

## Corporate Governance Report – 31.12.2024

1. Name of Listed Entity: Swaraj Engines Limited

2. Quarter ending: 31<sup>st</sup> December, 2024

### **I. Composition of Board of Directors**

Title	Name of the Director	DIN & PAN <sup>§</sup>	Category	Initial Date of Appointment	Date of Appointment in the current term / cessation**	Tenure* (No. of months)	Date of Birth	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajesh Ganesh Jejurikar	00046823	Chairperson, Non-Executive – Non-Independent	25-04- 2017			24-06-1964	2	-	1	-
Mr.	Nagarajan S	03060429	Non-Executive – Independent	31-07- 2022	31-07- 2022	60 Months	17-09-1961	2	1	2	-
Mr.	Nikhilesh Natwarlal Panchal	00041080	Non-Executive – Independent	31-07- 2022	31-07- 2022	60 Months	21-06-1967	2	2	7	2
Ms.	Smita Piyush Mankad	02009838	Non-Executive – Independent	01-08- 2023	01-08- 2023	60 Months	20-03-1971	3	3	8	1
Mr.	Rajya Vardhan Kanoria	00003792	Non-Executive – Independent	31-07-2024	31-07-2024	60 Months	23-02-1955	3	1	3	2
Mr.	Harish Namdeo Chavan	06890989	Non-Executive – Non-Independent	03-10- 2022			14-11-1969	1	-	1	1
Mr.	Puneet Renjhen	09498488	Non-Executive – Non-Independent	03-10-2022			27-03-1978	2	-	4	-
Mr.	Devjit Sarkar	10745850	Executive – Non-Independent	01-09-2024			20-07-1965	1	-	1	-

\*filled only for Independent Directors

§PAN number of any director would not be displayed

\*\*Date of Cessation (if any)

Whether the listed entity has a regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No



<b>II. Composition of Committees</b>				
<i>Name of Committee</i>	<i>Whether Regular Chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Date of Appointment / Cessation**</i>
1. Audit Committee	Yes	Mr. Rajya Vardhan Kanoria Mr. Nagarajan S Mr. Nikhilesh Natwarlal Panchal Ms. Smita Piyush Mankad Mr. Puneet Renjhen	Chairperson, Non-Executive - Independent Non-Executive – Independent Non-Executive – Independent Non-Executive – Independent Non-Executive – Non-Independent	31-07-2024 31-07-2022 31-07-2022 01-10-2023 03-10-2022
2. Nomination & Remuneration Committee	Yes	Mr. Rajya Vardhan Kanoria Mr. Rajesh Ganesh Jejurikar Mr. Nagarajan S	Chairperson, Non-Executive - Independent Non-Executive – Non-Independent Non-Executive – Independent	31-07-2024 01-04-2019 31-07-2022
3. Risk Management Committee	Yes	Mr. Nikhilesh Natwarlal Panchal Mr. Harish Chavan Mr. Devjit Sarkar	Chairperson, Non-Executive – Independent Non-Executive – Non-Independent Executive – Non- Independent	01-10-2023 03-10-2022 01-09-2024
4. Stakeholders Relationship Committee	Yes	Mr. Harish Chavan Mr. Nikhilesh Natwarlal Panchal Mr. Devjit Sarkar	Chairperson, Non-Executive – Non-Independent Non-Executive – Independent Executive – Non-Independent	03-10-2022 31-07-2024 01-09-2024
5. Corporate Social Responsibility Committee	Yes	Mr. Nagarajan S Mr. Harish Chavan Ms. Smita Piyush Mankad Mr. Devjit Sarkar	Chairperson, Non-Executive – Independent Non-Executive – Non-Independent Non-Executive – Independent Executive – Non-Independent	31-07-2022 03-10-2022 01-10-2023 01-09-2024

<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (in previous and current quarter)</i>	<i>Maximum gap between any two consecutives (in number of days)</i>	<i>Whether requirement of Quorum met*</i>	<i>Total Number of Directors as on date of meeting</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present</i>
18-07-2024		Yes	8	8	4
26-07-2024	7	Yes	8	7	4
27-08-2024	31	Yes	8	8	4
21-10-2024	54	Yes	8	8	4

<b>IV. Meeting of Committees</b>						
<i>Name of Committee</i>	<i>Date(s) of Meeting (in previous and current quarter)</i>	<i>Maximum gap between consecutives (in number of days)</i>	<i>Whether requirement of Quorum met*</i>	<i>Total No. of Directors in the Committee as on date of meeting</i>	<i>Number of Independent Directors present</i>	
Audit Committee	18-07-2024		Yes	5	4	
Audit Committee	21-10-2024	94	Yes	5	4	
Nomination and Remuneration Committee	18-07-2024		Yes	3	2	
Nomination and Remuneration Committee	26-07-2024	7	Yes	3	2	
Nomination and Remuneration Committee	27-08-2024	31	Yes	3	2	
Nomination and Remuneration Committee	21-10-2024	54	Yes	3	2	
Risk Management Committee	14-10-2024		Yes	3	1	
Stakeholders Relationship Committee	18-07-2024		Yes	3	1	
Stakeholders Relationship Committee	21-10-2024	94	Yes	3	1	

# SWARAJ ENGINES LIMITED

## Works:

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



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

<b>VI. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee - Yes b. Nomination & remuneration committee - Yes c. Stakeholders relationship committee - Yes d. Risk management committee (applicable to the top 1000 listed entities) - Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes

<b>Details of Cyber security incidence</b>	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015, there has been cyber security incidents or breaches or loss of data or documents during the quarter	No



**(Rajesh K. Kapila)**  
**Company Secretary**