

SWARAJ ENGINES LIMITED

Works :

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

SWARAJ

Tel. : 0172-2234941- 47, 2234950
Fax : 91-172-2234955
Email : mail@swarajenterprise.com

CIN No. L50210PB1985PLC006473

02/SP/EXCH
28th August, 2014

The General Manager
Corp. Relationship Deptt
Bombay Stock Exchange Ltd.
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai

Fax No. 022-22722037,39,41,61,
22721072

Phone No. 022-22721121-22,
22722375, 22721233

The Secretary
National Stock Exchange of India Ltd.
Capital Market-Listing, Exchange Plaza,
Bandra – Kurla Complex, Bandra (E),
Mumbai

Fax No. 022-26598237-38
022-26598347-48

Phone No. 022- 26598235-36

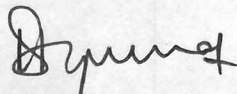
SUB: CERTIFIED COPY OF RESOLUTIONS PASSED AT
AGM HELD ON 31ST JULY, 2014

Dear Sir,

Kindly find enclosed herewith certified true copy of the resolutions passed by the Shareholders of Swaraj Engines Limited at its 28th Annual General Meeting held on 31st July, 2014.

This is for your information and record please.

With regards,
For Swaraj Engines Limited



(M.S.GREWAL)
Company Secretary

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Certified true copy of the Resolutions passed by the Shareholders of Swaraj Engines Limited at its 28th Annual General Meeting held on 31st July, 2014 at its Works, Plot No. 2, Industrial Phase IX, S.A.S.Nagar (Mohali), Punjab - 160062

Item No. 1 of the Notice (Ordinary Resolution)

To receive and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon

"RESOLVED that the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date, together with the Reports of the Directors and the Auditors as laid before the Meeting be received and adopted."

Item No. 2 of the Notice (Ordinary Resolution)

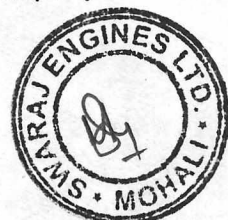
To declare a Dividend on Equity Shares

"Resolved that a dividend of Rs. 35.00 per share, including a special dividend of Rs. 20.00 per share, be declared on 1,24,19,820 equity shares of Rs.10 each fully paid up of the Company aggregating to Rs.43,46,93,700 for the year ended 31st March, 2014 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 11th July, 2014 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 11th July, 2014."

Item No. 3 of the Notice (Ordinary Resolution)

To appoint a Director in place of Shri R.R.Deshpande (DIN 00007439) who retires by rotation and, being eligible, offers himself for re-appointment

"RESOLVED that Shri R.R.Deshpande (DIN 00007439), who retires by rotation and, being eligible for reappointment, be reappointed as a Director of the Company."



Item No. 4 of the Notice (Ordinary Resolution)

To appoint a Director in place of Shri Vijay Varma (DIN 00011352) who retires by rotation and, being eligible, offers himself for re-appointment

"RESOLVED that Shri Vijay Varma (DIN 00011352), who retires by rotation and, being eligible for reappointment, be reappointed as a Director of the Company."

Item No. 5 of the Notice (Ordinary Resolution)

To appoint Auditors and fix their remuneration

"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."

Item No. 6 of the Notice (Ordinary Resolution)

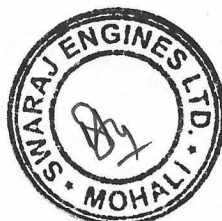
To appoint Dr. T.N.Kapoor as an Independent Director

"RESOLVED that, pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, Dr. T.N.Kapoor (DIN 00017692), Director of the Company who retires by rotation at this Annual General Meeting 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, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30th July, 2019, not liable to retire by rotation."

Item No. 7 of the Notice (Ordinary Resolution)

To appoint Shri Sudhir Mankad as an Independent Director

"RESOLVED that, pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Sudhir Mankad (DIN 00086077), 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, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30th July, 2019, not liable to retire by rotation."



Item No. 8 of the Notice (Ordinary Resolution)

To appoint Shri Rajan Wadhera as Director

"RESOLVED that Shri Rajan Wadhera (DIN 00416429), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th April, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 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, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 9 of the Notice (Ordinary Resolution)

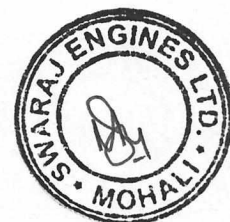
To appoint Shri S.Durgashankar as Director

"RESOLVED that Shri S.Durgashankar (DIN 00044713), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18th June, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 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, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 10 of the Notice (Ordinary Resolution)

To appoint Shri Dileep C. Choksi as an Independent Director

"RESOLVED that, pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Dileep C. Choksi (DIN 00016322), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18th June, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 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, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30th July, 2019, not liable to retire by rotation."



Item No. 11 of the Notice (Ordinary Resolution)

To appoint Smt. Neera Saggi as an Independent Director

"RESOLVED that, pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, Smt. Neera Saggi (DIN 00501029), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st October, 2014 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 her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 1st October, 2014 to hold office for five consecutive years for a term up to 30th September, 2019, not liable to retire by rotation."

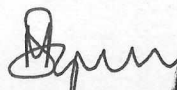
Item No. 12 of the Notice (Ordinary Resolution)

To approve the remuneration of Cost Auditors

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid a remuneration of Rs.55,000/- (Rupees fifty five thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For Swaraj Engines Limited


(M.S. Grewal)
Company Secretary

