

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SWETHA ENGINEERING LIMITED

CIN : L27209TN1986PLC013787

Regd Off: Plot Nos. 123- 131, Tass Industrial Estate, Mahathma Gandhi Road, Ambattur, Chennai – 600 098. Tel. No. 044-26252191, 6253191, Fax: 044-26250836, E-mail: info@swethaeng.com, website : www.swethaeng.com

28ST ANNUAL GENERAL MEETING

Tuesday, the 30th day of September, 2014

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No/Client ID:	DP ID :

I/We being the member(s) of _____ shares of **SWETHA ENGINEERING LIMITED**

hereby appoint:

1) Name:..... Address.....

Email ID.....Signature.....or failing him;

2) Name:..... Address.....

Email ID.....Signature.....or failing him;

3) Name:..... Address.....

Email ID.....Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 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. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements of the Company for the year ended March 31, 2014		
2	Appointment of M/s.Suresh & Sridharan, Chartered Accountants, as the statutory Auditor of the Company and to fix their remuneration Special Business		
3	To appoint Shri.Nagarajan Venkataraman as an Independent Director		
4	To appoint Shri. Shri.Jaganathan Ramaiyan as an Independent Director		
5	To appoint Shri.Anantanarayana Ramachandran. as an Independent Director		
6	To re-appoint Mr.S.V.Raguraman, as Managing Director		
7	To re-appoint Mr.S.V.Sridhar, as Director Commercial		
8	To re-appoint , Mr.S.Niranjan Kumar as Director- Technical		
9	To borrow money		
10	To charge on assets of the Company		
11	Appointment and Remuneration of Cost auditors		

Signed this _____ day of _____ 2014.

Signature of Shareholders _____

Notes :

1. this form of proxy in order to be effective should be completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statements and notes, please refer to the notice of the 28th Annual General Meeting
3. "It is optional to put "—" in the appropriate column against the resolution indicated in the box. If you leave the "For" or "against" column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may think appropriate.
4. Please complete all details including details of members in the above box before submission.

Affix
Revenue
Stamp not
less than
Rs.1/-

SWETHA ENGINEERING LIMITED

Regd Office: 123-131 Tass Industrial Estate Chennai 600098

CIN : L27209TN1986PLC013787

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the shareholders of the Company will be held on Tuesday, the 30th day of September, 2014 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 Financial Statements of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint Auditors and to fix their remuneration 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 provision of section 139, 142, and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s.Suresh & Sridharan, Chartered Accountants, (Registration No.FRN 004258S) be and is hereby re-appointed as the statutory Auditor of the Company to hold office for a period of 3 years from the conclusion of this Annual General meeting to, till the conclusion of 31st Annual General Meeting of the Company subject to ratification of the appointment by the shareholders at every Annual General Meeting held after this AGM on a

remuneration to be decided by a Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS

3. To appoint Shri.Nagarajan Venkataraman (holding DIN: 01426771) as an Independent Director and in this regard To consider and if thought fit to pass with or without modification(s), following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri.Nagarajan Venkataraman (holding DIN: 01426771), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 01 (One) year with effect from October 01, 2014 up to September 30, 2015.”

4. To appoint Shri.Jaganathan Ramaiyan (holding DIN: 01675591) as an Independent Director and in this regard To consider and if thought fit to pass with or without modification(s), following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with

Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri.Jaganathan Ramaiyan (holding DIN: 01675591), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 01 (One) year with effect from October 01, 2014 up to September 30, 2015.”

5. To appoint Shri.Anantanarayana Ramachandran (holding DIN: 01919653) as an Independent Director and in this regard To consider and if thought fit to pass with or without modification(s), following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri.Anantanarayana Ramachandran (holding DIN: 01919653), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 01 (One) year with effect from October 01, 2014 up to September 30, 2015.”

6. To re-appoint Shri.S.V.Raguraman (DIN: 00098566) as a Managing Director and in this regard to consider and if thought fit to pass with or without modification(s),

following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri.S.V.Raguraman (DIN: 00098566) as Managing Director of the Company, for a period of 5 (five) years with effect from October 22, 2014, on the terms and conditions including remuneration of Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month and otherwise set out hereunder, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri.S.V.Raguraman.

I. Overall Remuneration

The aggregate of salary, allowances 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 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force

II. 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

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ATTENDANCE SLIP

28ST ANNUAL GENERAL MEETING

DP ID	Folio No.
Client ID	No. of Shares
Name of the Member	
Name of the Proxy	

I hereby record my presence at the **28st Annual General Meeting** of the Members of **SWETHA ENGINEERING LIMITED** will be held on Tuesday, the 30th day of September, 2014 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.

