

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the shareholders of the Company will be held on Saturday the 29th day of September, 2012 at 11.00 am at the registered office of the Company at Plot No.123-131, Tass Industrial Estate, Mahathma Gandhi Road Ambattur, Chennai – 600 098 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Profit & Loss Account for the year ended on that date and the reports of the Directors, Company Secretaries and Auditors thereon.
2. To appoint a director in place of Mr.V.Nagarajan, who retires by rotation and being eligible, offer himself for re appointment.
3. To appoint Statutory Auditors and in this regard, to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary resolution

RESLOVED THAT pursuant to the provisions of section 224 of the Companies Act, 1956 M/s.Suresh & Sridharan, Chartered Accountants, Chennai be and hereby re-appointed as the Auditors of the Company from the conclusion this meeting until the conclusion of the next Annual General Meeting on a remuneration (including tax audit fees) plus out of pocket expenses as may be fixed by the Board / Audit Committee later on.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 198,269,309 and 310 of the Companies Act, read with schedule XIII to the Act, and other applicable provisions if any of the Companies Act 1956, the consent of the Company be and is hereby accorded to the revision of terms of remuneration of Mr.S.Niranjn Kumar, Director-Technical of the Company with effect from 01st August, 2012 on the terms and conditions as to consolidated remuneration of Rs.1,00,000 (Rupees One Lakh Only) per month and otherwise set out hereunder with liberty to the Board of Directors of the Company (The ‘Board’) to alter and vary the terms and conditions of the appointment of in such manner as may be agreed to between the Board and Mr.S.Niranjn Kumar.

II. Overall Remuneration

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Managing Director from time to time, shall not exceed the limits prescribed from time to time under Sections 198,309 and other applicable provisions of the Companies

Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

III. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule XIII to the Companies Act, 1956.

RESLOVED FURTHER THAT during the tenure as the Director-Technical Mr.S.Niranjan Kumar shall be entitled to be paid / reimbursed by the Company all costs, charges, and expenses as may be incurred by him for the purpose of or on behalf of the Company”.

5. To consider, and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

RESOLVED THAT consent of the Company be and is hereby accorded under the provisions of section 314(1) (b) and other applicable provisions, if any, of the Companies Act, 1956, to revise terms of appointment of Ms.Nethra Raguraman, Executive trainee who is a relative of Mr.S.V.Raguraman, Managing Director and Mr.S.V.Sridhar, Director-Commercial, with effect from 1st October 2012 with Monthly pay of Rs.35,000/- (Rupees Thirty Five Thousand Only) per month with authority to the Board of Directors to grant suitable increments in the scale of Rs.35,000 – 5000 – 50,000 from time to time. All other terms and conditions as applicable to employees of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution”.

**By Order of the Board
For SWETHA ENGINEERING LIMITED**

S.V.Raguraman
Managing Director

Chennai
27th August 2012
Registered Office
Plot no.123-131, Tass Industrial Estate,
Mahatma Gandhi Road, Ambattur, Chennai-60098

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.PROXY TO BE VALID MUST BE DEPOSITED AT THE**

REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.

2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to special business to be transacted in the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday the 25th September, 2012 to Saturday of 29th September, 2012 (Both days Inclusive) for the purpose of dividend entitlement which will be paid after approval of the shareholders in the ensuing Twenty Sixth Annual General Meeting
4. Members are hereby requested to send all corresponded concerning transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address, ECS mandate format to the Company's Registrar and Share Transfer Agent.
5. Members desiring to have any clarification on account are requested to write to the Company at an early date so as to enable the Company keep the information ready.
6. Members/ proxies should bring the attendance slip duly filled in for attending the meeting and corporate members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 109A of the Companies Act, 1956, are requested to write to the Company's Registrar for the prescribed form. Nomination form may be collected from the corporate office of the Company.
8. Annual Report is available at the website of the Company at info@swethaeng.com
9. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, members holdings shares in electronic form are, therefore, requested to submit the PAN to their Depositories Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN Details to the Company / Registrar and Transfer Agents
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars of bank mandates. Such changes are to be advised only to the Depository participant of the members.

11. Members who are holding shares more than one folio under physical form may approach the Company's Share Transfer Agents for consolidation with respective details
12. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment/ re-appointment of Directors, including compliance as per Schedule XIII to Companies Act, 1956 as detailed below.

