SWARAJ ENGINES LIMITED

02/SP/EXCH

26th May, 2023

BSE Limited
Listing Department
P.J. Towers, 1st Floor,
Dalal Street, Fort,
Mumbai - 400 001
Email: corp.relations@bseindia.com Scrip Code: 500407

Works:
Plot No. 2, lndl. Focal Point,
Phase-IX, S.A.S. Nagar
Distt. S.A.S. Nagar (Mohali)
(Near Chandigarh)
Tel.: 0172-2234941-47, 2234950

National Stock Exchange of India Limited Capital Market-Listing, Exchange Plaza,
Sandra Kurla Complex·,
Sandra (E),
Mumbai- 400051
Email: cmlist@nse.co.in
Scrip Name: SWARAJENG

SUB: Submission of Annual Secretarial Compliance Report for year ended 31st March, 2023

Dear Sir,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February,
- 2019, NSE Circular No. NSE/CMU2023/30 and BSE Notice No. 20230410-41 both dated 10th April, 2023, please find enclosed copy of Annual Secretarial Compliance Report for the Financial Year 2022-23 issued by Mis A.Arora & Co., Company Secretaries.

You are reC:1uested to kindly take the same on record.

For SWARAJ ENGINES LTD.

(Rajesh K. Kapila)
Company Secretary

Encl: As above

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 CIN - L50210PB1985PLC006473

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AJAY K. ARORA

LLB, F.C.S.

GST: 04ADSPA8498H1Z3

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S.C.O. 64-65, 1ST FLOOR,

SECTOR-17A, MADHAY MARG,

CHANDIGARH-160017

PH: (0) 2701906,

Mobile: 98140 06492

E-MAIL:ajaykcs@gmail.com

Secretarial compliance report of Swaraj Engines Limited

for the year ended 31st March, 2023

We, A. Arora & Co., Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by Swaraj Engines Limited ("the listed entity" or "the Company"),

(b) the filings/ subrnjssions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make trus certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the

Securities and Exchange Board oflndia ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange

Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013. c) The Securities and Exchange Board of India (Prohibition oflnsider Trading) Regulations, 2015.

d) The Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 to the extent applicable to

Employee Stock Option Scheme of the company.

e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not Applicable to the company

· during the financial year under review. · ·

f) The Securities and Exchange Board oflndia (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during

the financial year under review.

g) Securities and Exchange Board of India Ossue and Listing of Debt Securities) Regulations, 2008: Not applicable during the financial year under

review

h) Securities and Exchange Board oflndia (Issue and Listing of Non- Convertible Securities) Regulations, 2021: Not applicable during the financial

year under review.

and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance Status of the listed entity is appended as below:

Sr. No. Particulars Compliance

Status
(Yes/ No/ N.A)

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Secretarial Standards:

The compliances of the listed entity are in accordance with the applicable Secretarial

Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the

Central Government, under section 118(10) of the Companies Act, 2013 and mandatorily

applicable.

Adoption and timely updation of the Policies:
All applicable policies under SEBI Regulations are adopted with the approval of board of

directors of the listed entities

All the policies are in conformity with SEBI Regulations and have been reviewed & updated

on time, as per the regulations/ circulars/ guidelines issued by SEBI.

Maintenance and disclosures on Website:

• The Listed entity is maintaining a functional website
• Timely dissemination of the documents/ information under a separate section on the

website

• Web-links provided in annual corporate governance reports under Regulation 27(2) are

accurate and specific which re- directs to the relevant document(s)/ section of the website.

Yes

Yes

Yes

Observations/

Remarks by PCS

Nil

Nil

Nil

. . . . . ~·-· .,, None of the Director(s) of the Company are d1squahfied under Section 164 of Companies Act, · Tlt' .,

Disqualification of Director:

ves Nil
2013 as confirmed by the listed entity. 3 ;11 /

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5. Details related to Subsidiaries of listed entities have been examined w.r.t.:
a. Identification of material subsidiary companies; N.A. The company has

b. disclosure requirement of material as well as other subsidiaries no subsidiaries.

6. Preservation of Documents:

The listed entity is preserving and maintaining records as prescribed under SEBI Regulations Yes Nil and disposal of records as per Policy of Preservation of Documents and Archival policy

prescribed under SEBI LODR Regulations, 2015.

7. Performance Evaluation:

The listed entity has conducted performance evaluation of the Board, Independent Directors Yes Nil and the Committees at the start of every financial year/during the financial year as prescribed

in SEBI Regulations.
8. Related Party Transactions:

(a) The listed entity has obtained prior approval of Audit Committee for all related party Yes Nil

transactions; or

(b) the listed entity has provided detailed reasons along with confirmation whether the
transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in N.A. All related party

case no prior approval has been obtained. transactions

executed with prior

approval of the

Audit Committee.

