



Investment Banking

January 31, 2018

The Secretary
BSE Limited
P J Towers
Dalal Street
Mumbai 400 001

✓ **The Secretary**
The National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir / Madam,

Sub: Buyback of 294,746 equity shares of INR 10/- each ("Share") of Swaraj Engines Limited ("Company") at a price of INR 2,400/- per Share under tender offer route ("Buyback")

This is with reference to the captioned subject and our letter dated January 22, 2018, submitting Letter of Offer dated January 20, 2018 for the Buyback. We are enclosing herewith a copy of Addendum to the Letter of Offer dated January 30 2018 ("Addendum"), that has been published on January 31, 2018 in the following newspapers:

- Financial Express (English) (all editions)
- Financial Express (Gujarati) (Ahmedabad edition)
- Jansatta (Hindi) (Delhi, Kolkata, Chandigarh, Lucknow editions)
- Punjabi Tribune (Punjabi) (Chandigarh (Mohali) edition)

In this regard, please find enclosed copies of the Addendum that has been published in Financial Express (English) on January 31, 2017.

Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Letter of Offer.

Yours sincerely,

For Kotak Mahindra Capital Company Limited

Amit Joshi
Vice President

Encl.: As above

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office..

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ty of Mahindra, senior
Shyam Divan told the
preme Court that the exis-
tence of the legislation itself is a

Identification Authority of India
(UIDAI), the enrolment body,
had previously denied tracking

front end," Divan said.

The senior counsel quoted
from UIDAI's affidavit which

ing to its own domain. There
will be no 360° view of an indi-
vidual." "The whole point is to

was con-
fare be-
people

From the Front

'Case for solid consolidation'

NCLT and IBC are important
but why do you say they will

spur investments? Suppose
Essar Steel is getting sold,
investments being done by it
will stabilise, not surge.

If balance sheets are clean,
companies can look for oppor-

tunities to invest. Otherwise,
they would be busy planning
how to get out of it. Also, if we
manage to fix this challenge, the
prospects for others will
brighten too. It will also make a

statement about how swiftly the
government is responding to
such challenges and that will
influence investment decisions
of other companies as well.

The Economic Survey says the
only truly sustainable (eco-
nomic) engines are exports
and investments. But one
could say either all engines,
including private consump-
tion, are sustainable or all are
not, given that each of these is
constrained by cyclicalities. Also,
India's domestic market is too
big to have limited scope in the
medium term.

No country has grown at 8-10%
for 30 years without rapid
export growth.

Even exports are not sustain-
able as they depend on exter-
nal conditions

The difference is private con-
sumption is restricted to the
domestic market. But if you are
an exporter and competing
internationally, you can sell in
the domestic market, too. How-
ever, the reverse isn't possible.
Also, exports will expose you to
a much larger global market
than the domestic one.

"The GST revenue will be col-
lected for 11 months, which is
akin to a tax cut for con-
sumers," says the survey. The
point is GST for that one
month will be collected even
though it may not be
accounted for in this year's
budget. So where is the tax cut?
Under the old system, you used
to collect the excise duty around
the first week of each month
and in March, you collect two
instalments. But this year, you
collect only one instalment of
GST in March. So on a net basis,
you are not collecting one
month of tax (this year).

You have argued against con-
version of contingent liabili-
ties to actual ones as with PSB
recap bonds and state govern-
ments' assumption of the debt
of discoms. But it is also true
that balance sheet clean-up
(through such bonds) will
boost investments. Isn't there
a dichotomy here?

No dichotomy. One of the sur-
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six years
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SWARAJ

Swaraj Engines Limited

CIN: L50210PB1985PLC006473

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

Tel.: +91-172-2271620-27 Fax: +91-172-2272731

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

Compliance Officer: Mr M. S. Grewal, Company Secretary

ADDENDUM TO LETTER OF OFFER DATED 20TH JANUARY 2018 FOR THE ATTENTION OF EXISTING SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF SWARAJ ENGINES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH THE "TENDER OFFER" ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 1998 ("Buyback Regulations")

This addendum ("Addendum") is in continuation of and should be read in conjunction with the Letter of Offer dated 20th January 2018 ("Letter of Offer") to buyback not exceeding 2,94,746 (two lakhs ninety four thousand seven hundred and forty six) fully paid-up equity shares of face value ₹ 10/- each ("Equity Shares"), at a price of ₹ 2,400/- (Rupees two thousand four hundred only) per equity share ("Buyback Price") from all existing Shareholders/Beneficial Owners of Equity Shares as on 12th January 2018, being the record date for the buyback ("Buyback"). Capitalized terms used in this Addendum and not defined herein shall have the same meaning as ascribed in the Letter of Offer.

The Shareholders of the Company are requested to note the following clarifications/updates to the Letter of Offer:

- (1) It is stated in Point # 24(2)(e)(i) of the Letter of Offer that LTCG arising from such transaction would be exempt under section 10(38) of the Income Tax Act. However, it is clarified that for the shares acquired on or after October 1, 2004, the Finance Act, 2017 provides that this exemption from long-term capital gains tax shall be available only if STT has also been paid at the time of acquisition of such equity shares sought to be transferred, subject to exceptions as may be prescribed. The Central Board of Direct Taxes vide its notification no. S.O 1789(E) dated June 5, 2017 specified that except for certain identified transactions entered into on or after October 1, 2004, acquisition of equity shares under all other transactions (which did not result in payment of STT at the time of acquisition) would be eligible for the benefit of the long-term capital gains exemption.
- (2) On 22nd January 2018, the following directors of the Company have intimated to the Company about their cessation as directors of the companies mentioned below. Accordingly, the details of other directorships of these directors provided in Point # 16.5 on page # 21 & 22 of the Letter of Offer stands updated.

Mr. Rajesh Jejurikar	Ceased to be a director of Mahindra Two Wheelers Limited w.e.f. 16 th January 2018
Mr. S. Durgashankar	Ceased to be a director of Mahindra E-market Limited w.e.f. 19 th January 2018

Except as detailed in this Addendum, all other information and terms of the Buyback as disclosed in the Letter of Offer remain unchanged. This Addendum is also expected to be available on the Securities and Exchange Board of India website (www.sebi.gov.in).

Directors' Responsibility Statement

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for all the information contained in this Addendum. This Addendum is issued under the authority of the Board and in terms of the resolution passed by the Board on 28th November 2017.

For and on behalf of all members of the Board of Directors
of Swaraj Engines Limited

Sd/-

Subhash Mago
Whole Time Director & CEO
DIN: 07797207

Date: 30th January 2018
Place: Mohali

Sd/-

S. Durgashankar
Director
DIN: 00044713

Sd/-

M.S. Grewal
Company Secretary
Membership No.: 11587