Name of the Director	S.Niranjankumar	V.Nagarajan
Date of Birth	18.01.1956	27.04.1955
Designation	Director – Technical	Independent Director
Father's Name	S.Venkataramaiah	Venkatraman
Nationality	Indian	Indian
Date of Appointment	30.03.1998	30.06.2006
Qualifications	B.Tech Chemical Engineering	B.Tech Mechanical Engineering
Expertise	Design Engineering	Design and process Engineering of High capacity Engineering products.
Name of the Companies in which he holds Directorships.	Nil	Nil
Name of the Committee of Companies in which he holds Membership/ Chairmanship	Nil	Audit Committee Remuneration committee Share holders grievance committee
No. of Shares held in the Company	12250	Nil
Past Remuneration including perquisites	Rs 50,000/-PM	Not Applicable
Recognition or Awards	Nil	Not Applicable
Job Profile and his suitability	Technical Know how	Not Applicable
Remuneration proposed including perquisites	Rs 1,00,000/-PM	Not Applicable
Comparative remuneration profile	The remuneration payable to the appointees has been benchmarked with the remuneration being drawn by similar companies of comparable size in the similar industry	Not Applicable
Pecuniary relationship directly or indirectly with the company	Mr.S.Niranjankumar has no pecuniary relationship directly or indirectly with the	Not Applicable

	Company except to the extent his remuneration and shareholdings of self	
Reasons of loss or inadequate profits	The Company has been earning profits consistently since it has come out of BIFR and it is expected to be in the upward trend in the coming years	Not Applicable
Steps taken or proposed to be taken for improvement		Not Applicable
Expected increase in productivity and profits in measurable terms.	Can not be measured at this point of time	Not Applicable

13. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by email to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their details same with M/s.Cameo Corporate Services Limited, “Subramanian Buildings”, 1, Club House Road, Chennai 600 002.

EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956

Item No.4

The tenure of Mr.S.Niranjankumar, as Director – Technical of the Company the Board of Directors at their meeting held on 28th July, 2012, with the recommendation of the Remuneration Committee have subject to the approval of shareholders the revision of terms of remuneration of Mr.S.Niranjankumar, as Director – Technical of the Company with effect from 01st August 2012 up on the terms and conditions as to consolidated remuneration of Rs.1,00,000 (Rupees One Lakh Only) as more fully mentioned in the resolution under item no.4 of the notice calling the meeting.

The Remuneration Committee of the Board have also recommended *inter alia* that the minimum remuneration to be payable in the event of loss incurred during any financial year shall be in conformity to Schedule XIII of the Companies Act, 1956.

Mr.S.Niranjankumar has versatile experience in the areas of Design & Process Engineering. The Board of Directors recommended passing of the Resolutions as set out in the notice, for your approval.

This may be treated as an abstract of the terms and conditions between the Company and Mr.S.Niranjankumar as Director – Technical pursuant to the provisions of the Section 302 of the Act.

Except Mr.S.Niranjankumar, none of the Directors of the Company are interested or concerned in this resolution.

Item No.5

The Board of Directors at their meeting held on August 27, 2012 have recommended variation of terms of appointment of Ms.Nethra Raguraman, Executive trainee with effect from 01st October, 2012 who is a relative of Mr.S.V.Raguraman, Managing Director and Mr.S.V.Sridhar, Director-Commercial of the Company. Ms.Nethra Raguraman has completed B.E(Architecture) and M.S. (Architecture) from University of Dallas, Orlington, USA. The Remuneration / Selection Committee at their meeting held also recommended the said variation of terms of appointment. Ms.Nethra Raguraman will hold and continue to hold office or place of profit as set out in the Item No.5 require the consent of the members in terms of section 314 of the Companies Act, 1956. The Board recommends the resolution set forth in item no.5 for the approval of the members.

Except Mr.S.V.Raguraman, and Mr.S.V.Sridhar, being relative of the appointee, none of the Directors of the Company are interested or concerned in this resolution.

**By Order of the Board
For SWETHA ENGINEERING LIMITED**

S.V.Raguraman
Managing Director

Chennai
27th August 2012
Registered Office
Plot no.123-131, Tass Industrial Estate,
Mahatma Gandhi Road, Ambattur, Chennai-60098