

# 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  
10<sup>th</sup> November, 2022

**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

**Ref: 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 Ordinary Resolutions for the following items as set out in the said Notice, through remote e-voting:

1. Appointment of Mr. Harish Chavan (DIN: 06890989) as a Non-Executive Non-Independent Director
2. Appointment of Mr. Puneet Renjhen (DIN: 09498488) as a Non-Executive Non-Independent Director

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 and 3/2022 dated 5th May, 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, 4th November, 2022 ('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, 11th November, 2022 (9:00 A.M. IST) and ends on Saturday, 10th December, 2022 (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.nsd.com](http://www.evoting.nsd.com).

This is for your information and records.

With regards,

**For Swaraj Engines Limited**

**(RAJESH K. KAPILA)**  
Company Secretary

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 resolutions 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 and 03/2022 dated 5th May, 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 MR. HARISH CHAVAN AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR:**

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, Mr. Harish Chavan (DIN: 06890989), who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act read with Article 107 of the Articles of Association of the Company as an Additional Non-Executive Non-Independent Director with effect from 3<sup>rd</sup> October, 2022 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 3<sup>rd</sup> October, 2022, liable to retire by rotation."

## **Item No. 2**

### **APPOINTMENT OF MR. PUNEET RENJHEN AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR:**

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, Mr. Puneet Renjhen (DIN: 09498488), who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act read with Article 107 of the Articles of Association of the Company as an Additional Non-Executive Non-Independent Director with effect from 3<sup>rd</sup> October, 2022 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 3<sup>rd</sup> October, 2022, liable to retire by rotation."

#### **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 Ordinary Resolutions 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 resolutions 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, 4<sup>th</sup> November, 2022 ("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, 4<sup>th</sup> November, 2022, being the Cut-off date, are entitled to Remote E-Voting on the Ordinary 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 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 Friday, 11<sup>th</sup> November, 2022 (9:00 A.M. IST) and will end on Saturday, 10<sup>th</sup> December, 2022 (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 resolutions 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, 4<sup>th</sup> November, 2022. 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. 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, 10<sup>th</sup> December, 2022.

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. Voting through electronic means

- I. 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered for NSDL IDeAS facility,</b></p> <ol style="list-style-type: none"> <li>1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile phone.</li> <li>2. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section.</li> <li>3. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.</li> <li>4. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page.</li> </ol>

5. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**If the user is not registered for IDeAS e-Services,**

1. The option to register is available at <https://eservices.nsd.com>.
2. Select “**Register Online for IDeAS**” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Upon successful registration, please follow steps given at Point 1 to 5 above.

**B. e-Voting website of NSDL**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile phone.
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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- c. 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



<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. 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. 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.</li> </ol>

**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.

<b>Login type</b>	<b>Helpdesk details</b>
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 phone.
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 toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request 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:
  - I. 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to the Company at [selinvestor@swarajenterprise.com](mailto:selinvestor@swarajenterprise.com).
  - II. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to the Company at [selinvestor@swarajenterprise.com](mailto:selinvestor@swarajenterprise.com).
  - III. If you are an Individual shareholders 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.

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.

- II. Any person, who acquires shares of the Company and become a Member of the Company after sending of the Notice and holding shares as on the Cut-off date i.e. Friday, 4<sup>th</sup> November, 2022, may obtain the Login ID and password by sending an e-mail to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Registrar and Share Transfer Agent of the Company at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or to the Company at [selinvestor@swarajenterprise.com](mailto:selinvestor@swarajenterprise.com). However, if they are already registered with NSDL for remote e-voting, then they can use their existing User ID and password for casting the vote through remote e-voting. If they forget the password, they can reset the password by using “Forget User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

BY ORDER OF THE BOARD

(RAJESH KUMAR KAPILA)  
Company Secretary  
Membership No. A9936

Date: 31<sup>st</sup> October, 2022

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 Mr. Harish Chavan, as an Additional Non-Executive Non-Independent Director of the Company effective 3rd October, 2022, subject to approval of the Members.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI LODR), 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. Hairsh Chavan on the Board is required within a period of three months from the date of his appointment i.e. 3rd October, 2022.

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

The details with regard to Mr. Harish Chavan as stipulated under SEBI LODR and the applicable Secretarial Standards are as below:

#### **Brief Profile of Mr. Harish Chavan (DIN: 06890989) including the nature of expertise in specific functional area**

Mr. Harish Chavan, aged 52 years, is a graduate in Mechanical Engineering and has MBA degree in Finance. He has over 30 years of experience in diverse business functions and multicultural business environments in India as well as in the overseas markets. In his career spanning over 25 years with Mahindra, he has been involved in various assignments in domestic and international business.

Mr. Chavan is currently the Chief Executive Officer of Swaraj Division, Farm Equipment Sector (FES) of Mahindra & Mahindra Ltd. (M&M). Swaraj Tractors is No.2 brand in Indian tractor industry with multiple manufacturing plants and pan India dealer network of 1000+ dealers. Prior to his current role, he was Chief of International Operations, FES of Mahindra & Mahindra Ltd. He was responsible for overseas business and looked after international subsidiaries involved in tractors and farm implements business, by providing oversight as a board member. During his stint at International Operations of M&M, he was also involved in alliances and partnerships in different parts of the world to pursue inorganic growth opportunities.