Member's / Proxy's Signature

Note :

- Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL
- Electronic copy of the Annual Report for FY 2013-14 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- Physical copy of the Annual Report for 2013-14 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

✂ - - - - - Cut along the line - - - - -

E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USED ID	PASSWORD*

The e-voting facility will be available during the following voting period :

Commencement of e-voting	End of e-voting
24th day, September 2014 (from 10.00 A.M)	26th day, September 2014 (upto 5.00 P.M)

Note : Please read Instructions given at Note No.21, of the notice of 28th AGM Carefully before voting electronically.

Company to secure the financial assistances granted / to be granted by the lenders upto an amount in the aggregate not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores Only).

Pursuant to the notification issued by the Ministry of Corporate Affairs on September 12, 2013, Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 have come into force with effect from September 12, 2013. Accordingly the limit approved by the members of the Company under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 is valid for a period of one year from the date of notification of Section 180 of the Companies Act. 2013.

Further, the Ministry of Corporate Affairs vide Circular No.32/2014 dated 23rd July 2014 clarified that any resolutions approved or passed by the Companies between 1st September 2013 to 31st March 2014 in pursuant to the erstwhile applicable provisions of the Companies Act 1956 can be implemented, in accordance with provisions of the old act, notwithstanding the repeal of the relevant provision subject to the conditions (a) that the implementation of the resolution actually commenced before 1st April 2014 and (b). This transitional arrangement will be available upto expiry of one year from the passing of the resolution or six months from the commencement of corresponding provisions of Companies Act 2013 which ever is later. In view of this clarification the resolution passed under section 293 (1) (d) and 293 (1) (a) of the companies act 1956 by the shareholders of the company byway of postal ballot dated 13.08.2013 is valid upto 4th October 2014 however the board of directors in order comply the provisions of the Companies Act 2013 recommending to approve the resolution set out in Item No.9 and 10 above as Special resolutions.

In order to comply with the provisions of the Companies Act, 2013 approval of the members of the company is being sought by way of Special resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013, to borrow monies in excess of Paid Up capital of the Company and its free reserves and to create security by way of creating mortgage, hypothecation and / or charge on movable/ immovable properties of the Company. The

Board of Directors recommends passing of the Special Resolutions as set out in Item No. 9 and 10 of the Notice for approval of the Members

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.9 and 10.

Item No.11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015. The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

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

**S.V.Ragu Raman
Managing Director**

September 02, 2014

Registered Office

Plot no.123-131, Tass Industrial Estate,
Mahatma Gandhi Road, Ambattur,
Chennai - 600 098.

to Schedule V to the Companies Act, 2013.

RESLOVED FURTHER THAT

Shri.S.V.Raguraman, shall be liable to retire by rotation under section 152 of the Companies Act, 2013, however, if re-appointed as a director immediately on retirement by rotation, he shall continue to hold office in Managing Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT during the tenure as the Managing Director Shri.S.V.Raguraman, Shall be entitled to be paid / re-imbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To re-appoint Shri.S.V.Sridhar (DIN: 00098576) as a Director –Commercial and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri.S.V.Sridhar (DIN: 00098576) as Director –Commercial of the Company, for a period of 5 (five) years with effect from October 22, 2014, on the terms and conditions including remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty

Five Thousand Only) per month and otherwise set out hereunder, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri.S.V.Sridhar.

I. Overall Remuneration

The aggregate of salary, allowances 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 Director – Commercial from time to time, shall not exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force

II. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of the Director – Commercial, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Companies Act, 2013.

RESLOVED FURTHER THAT

Shri.S.V.Sridhar, shall be liable to retire by rotation under section 152 of the Companies Act, 2013, however, if re-appointed as a director immediately on retirement by rotation, he shall continue to hold office in Director – Commercial and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Director – Commercial.

RESOLVED FURTHER THAT during the tenure as the Director – Commercial Shri.S.V.Sridhar, Shall be entitled to be paid / re-imbursed by the Company all costs, charges and expenses as may be incurred

by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To re-appoint Shri.S.Niranjan Kumar (DIN: 00098587) as a Director –Technical and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri.S.Niranjan Kumar (DIN: 00098587) as Director – Technical of the Company, for a period of 2 (two) years with effect from October 22, 2014, on the terms and conditions including remuneration of Rs.1,05,000/- (Rupees One Lakh five Thousand Only) per month and otherwise set out hereunder, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri.S.Niranjan Kumar.