9. Disclosure of events or information:

The listed entity has provided all the required disclosure(s) under Regulation 30 along with Yes Nil

Schedule Ill of SEBJ LODR Regulations, 2015 within the time limits prescribed thereunder.

10. Prohibition of Insider Trading:

The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider

Trading) Regulations, 2015. Yes Nil

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Actions taken by SEBI or Stock Exchange(s), if any:
No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries

either by SEBl or by Stock Exchanges (including under the Standard Operating Procedures

issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines

Yes Nil

issued thereunder except as provided under separate paragraph herein.

Additional Non-compliances, if any:

No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. Yes Nil

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI CircuJar

CIR/CFD/CMDl/114/2019 dated Ist11 October, 2019:

Sr.No. Particulars Compliance Status Observations/ Remarks by PCS

Yes/No/N.A

1. Compliance with the following conditions while appointing/ re-appointing an auditor

i. If the auditor has resigned within 45 days from the end of a N.A. There was no instance of resignation

quarter of a financial year, the auditor before such of Statutory Auditor during the

resignation, has issued the limited review/ audit report for Review Period.

such quarter; or

ii. If the auditor has resigned after 45 days from the end of a

quarter of a financial year, the auditor before such

resignation, has issued the limited review/ audit report for

such·quarter as well as the next quarter; or

111. If the auditor has signed the limited review/ audit report for

the first three quarters of a financial year, the auditor before

such resignation, has issued the limited review/ audit report

for the last quarter of such financial year as well as the audit

report for such financial year.
2. Other conditions relating to resignation of statutory auditor
i. Reporting of concerns by Auditor with respect to the listed N. There were no such instances during

entity/its material subsidiary to the Audit Committee: the Review Period.

a'. In case of any concern with the mana ement of the listed

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.) .

entity/ material subsidiary such as non-availability of

information / non-cooperation by the management which has

hampered the audit process, the auditor has approached' the

Chairman of the Audit Committee of the listed entity and the

Audit Committee shall receive such concern directly and

immediately without specifically waiting for the quarterly

Audit Committee meetings.

b. In case the auditor proposes to resign, all concerns with

respect to the proposed resignation, along with relevant

documents has been brought to the notice of the Audit

Committee. Ln cases where the proposed resignation is due to

non-receipt of information / explanation from the company,

the auditor has informed the Audit Committee the details of

information / explanation sought and not provided by the

management, as applicable.

c. The Audit Committee I Board of Directors, as the case may be,

deliberated on the matter on receipt of such information from

the auditor relating to the proposal to resign as mentioned

above and communicate its views to the management and the

auditor.

ii. Disclaimer in case of non-receipt of information: The auditor has

provided an appropriate disclaimer in its audit report, which is

in accordance with the Standards of Auditing as specified by

lCAI / NFRA, in case where the listed entity/ its material

subsidiary has not provided information as required by the

auditor.

The listed entity / its material subsidiary has obtained information

from the Auditor upon resignation, in the format as specified in

Annexure- A in SEBI Circular CIR/ CFD/CMDl/114/2019 dated

I 8th October, 20 I 9.

N.A.

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There was no instance of resignation

of Statutory Auditor during the

Review Period.

Sr. No.

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We further report that:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of

matters specified below:

Complian Regulation Deviations Action Type Details of Fine Observations/ Management Remarks

ce / Circular Taken by of Violation Amount Remarks of the Response

Requirem No. Action Practicing

ent Company

(Regulatio Secretary

ns/
circulars/

guidelines

including

specific

clause)

Filing of Regulation Delay of 2 National Fine Delay of Rs. 4,000/- Delay of 2 days in The company Nil

quarterly 27(2) of days in Stock Impose 2 days in plus GST filing the quarterly has duly paid

complianc SEBI filing the Exchange d fi ling the Rs. 720/- compliance report the fine

e report on LODR quarterly India quarterly on corporate imposed by

corporate Regulations complianc Limited complianc governance with NSE.

governanc e report on (NSE) e report NSE for the quarter

e with corporate on ended 31. I 2.2022.

Stock governanc corporate

exchanges e with governanc

within 21 NSE for e with

days · from the quarter NSE for

the end of ended the

each 31.12.202 quarter

quarter. 2. ended
31.12.202 -

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Sr. No.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Complian Regulation

ce / Circular

Requirem No.

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(Regulatio

ns/
circulars/

guidelines

including

specific

clause)
Place: Chandigarh

Date: 05.05.2023
UDIN: F002191E000261417

Deviations Action Type Details of Fine Observations/

Taken by of . Violation Amount Remarks of the .

Action Practicing

Company

Secretary

NOT APPLICABLE

Management Remarks

Response

For A. Arora & Co.

Company Secretaries

Ajay K. Arora

(Proprietor)

FCS No.: 2191

C PNo.: 993

Peer Review Cert No. 2120/2022

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