

SWARAJ ENGINES LIMITED

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 27th Annual General Meeting held on 30th July, 2013 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, 2013 and the Statement of Profit & 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.”

2. Ordinary Resolution

“Resolved that a dividend of Rs. 33.00 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.40,98,54,060 for the year ended 31st March, 2013 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 12th July, 2013 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 12th July, 2013.”

3. Ordinary Resolution

“RESOLVED that Shri S.C.Bhargava, who retires by rotation and, being eligible for re-appointment, be re-appointed as a Director of the Company.”

4. Ordinary Resolution

“RESOLVED that Dr. Pawan Goenka, who retires by rotation and, being eligible for re-appointment, be re-appointed as a Director of the Company.”

5. Ordinary Resolution

“RESOLVED that Shri V.S.Parthasarathy, who retires by rotation and, being eligible for re-appointment, be re-appointed as a Director of the Company.”

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6. Ordinary Resolution

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

7. Ordinary Resolution

"RESOLVED that Shri Sudhir Mankad, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31st July, 2012 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a Notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be appointed a Director of the Company, liable to retire by rotation."

8. Ordinary Resolution

"RESOLVED that Shri Rajesh Jejurikar, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd April, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a Notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be appointed a Director of the Company, liable to retire by rotation."

Certified True Copy

For Swaraj Engines Limited



Company Secretary

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

Date : 27-08-2013