I. Overall Remuneration

The aggregate of salary, allowances 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 Director –Technical from time to time, shall not exceed the limits prescribed from time

to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force

II. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of the Director –Technical, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Companies Act, 2013.

RESLOVED FURTHER THAT

Shri. S.Niranjan Kumar, shall be liable to retire by rotation under section 152 of the Companies Act, 2013, however, if re-appointed as a director immediately on retirement by rotation, he shall continue to hold office in Director – Commercial and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Director –Technical.

RESOLVED FURTHER THAT during the tenure as the Director –Technical Shri.S.Niranjan Kumar, Shall be entitled to be paid / re-imbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To borrow money and in this regard to consider and if thought fit, to pass with or without modification(s), following resolution as a **Special Resolution**

RESOLVED THAT in supersession of the Ordinary Resolution approved at the Extra Ordinary General Meeting held on January 30, 2010, and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and

remuneration payable to Shri.S.V.Sridhar effective from 22nd October, 2014.

Considering his experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to him is fair, reasonable and also in line with the remuneration package prevailing in the industry. Accordingly, the Board recommends the resolution set out as Item No.7 of the Notice in relation to appointment of Shri.S.V.Sridhar as a Director-Commercial of the company for a period of five years with effect from 22nd October, 2014.

In terms of section 190 of the companies Act 2013 a contract of service/ a written memorandum setting out its terms of employment with managing or whole-time director is available for inspection at the registered office of the company.

Except Shri.S.V.Ragu Raman and Shri.S.V.Sridhar being an appointee and, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

ITEM NO.8

The tenure of Shri.S.Niranjankumar, as Director – Technical of the Company ended on 22nd October, 2014. The Board of Directors of the Company at its meeting held on 12th August, 2014 has appointed Shri.S.Niranjan Kumar, an existing Director of the Company as Director – Technical of the company for a period of two years with effect from 22nd October, 2014, at remuneration recommended by the Nomination & Remuneration committee of the Board for a period of two years, subject to the approval of shareholders. He is a part of the company's Board since 1998 and has been dedicating his substantial time in the marketing and promotion of company's product. His contribution towards development of company's business is highly commendable.

The Audit Committee, the Nomination & Remuneration Committee and the Board of Directors of the Company at its Meeting held on 04th August, 2014 have approved the

remuneration payable to Shri.S.Niranjan Kumar effective from 22nd October, 2014.

Considering his experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to him is fair, reasonable and also in line with the remuneration package prevailing in the industry. Accordingly, the Board recommends the resolution set out as Item No.8 of the Notice in relation to appointment of Shri.S.Niranjan Kumar as a Director-Technical of the company for a period of five years with effect from 22nd October, 2014.

In terms of section 190 of the companies Act 2013 a contract of service/ a written memorandum setting out its terms of employment with managing or whole-time director is available for inspection at the registered office of the company.

Except Shri.S.Niranjan Kumar being an appointee and, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

Item No.9 and 10

The members of the Company at their Extra Ordinary General Meeting held on January 30, 2010, approved, by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.50,00,00,000/- (Rupees Fifty Crores Only). At the same meeting the members of the Company had also approved an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, to mortgaging and/or charging by the Board of Directors of the Company of all the immoveable and moveable properties of the Company wheresoever's situate, present and future, and the whole of the undertaking of the Company to or in favour of institutions / banks (lenders) or the trustees for the lenders of the

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Shri.Anantanarayana Ramachandran as an Independent Director. Accordingly, the Board recommends the resolution set out as Item No.5 of the Notice in relation to appointment of Shri.Anantanarayana Ramachandran as an Independent Director, for the approval by the members of the Company.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Except Shri.Anantanarayana Ramachandran, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

ITEM NO.6

The tenure of Shri.S.V.Raguraman, as Managing Director of the Company ended on 22nd October, 2014. The Board of Directors of the Company at its meeting held on 12th August, 2014 has recommended the appointment of Shri.S.V.Raguraman, an existing Director of the Company as Managing Director of the company for a period of five years with effect from 22nd October, 2014, at remuneration recommended by the Nomination & Remuneration committee of the Board, subject to the approval of shareholders. Shri.S.V.Raguraman, part of the company's Board since 1986 and has been dedicating his substantial time in the production, and promotion of company's product. His contribution towards development of company' business is highly commendable. Shri.S.V.Raguraman is the relative of Shri.S.V.Sridhar, Whole-time Director of the Company.

