such Directors shall, in any Financial Year individually receive a portion of such remuneration more than one quarter per cent of the net profits of the Company.

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

8. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s V. Kumar & Associates, Cost Accountants having Firm Registration No. 100137, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2017, be paid a remuneration of Rs.70,000/- (Rupees seventy thousand only) (excluding all taxes and reimbursement of out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit).

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

**NOTES**

1. Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company.
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s MCS Share Transfer Agent Limited having their office at F-65, First Floor, Okhla Industrial Area, Phase I, New Delhi - 110 020.
5. The Register of Members and Share Transfer Books of the Company will be closed from 9th July, 2016 to 15th July, 2016 (both days inclusive).
6. The dividend, if declared at the Annual General Meeting, would be paid / despatched on or after 27th July, 2016 to those shareholders or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 8th July, 2016 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and
  - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Share Transfer Agent on or before 8th July, 2016.
7. Members/Proxies are requested to bring their attendance slips and copy of Annual Report to the Meeting.
8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Secretary of the Company at least 10 days before the date of the Meeting so that information required may be compiled and made available at the Meeting.
9. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the Company has transferred unclaimed dividends for and upto the financial year ended 31st March, 2008 to the Investor Education and Protection Fund (IEPF). The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 28th July, 2015 (date of last Annual General Meeting) on the website of the Company ([www.swarajenterprise.com](http://www.swarajenterprise.com)). Members who have not encashed the dividend warrant(s) so far for any subsequent financial years are requested to make their claims to the

Company. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF, no claim shall lie against the IEPF or the Company in respect thereof.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH13 duly filled in to Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at their abovementioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
12. Payment of Dividend through ECS:
  - a) The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for the payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
  - b) Members holding shares in physical form and wishing to avail the facility of electronic credit of dividend directly to their respective bank accounts through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) are requested to intimate the particulars of their bank account, viz., name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC, type of account and account number latest by 15th July, 2016, to Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited. Members located in places where ECS/NECS facility is not available may submit their bank details to enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.
13. For receiving all shareholder communications faster, including annual reports, the shareholders are requested to kindly register/update their e-mail address with their respective Depository Participant, where shares are held in electronic mode. If, however, shares are held in physical form, shareholders are advised to register their e-mail address with Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited.
14. Members are requested to:
  - Intimate to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at their above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form.
  - Intimate directly to the respective Depository Participant, changes, if any, in their registered addresses, nomination, power of attorney etc. at an early date, in case of shares held in dematerialised form. The Company will not take cognizance of any such requests directly from shareholders.
  - Quote their folio numbers/Client ID/ DP ID in all correspondence.
  - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
15. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL). The shareholders may cast their vote using an electronic voting system from a place other than the venue of the meeting ("Remote e-voting").

The instructions for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
  - (i) Open email and open attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Open the internet browser by typing the URL: <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder - Login
  - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - (vi) Password change menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
  - (viii) Select "EVEN" (E-Voting Event Number) of Swaraj Engines Limited. Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. For the members whose email IDs are not registered with the Company/Depository Participant(s):
  - (i) Initial password alongwith physical copy of the Notice of AGM is being sent separately in the permitted mode.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number 1800-222-990.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on 22nd July, 2016 (9:00 a.m.) and ends on 25th July, 2016 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the 19th July, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again. The shareholders who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.



## SWARAJ ENGINES LIMITED

- V. The facility for voting through ballot will also be made available at the AGM and shareholders attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, the 19th July, 2016.
- VII. Any person, who acquires shares of the Company and become shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 19th July, 2016, may obtain the Login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Share Transfer Agent of the Company.
- If the shareholder is already registered with NSDL for remote e-voting then he can use his existing User ID and password for casting the vote through remote e-voting.
- VIII. Mr. Ajay K Arora, Practising Company Secretary (Membership No.2191), Proprietor - M/s. A. Arora & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- IX. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- X. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.swarajenterprise.com](http://www.swarajenterprise.com) and on the website of NSDL.
- XI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th July, 2016.

### 16. Re-appointment of Directors

Shri Vijay Varma and Shri Rajan Wadhera shall retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Shri Vijay Varma and Shri Rajan Wadhera do not hold any Equity Shares in the Company.

None of the Directors of the Company are inter-se related to each other.

In respect of the information to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Directors being re-appointed, Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

### 17. The route map of the venue of the Meeting is attached to the Notice.

Registered Office :  
Phase IV, Industrial Area  
S.A.S. Nagar (Mohali)  
Punjab - 160 055  
Tel: 0172-2271620-27, Fax: 0172-2272731  
Email: [selinvestor@swarajenterprise.com](mailto:selinvestor@swarajenterprise.com)  
Website: [www.swarajenterprise.com](http://www.swarajenterprise.com)  
CIN: L50210PB1985PLC006473  
26th April, 2016

BY ORDER OF THE BOARD

(M.S. GREWAL)  
Company Secretary

**ANNEXURE TO NOTICE**

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

**Item No. 6**

The Articles of Association ("AoA") of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were made, from time to time, over the past several years. The existing AoA are based on the Companies Act, 1956 and as such several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Moreover, some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act"). The Act is now in force (barring certain provisions). As substantive sections of the Act which deal with the general working of companies stand notified, several regulations of the existing AoA of the Company require alterations or deletions.

Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles to make it consistent with the provisions of the Act including the Rules framed thereunder. The new AoA to be substituted in place of the existing AoA are largely based on Table 'F' of the Act which sets out the model Articles of Association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Existing articles have been streamlined and aligned with the Act;
- (b) New provisions relating to appointment of Chief Executive Officer and Chief Financial Officer, in addition to Manager and Company Secretary;
- (c) The statutory provisions of the Act which permit a company to do some acts "if so authorised by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (d) Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication - their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed draft AoA is being uploaded on the Company's website at [www.swarajenterprise.com](http://www.swarajenterprise.com) for perusal by the Members and is also available for inspection of the Members in physical or in electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) as well as during the AGM at the venue thereof.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of Members.

**Item No. 7**

The Members at the 26th Annual General Meeting of the Company held on 31st July, 2012, had passed a Special Resolution for payment of commission of up to 1% per annum of the net profits of the Company to the Directors of the Company, other than the Directors who are in the whole-time employment of the Company, the Managing Director, Executive Director(s) and such other Directors as may not desire to participate, for a period of five years with effect from 1st April, 2011 and such commission be distributed amongst and paid to the aforesaid Directors in such proportions as the Board of Directors may decide from time to time, subject to a limit of one quarter per cent of the net profits for any such Director.

In accordance with the approval of the Board, commission is being paid to all the Non-Executive Directors other than such Directors who may not desire to participate. In addition, the Non-Executive Directors, other than Directors representing Mahindra & Mahindra Limited, are paid sitting fees for attending the meetings of the Board or Committees thereof.

The provisions of Sections 197(1)(ii) and 197(4) of the Companies Act, 2013 empower the Board to approve remuneration to the Directors of the Company, other than Directors who are in the whole-time employment of the Company, the Managing Director, Executive Director(s) and such other Directors as may not desire to participate, not exceeding one per cent of the net