

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of the Company will be held on Monday the 30th day of September, 2013 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 2013 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. A. Ramachandran, who retires by rotation and being eligible, offer himself for re appointment.
3. To appoint a director in place of Mr. R. Jagannathan, who retires by rotation and being eligible, offer himself for re appointment.
4. 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.

RESOLVED THAT pursuant to the provisions of section 224 of the Companies Act, 1956 M/s.Suresh & Sridharan, Chartered Accountants, Chennai [Firm Registration No. 004258S] 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

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) and other applicable provisions, if any, of the Companies Act, 1956, and rules made there under, to appoint Mrs.J.Sneha, who is a relative of Mr.S.V.Raguraman, Managing Director and Mr.S.V.Sridhar, Director-Commercial for holding and continuing to hold an office or place of profit as an employee of the company ,with effect from 01st October, 2013 as accountant on a monthly pay of Rs.25,000/- per month (Rupees Twenty Five Thousand Only) in the scale of 25000-4000-45000, including all perquisites, allowances and benefits payable to all other employees of his grade.

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 2013
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 27th September, 2013 to Saturday of 30th September, 2013 (Both days Inclusive) for the purpose of ensuing Twenty Seventh 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 <http://www.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.

01	Name	A. Ramachandran	R. Jagannathan
02	Date of Birth	31.08.1943	08.04.1967
03	Nationality	Indian	Indian
04	Date of Appointment on the Board	30.09.2006	30.09.2006
05	Qualifications	B.Com, CAIIB	M.A., Economics
06	Expertise in functional area	Having more than 30 years of experience in the field of administration and banking.	In addition to economic Expertise, he possesses Computer hardware handling knowledge and software developments.
07	No. Of Shares held	200	Nil
08	List of Directorships held in other Companies	Nil	Nil
09	Chairman member of the Committees of the Board of other Companies in which he is Director as on 31.03.2013	Nil	Nil

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.5

The Board of Directors at their meeting held on 23rd May recommended the appointment of Mrs.J.Sneha, is a Master of Commerce in Finance Management and having around five years experience in the field of Accounts and Finance. Mrs.J.Sneha, as Accountant of the Company, who is a relative of Mr.S.V.Raguraman, Managing Director and Mr.S.V.Sridhar, Director-Commercial of the Company. The said appointment also recommended by Selection Committee of the Board of Directors. Mrs.J.Sneha, once appointed will hold office or place of profit as Accountant as set out in the item no.5. The Board recommends the resolution set forth in item no.5 for the approval of the members.

Except Mr.S.V.Raguraman, Managing Director and Mr.S.V.Sridhar, Director-Commercial of the Company no other Directors of the Company are deemed to be concerned or interested in the resolution.

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

**S.V.RAGURAMAN
Managing Director**

Chennai
27th August, 2013
Registered Office
Plot no.123-131, Tass Industrial Estate,
Mahatma Gandhi Road,
Ambattur, Chennai-60098.