The Audit Committee, the Nomination & Remuneration Committee and the Board of Directors of the Company at its Meeting held on 04th August, 2014 have approved the remuneration payable to Shri.S.V.Raguraman effective from 22nd October, 2014. Considering his experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that

the remuneration package offered to him is fair, reasonable and also in line with the remuneration package prevailing in the industry.

Accordingly, the Board recommends the resolution set out as Item No.6 of the Notice in relation to appointment of Shri.S.V.Raguraman as a Managing Director of the company for a period of five years with effect from 22nd October, 2014.

In terms of section 190 of the companies Act 2013 a contract of service/ a written memorandum setting out its terms of employment with managing or whole-time director is available for inspection at the registered office of the company.

Except Shri.S.V.Sridhar and Shri.S.V.Raguraman being an appointee and, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

ITEM NO.7

The tenure of Shri.S.V.Sridhar, as Director – Commercial of the Company ended on 22nd October, 2014. The Board of Directors of the Company at its meeting held on 12th August, 2014 has appointed Shri.S.V.Sridhar, an existing Director of the Company as Director – Commercial of the company for a period of five years with effect from 22nd October, 2014, at remuneration recommended by the Nomination & Remuneration committee of the Board for a period of five years, subject to the approval of shareholders. He is a part o the company's Board since 1988 and has been dedicating his substantial time in the marketing and promotion of company's product. His contribution towards development of company' business is highly commendable. Shri.S.V.Sridhar is the relative of Shri.S.V.Ragu Raman, Managing Director of the Company.

The Audit Committee, the Nomination & Remuneration Committee and the Board of Directors of the Company at its Meeting held on 04th August, 2014 have approved the

the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow from time to time in one or more tranches, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remain outstanding in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.50,00,00,000/- (Rupees Fifty Crores Only) at any one time.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

10. To charge on assets of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), following resolution as a **Special Resolution**

RESOLVED THAT in supersession of the Ordinary Resolution approved at the Extra

Ordinary Genera Meeting held on January 30, 2010 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.50,00,00,000/- (Rupees Fifty Crores Only) at any one time.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

11. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**S.V.Ragu Raman
Managing Director**

September 02, 2014

Registered Office
Plot no.123-131, Tass Industrial Estate,
Mahatma Gandhi Road, Ambattur,
Chennai - 600 098.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting

3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate

Item No.4 of the Notice in relation to appointment of Shri.Jaganathan Ramaiyan as an Independent Director, for the approval by the members of the Company.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Except Shri.Jaganathan Ramaiyan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

ITEM NO.5

Shri.Anantanarayana Ramachandran, had been appointed as Independent Director vide member’s resolution at their AGM held on 29.09.2007 in terms clause 49 of the Listing Agreement, his tenure of office of independent Director has not been specified, therefore he shall hold office as Independent Director till the conclusion of the ensuing AGM and being eligible offer himself for reappointment. Shri.Anantanarayana Ramachandran is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement since 30.09.2006. His continuance guidance and association with company will be highly benefited and advantageous. He is not in the Board of any other company.

He is also the member of the Audit committee, Shareholders’/Investors’ Grievances Committee and member of Remuneration Committee of the Board of the Company. Shri.Anantanarayana Ramachandran does not holds any equity shares in the company. Shri.Anantanarayana Ramachandran, who has been appointed as an Independent director of the company under section 161 of the Companies Act, 2013 at the AGM held on 29.09.2007, will hold office as such up to the conclusion of the ensuing Annual General Meeting. The Company has also received declaration from Shri.Anantanarayana Ramachandran that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Shri.Anantanarayana Ramachandran, are of the opinion that Shri.Anantanarayana Ramachandran meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri.Anantanarayana Ramachandran being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of your Company for 1 (One) year for a term upto the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2015.. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Shri.Anantanarayana Ramachandran as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Shri.Anantanarayana Ramachandran as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, and the letter of appointment along with the detailed profile of independent director shall be disclosed on the websites of the company and the Stock Exchanges not later than one working day from the date of such appointment.

Brief resume of Shri.Anantanarayana Ramachandran, nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided above.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Except Shri.Nagarajan Venkataraman, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

ITEM NO.4

Shri.Jaganathan Ramaiyan, had been appointed as Independent Director vide member's resolution at their AGM held on 29.09.2007 in terms clause 49 of the Listing Agreement, his tenure of office of independent Director has not been specified, therefore he shall hold office as Independent Director till the conclusion of the ensuing AGM and being eligible offer himself for reappointment. Shri.Jaganathan Ramaiyan is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement since 30.09.2006. His continuance guidance and association with company will be highly benefited and advantageous. He is not in the Board of any other company.

