PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013and 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 | Resolutions | Optional* | |
|-------------------|---|-----------|---------|
| No | Resolutions | 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 | 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 :

Affix Revenue Stamp not less than

Rs.1/-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 "agaist" column blank

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SWETHA ENGINEERING LIMITED Regd Office: 123-131 Tass Industrial Estate Chennai 600098 CIN: L27209TN1986PLC013787

NOTICE

1

NOTICE is hereby given that the Twenty plus applicable service tax and re-Eighth Annual General Meeting of the imbursement of travelling and out of pocket 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 3. To appoint Shri.Nagarajan Venkataraman

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 vear ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint Auditors and to fix their enactment thereof for the time being in force) remuneration and in this regard to consider and Clause 49 of the Listing Agreement, and if thought fit, to pass with or without Shri.Nagarajan Venkataraman (holding DIN: modification(s), the following resolution as 01426771), a non-executive Director of the an Ordinary Resolution:

"RESOLVED THAT pursuant to the as provided in section 149(6) of the Act and provision of section 139, 142, and other who is eligible for appointment, be and is applicable provisions, if any of the hereby appointed as an Independent Companies Act, 2013 and the Rules made thereunder, as amended from time to time, 01 (One) year with effect from October 01, M/s.Suresh & Sridharan, Chartered Accountants, (Registration No.FRN 004258S) be and is hereby re-appointed as 4. To appoint Shri.Jaganathan Ramaiyan the statutory Auditor of the Company to hold office for a period of 3 years from the Director and in this regard To consider and conclusion of this Annual General meeting if thought fit to pass with or without to, till the conclusion of 31st Annual General modification(s), following resolution as an Meeting of the Company subject to **Ordinary Resolution**: ratification of the appointment by the shareholders at every Annual General "RESOLVED THAT pursuant to the

(holding DIN: 01675591) as an Independent

Meeting held after this AGM on a provisions of section 149, 152 read with

of audit."

(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:**

remuneration to be decided by a Board of Directors in consultation with the Auditors expenses incurred by them for the purpose

SPECIAL BUSINESS

"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-Company, who has submitted a declaration that he meets the criteria for independence Director of the Company to hold office for 2014 up to September 30, 2015."

provisions of the companies Act, 2013 and the companies (Appointment and "RESOLVED THAT pursuant to the Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the Companies (Appointment and 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) Company, for a period of 5 (five) years with year with effect from October 01, 2014 up to effect from October 22, 2014, on the terms September 30, 2015."

Ramachandran (holding DIN: 01919653) as an Independent Director and in this regard To consider and if thought fit to pass with or Board" which term shall be deemed to without modification(s), following resolution include the Nomination and Remuneration as an Ordinary Resolution:

provisions of section 149, 152 read with Schedule IV and all other applicable Shri.S.V.Raguraman. provisions of the companies Act, 2013 and the companies (Appointment and I. Overall Remuneration Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- The aggregate of salary, allowances and enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri.Anantanarayana Ramachandran (holding DIN: 01919653), a non-executive Board in its absolute discretion pay to the Director of the Company, who has submitted a declaration that he meets the criteria for not exceed the limits prescribed from time independence as provided in section 149(6) of the Act and who is eligible for appointment, applicable provisions of the Companies Act, be and is hereby appointed as an 2013 read with Schedule V to the said Act Independent Director of the Company to hold as may for the time being, be in force office for 01 (One) year with effect from October 01, 2014 up to September 30, II. Minimum Remuneration 2015."

pass with or without modification(s), inadequate, the remuneration will be subject

Schedule IV and all other applicable following resolution as a Special Resolution

provisions of Section196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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 and conditions including remuneration of Rs.2,50,000/- (Rupees Two Lakhs Fifty 5. To appoint Shri Anantanarayana Thousand Only) per month and otherwise set out hereunder, with liberty to the Board of Directors (hereinafter referred to as "the Committee of the Board) to alter and vary the terms and conditions of the said re-"RESOLVED THAT pursuant to the appointment and / or remuneration as it may deem fit and as may be acceptable to

perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Managing Director from time to time, shall to time under Sections 197 and other

Notwithstanding the foregoing, where in any 6. To re-appoint Shri.S.V.Raguraman (DIN: financial year during the currency of the 00098566) as a Managing Director and in tenure of the Managing Director, the this regard to consider and if thought fit to Company has no profits or its profits are

SWETHA ENGINEERING LIMITED

CIN: L27209TN1986PLC013787

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ATTENDANCE SLIP

28ST ANNUAL GENERAL MEETING

| DP ID | Folio |
|--------------------|-------|
| Client ID | No. c |
| 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.