Earlier, he has held various positions in tractor business of Mahindra including, as Chief Operating Officer - Farm Division and handled various business development roles in domestic & international markets. He has served as President & CEO of M&M's China Operations based in China for more than 5 years and was awarded prestigious Lushan Friendship Award by Jiangxi province of China.

Prior to joining Mahindra, he has also worked with Crompton Greaves Ltd. in Power Systems Group during the initial years of his career.

He has been actively associated and held positions with Industry associations such as Confederation of Indian Industry (CII) and Tractor Manufacturers Association (TMA).

## **Directorships and Committee positions:**

Apart from Swaraj Engines Limited ('the Company'), Mr. Harish Chavan holds Directorship in Gromax Agri Equipment Limited. He is Chairman of the Company's Stakeholder Relationship Committee and Member of Corporate Social Responsibility Committee and Risk Management Committee. He is also Chairman of Nomination and Remuneration Committee of Gromax Agri Equipment Limited. Further, in the past three years, he has resigned as Director of Swaraj Engines Limited, a listed entity, effective from 31st July, 2022.

## **Attendance at Board Meetings since his appointment**

Mr. Harish Chavan was appointed as Additional Director of the Company by the Board effective 3<sup>rd</sup> October, 2022. Since his appointment, no Board Meeting(s) has been convened except on 31<sup>st</sup> October, 2022 and he has attended the same.

## **Other Information**

Mr. Harish Chavan shall not be drawing any remuneration from the Company. Mr. Chavan is an employee of Mahindra and Mahindra Limited (M&M) and continues to draw remuneration from M&M. As of now, neither sitting fees nor commission is payable to Mr. Harish Chavan by the Company.

As on the date of this Notice, Mr. Chavan does not hold any equity shares of the Company.

Mr. Harish Chavan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Non-Independent Director. Mr. Harish Chavan 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.

Apart from Mr. Chavan, 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. Harish Chavan'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 Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for the approval of the Members of the Company.

## **Item No. 2**

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 Mr. Puneet Renjhen, as an Additional Non-Executive Non-Independent Director of the Company effective 3rd October, 2022, subject to approval of the Members.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI LODR), 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. Puneet Renjhen on the Board is required within a period of three months from the date of his appointment i.e. 3rd October, 2022.

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

The details with regard to Mr. Puneet Renjhen as stipulated under SEBI LODR and the applicable Secretarial Standards are as below:

### **Brief Profile of Mr. Puneet Renjhen (DIN: 09498488) including the nature of expertise in specific functional area**

Mr. Puneet Renjhen, aged 44 years, is Executive Vice President of Partnerships & Alliances and a member of Group Executive Board of Mahindra & Mahindra Ltd. He is responsible for leading Partnerships & Alliances for the Group and leveraging potential acquisitions, JVs and synergies to take the Group to the next leap of growth.

Prior to joining Mahindra & Mahindra Ltd., he was working as Executive Director, Investment Banking at Aventus. Prior to this he worked with Standard Chartered Bank (SCB) in Capital markets, M&A advisory and leveraged Finance out of their Singapore and Mumbai offices. He also worked with Citigroup in London & Mumbai in their Industrial, Real Estate and Technology Investment Banking teams. He has also briefly worked in Kotak & Lazard. In his career, he led advisory and capital raising transactions of more than USD 25 billion for some of the largest global and Indian corporates. Some of the key transactions executed by him include BII Investment in Mahindra SUV Electric Business, Tata Motors acquisition of Jaguar Land Rover, Sale of Mphasis, sale of select Mahindra Susten assets to CLP India, fund raising by Mahindra group, Tata group, Infosys, Bharat Forge etc.

Mr. Renjhen holds an MBA from the Indian School of Business in Hyderabad and has completed management courses at the London Business School in Leadership, Strategy, and Mergers and Acquisitions. He has completed his Bachelor's Degree in Commerce with Honours from Delhi University.

### **Directorships and Committee positions:**

Apart from Swaraj Engines Limited ('the Company'), Mr. Puneet Renjhen holds Directorship in Mahindra CIE Automotive Ltd., Mahindra Susten Pvt. Ltd. and New Delhi Centre for Sight Ltd. Except being a Member of Audit Committee of the Company, he does not hold Committee position in any other Company. Further, he has not resigned from any other listed entity in past three years.

## **Attendance at Board Meetings since his appointment**

Mr. Puneet Renjhen was appointed as Additional Director of the Company by the Board effective 3<sup>rd</sup> October, 2022. Since his appointment, no Board Meeting(s) has been convened except on 31<sup>st</sup> October, 2022 and he has attended the same.

## **Other Information**

Mr. Puneet Renjhen shall not be drawing any remuneration from the Company. Mr. Renjhen is an employee of Mahindra and Mahindra Limited (M&M) and continues to draw remuneration from M&M. As of now, neither sitting fees nor commission is payable to Mr. Puneet Renjhen by the Company.

As on the date of this Notice, Mr. Renjhen does not hold any equity shares of the Company.

Mr. Puneet Renjhen is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Non-Independent Director. Mr. Puneet Renjhen 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.

Apart from Mr. Renjhen, 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. 2 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. Puneet Renjhen's knowledge and experience will be of immense value to the Company and therefore, recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for his appointment as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for the approval of the Members of the Company.

BY ORDER OF THE BOARD

(RAJESH KUMAR KAPILA)  
Company Secretary  
Membership No. A9936

Date: 31<sup>st</sup> October, 2022

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

Registered Office:

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