He is also the member of the Audit committee, Shareholders'/Investors' Grievances Committee and member of Remuneration Committee of the Board of the Company. Shri.Jaganathan Ramaiyan does not holds any equity shares in the company. Shri.Jaganathan Ramaiyan, who has been appointed as an Independent director of the company under section 161 of the Companies Act, 2013 at the AGM held on 29.09.2007, will hold office as such up to the conclusion of the ensuing Annual General Meeting. The Company has also received declaration from Shri.Jaganathan Ramaiyan that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Shri.Jaganathan Ramaiyan, are of the opinion that Shri.Jaganathan Ramaiyan meets the criteria of independence as per the provisions

of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri.Jaganathan Ramaiyan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of your Company for 1 (One) year for a term upto the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2015. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Shri.Jaganathan Ramaiyan as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Shri.Jaganathan Ramaiyan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, and the letter of appointment along with the detailed profile of independent director shall be disclosed on the websites of the company and the Stock Exchanges not later than one working day from the date of such appointment.

Brief resume of Shri.Jaganathan Ramaiyan, nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided above.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Shri.Jaganathan Ramaiyan as an Independent Director. Accordingly, the Board recommends the resolution set out as

Governance Report forming part of the Annual Report

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting

8. The Register of Members and Share Transfer Books of the Company will be closed from **Tuesday, the September 23, 2014 to Tuesday, the September 30, 2014** (Both days Inclusive)

9. 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, M/s.Cameo Corporate Services Ltd. "Subramanian Building" No.1, Club House Road, Chennai - 600 002 cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in

physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Ltd

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Ltd

12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo Corporate Services Ltd , for consolidation into a single folio

13. Non-Resident Indian Members are requested to inform Cameo Corporate Services Ltd, immediately of:

(a) Change in their residential status on return to India for permanent settlement.

(b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier

14. In accordance with the provisions of Section 72 of the Companies Act, 2013, Members desirous of making a nomination in respect of their shareholding in the Company, 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

15. Electronic copy of the Annual Report for 2013-14 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes

unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode

16. Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode

17. SEBI vide circular dated May 30, 2012 (Exit Circular) issued guidelines in respect of exit options to stock exchanges. In terms of these guidelines, if the stock exchange is not able to achieve the prescribed turnover of Rs 1000 Crore on continuous basis or does not apply for voluntary surrender of recognition and exit before the expiry of two years from the date of SEBI circular dated May 30, 2012, SEBI shall proceed with compulsory de-recognition and exit of the stock exchanges, in terms of the conditions as may be specified by SEBI. As per the 'Exit Circular' the exclusively listed companies, which fail to obtain listing on any other stock exchange, which do not voluntarily delist or which are not considered as 'Vanishing companies', **will cease to be listed company and will be moved to the dissemination board by the existing stock exchange.** It shall be the responsibility of the exchanges which are being derecognized either on voluntary or compulsory basis, to place their exclusively listed companies on the dissemination board. These exchanges shall ensure that the database of the exclusively listed company is transferred to

SEBI and to those stock exchanges on whose dissemination board, the shares of these companies are available.

18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically

19. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report 2014 will be available on the Company's website, www.swethaeng.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: info@swethaeng.com

20. Voting through electronic means:

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Clause 35B of the Listing Agreement read with Rule 20 of Companies (Management and Administration) Rules 2014 the Company offers e-voting option to all the shareholders. For this purpose, the Company will be making necessary arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. Shareholders have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he or she should not vote by physical postal ballot and also vice - versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

Shareholders irrespective of who have

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO.3

Shri.Nagarajan Venkataraman, had been appointed as Independent Director vide member's resolution at their AGM held on 29.09.2007 in terms clause 49 of the Listing Agreement, his tenure of office of independent Director has not been specified, therefore he shall hold office as Independent Director till the conclusion of the ensuing AGM and being eligible offer himself for reappointment. Shri.Nagarajan Venkataraman is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement since 30.09.2006. His continuance guidance and association with company will be highly benefited and advantageous. He is not in the Board of any other company.

