

Works :

Plot No. 2, Indl. Focal Point,
Phase IX, S.A.S. Nagar,
Distt. S.A.S. Nagar (Mohali)
(Near Chandigarh)

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Certified true copy of the Resolutions passed by the Shareholders of Swaraj Engines Limited at its 26th Annual General Meeting held on 31st July, 2012 at its Works, Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab – 160062

1. Ordinary Resolution

"RESOLVED that the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit & Loss for the year ended on that date, together with the Reports of Auditors and Directors as laid before the Meeting be received and adopted".

2. Ordinary Resolution

"Resolved that a dividend of Rs. 13.00 per equity share be declared on 1,24,19,820 equity shares of Rs.10 each fully paid up of the Company aggregating to Rs.16,14,57,660/- for the year ended 31st March, 2012 and that the said dividend be distributed from the Company's profits for the aforesaid year to those Shareholders whose names appeared as Members in the Register of Members of the Company as on 13th July, 2012 and in respect of shares held in electronic form to those Shareholders whose names appeared as Beneficial Owners in the list furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of the business hours on 13th July, 2012."

3. Ordinary Resolution

"RESOLVED that Shri D.R.Swar, who retires by rotation at this Annual General Meeting, ceases to be a Director of the Company, since he has expressed his desire not to seek re-appointment and it is intended not to fill the vacancy caused by the retirement of Shri Swar."

4. Ordinary Resolution

"RESOLVED that Shri Vijay Varma, who retires by rotation and, being eligible for reappointment, be reappointed as a Director of the Company."

5. Ordinary Resolution

"RESOLVED that Shri Hardeep Singh, who retires by rotation at this Annual General Meeting, ceases to be a Director of the Company, since he has expressed his desire not to seek re-appointment and it is intended not to fill the vacancy caused by the retirement of Shri Hardeep Singh."



6. Ordinary Resolution

"RESOLVED that Shri G.P.Gupta, who retires by rotation and, being eligible for reappointment, be reappointed as a Director of the Company".

7. Ordinary Resolution

"RESOLVED that pursuant to Section 224 of the Companies Act, 1956, Messrs 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."

8. Special Resolution

"RESOLVED that pursuant to the provisions of sections 269, 198, 309, 310, 311 and all other applicable provisions of the Companies Act, 1956 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule XIII of the Act and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded to the appointment of Shri M.N.Kaushal as Whole-time Director of the Company for a period of 5 years with effect from 1st April, 2012 on a remuneration of Rs.1,00,000/- per month in the scale of Rs. 1,00,000/- to Rs. 1,25,000/- per month.

Provided that the remuneration payable to Whole-time Director (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in sections 198 and 309 of the Act, including any statutory modifications or re-enactment thereof.

FURTHER RESOLVED that where in any financial year during the currency of the tenure of Whole-time Director, the Company has no profits or its profits are inadequate, the Company may pay to Whole-time Director the above remuneration as the minimum remuneration for a period not exceeding 3 years from the date of appointment by way of salary, perquisites and other allowances and benefits as specified above, subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED that the terms and conditions of the appointment of and the remuneration payable to Whole-time Director may be varied, altered, increased, enhanced or widened from time to time by the Remuneration cum Compensation Committee and the Board as it may in its discretion deem fit within the above limits and subject to the limits laid down in sections 198, 269, 309, 310, 311 and all other applicable provisions of the Companies Act, 1956 and the Rules framed thereunder read with Schedule XIII of the Companies



Act, 1956 and subject to the approval of the Central Government, if necessary, and subject to the requisite approvals, if any, being obtained.

FURTHER RESOLVED that for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

9. Special Resolution

"RESOLVED that the Directors who are neither in the Whole-time employment of the Company nor the Whole-time Director, Managing Director, Executive Director(s) and such of the remainder as may not desire to participate, shall for a period of five years with effect from 1st April, 2011, be paid remuneration by way of commission upto one per cent of the net profits of the Company, computed in the manner referred to in Section 198, 309 and all other applicable provisions of the Companies Act, 1956, and such commission to be distributed amongst and paid to the aforesaid Directors concerned in such proportions as the Board of Directors may decide from time to time; PROVIDED that none of such Directors shall in any financial year of the Company receive a portion of such commission equal to more than one quarter per cent of the net profits of the company."

10. Special Resolution

"RESOLVED that pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 and Rules framed thereunder and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the existing Articles of Association of the Company be amended as under:

- i) The following Article be inserted after the existing Article 67(2) as Article 67(3):

Participation through Electronic Mode

- 67(3) Notwithstanding anything contrary contained in the Articles of Association, the Company may provide Video Conference facility and/or other permissible electronic or virtual facilities for communication to enable the Shareholders of the Company to participate in General Meetings of the Company. Such participation by the Shareholders at General Meetings of the Company through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.

- ii) The following Article be inserted after the existing Article 109 as Article 109A:

Participation through Electronic Mode

109A Notwithstanding anything contrary contained in the Articles of Association, the Director(s) may participate in Meetings of the Board and Committees thereof, through Video Conference facility and/or other permissible electronic or virtual facilities for communication. Such participation by the Director(s) at Meetings of the Board and Committees thereof, through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.

- iii) The following proviso be inserted after the existing Article 110:

Provided further that a Director participating in a Meeting through use of Video Conference or any other permissible electronic mode of communication shall be counted for the purpose of quorum, notwithstanding anything contrary contained in the Articles of Association.

- iv) The following Article be inserted after the existing Article 134 as Article 134A:

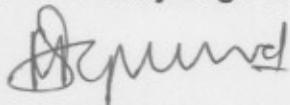
Service of Documents on Members

134A Notwithstanding anything contrary contained in the Articles of Association, a document may be served by the Company on any Member by any electronic mode of communication and in such manner as is/ may be permitted by any law. Where a document is served by any such electronic mode, the service thereof shall be deemed to be effected in the manner as is/may be provided by any law.

FURTHER RESOLVED that the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee or any person which the Board may constitute/ nominate to exercise its powers, including the powers by this Resolution) be authorised to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution."

Certified True Copy

For Swaraj Engines Limited



(M.S.GREWAL)
Company Secretary

S.A.S.Nagar (Mohali)
22nd August, 2012