He is also the member of the Audit committee, Shareholders'/Investors' Grievances Committee and member of Remuneration Committee of the Board of the Company. Shri.Nagarajan Venkataraman does not hold any equity shares in the company. Shri.Nagarajan Venkataraman, who has been appointed as an Independent director of the company under section 161 of the Companies Act, 2013 at the AGM held on 29.09.2007, will hold office as such up to the conclusion of the ensuing Annual General Meeting. The Company has also received declaration from Shri.Nagarajan Venkataraman that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Shri.Nagarajan Venkataraman, are of the opinion that Shri.Nagarajan Venkataraman meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri.Nagarajan Venkataraman being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of your Company for 1 (One) year for a term upto the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2015. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Shri.Nagarajan Venkataraman as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Shri.Nagarajan Venkataraman as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, and the letter of appointment along with the detailed profile of independent director shall be disclosed on the websites of the company and the Stock Exchanges not later than one working day from the date of such appointment.

Brief resume of Shri.Nagarajan Venkataraman, nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided above.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Shri.Nagarajan Venkataraman as an Independent Director. Accordingly, the Board recommends the resolution set out as Item No.3 of the Notice in relation to appointment of Shri.Nagarajan Venkataraman as an Independent Director, for the approval by the members of the Company.

Qualification	B.Tech Mechanical Engineering	MA, (Eco)	B.Com CA IIB
Expertise in Area	Experience in Design and Process Engineering of high capacity Products	In addition to economic expertise he possess hardware and software knowledge	Vast experience in the field of Banking Management has held responsible position in reputed financial institution
No. of shares held	0	0	200
List of Directorships held in other Companies	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of other Companies in which the Director	Nil	Nil	Nil

Cont.

Name	S.V.Ragu Raman	S.V.Sridhar	S.Niranjan Kumar
DIN	00098566	00098576	00098587
Designation	Managing Director	Director-Commercial	Director-Technical
Father's Name	Varadhachari	Varadachari Setlur	S.Venkataramaiah
Date of Birth	18.02.1950	01.08.1948	18.01.1956
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	09.12.1986	02.08.1988	30.03.1998
Relationship with Other Director	Brother of Mr.S.V.Sridhar	Brother of Mr.S.V.Ragu Raman	None
Qualification	L.M.E	(B.Sc)	B.Tech Chemical Engineering
Expertise in Area	Vast experience in fabrication and design engineering together with administrative knowledge.	Vast experiencing in marketing and commercial activities to gether with erection experience.	Vast experience Design Engineering process and services specialized in design of heavy equipments to paper industries
No. of shares held	464725	441095	12250
List of Directorships held in other Companies	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of other Companies in which the Director	Nil	Nil	Nil

registered their e-mails for receipt of documents in electronic mode under the Green Initiative and who wish to vote through Ballot Form can download Ballot Form from the link www.evotingindia.com or seek duplicate form from R & T Agent M/s.Cameo Corporate Services Limited. "Subramanian Building". No.1 Club House Road, Chennai - 600 002, fill in the details and send the same to the Scrutinizer by Post at the address given.

21. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 24th September 2014 at 10.00 am and ends on 26th September 2014 and closes at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(i) After entering these details appropriately, click on “SUBMIT” tab.

(ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(vii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) Note for Non – Individual Shareholders and Custodians

❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

❖ After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

❖ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and

vice-versa. However, in case Shareholder (s) cast their vote both by physical ballot and by electronic mode, then voting done by physical shall prevail and voting done by electronic will be treated as invalid.

If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The Board of Directors has appointed Sri.V.S.Sowrirajan, Practicing Company Secretary, Chennai as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. His address is The Scrutinizer, C/o Cameo Corporate Services Limited. “Subramanian Building”, No.1 Club House Road, Chennai - 600 002.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company

Members can choose only one of the two options namely e-voting or voting through

physical assent/ dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent form being found to be valid.

The Results of e-voting, physical assent / dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.swethaeng.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

23. Details of Directors seeking appointment/ and re-appointment at the Annual General Meeting in pursuance of Clause 49 of the Listing Agreement

Name	Nagarajan Venkataraman	Jaganathan Ramaian	Anantanarayana Ramachandran
DIN	01426771	01675591	01919653
Designation	Independent & Non Executive	Independent & Non Executive	Independent & Non Executive
Father’s Name	Venkataraman Gopalasamy	Ramaiyan Narayana Panicker	Anantanarayana
Date of Birth Nationality	27.04.1955 Indian	08.04.1967 Indian	31.08.1943 Indian
Date of Appointment on the Board	30.09.2006	30.09.2006	30.09.2006
Relationship with Other Director	None	None	None