Note :

- 1. 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
- 2. 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.
- 3. 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.

Service Cut along the line _____

E-VOTING PARTICULARS

| EVSN (Electronic Voting Sequence Number) | USED ID |
|---|---------|
| | |

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

| Commencement of e-voting | End of |
|--------------------------|----------|
| 24th day, September 2014 | 26th da |
| (from 10.00 A.M) | (upto 5. |

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

No.

of Shares

Member's / Proxy's Signature

PASSWORD*

e-voting

ay, September 2014 .00 P.M)

Rs.50,00,00,000/- (Rupees Fifty Crores Only). Members

Pursuant to the notification issued by the None of the Directors and Key Managerial effect from September 12, 2013. Accordingly and 10. the limit approved by the members of the Company under Section 293(1)(d) and 293(1 Item No.11)(a) of the Companies Act, 1956 is valid for a period of one year from the date of notification The Board, on the recommendation of the Audit

Circular No.32/2014 dated 23rd July 2014 for the financial year ending March 31, 2015. pursuant to the erstwhile applicable provisions payable to the Cost Auditors has to be ratified of the Companies Act 1956 can be by the shareholders of the Company. implemented, in accordance with provisions of the old act, notwithstanding the repeal of the Accordingly, consent of the members is sought the commencement of corresponding by the shareholders provisions of Companies Act 2013 which ever is later. In view of this clarification the None of the Directors / Key Managerial ballot dated 13.08.2013 is valid upto 4th No. 11 of the Notice. 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 September 02, 2014 Special resolution under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013, to Registered Office borrow monies in excess of Paid Up capital of Plot no.123-131, Tass Industrial Estate, the Company and its free reserves and to Mahatma Gandhi Road, Ambattur, create security by way of creating mortgage, Chennai - 600 098. hypothecation and / or charge on movable/ immovable properties of the Company. The

Company to secure the financial assistances Board of Directors recommends passing of the granted / to be granted by the lenders upto an Special Resolutions as set out in Item No. 9 amount in the aggregate not exceeding and 10 of the Notice for approval of the

Ministry of Corporate Affairs on September 12, Personnel of the Company and their relatives 2013, Section 180(1)(c) and 180(1)(a) of the is concerned or interested, financial or Companies Act, 2013 have come into force with otherwise, in the resolution set out at Item No.9

of Section 180 of the Companies Act. 2013. Committee, has approved the appointment and remuneration of the Cost Auditors to conduct Further, the Ministry of Corporate Affairs vide the audit of the cost records of the Company clarified that any resolutions approved or In accordance with the provisions of Section passed by the Companies between 1st 148 of the Act read with the Companies (Audit September 2013 to 31st March 2014 in and Auditors) Rules, 2014, the remuneration

relevant provision subject to the conditions (a) for passing an Ordinary Resolution as set out that the implementation of the resolution at Item No. 11 of the Notice for ratification of actually commenced before 1st April 2014 and the remuneration payable to the Cost Auditors (b). This transitional arrangement will be for the financial year ending March 31, 2015. available upto expiry of one year from the The Board commends the Ordinary Resolution passing of the resolution or six months from set out at Item No. 11 of the Notice for approval

resolution passed under section 293 (1) (d) and Personnel of the Company / their relatives are. 293 (1) (a) of the companies act 1956 by the in any way, concerned or interested, financially shareholders of the company byway of postal or otherwise, in the resolution set out at Item

> By Order of the Board For SWETHA ENGINEERING LIMITED

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

to Schedule V to the Companies Act, 2013. Five Thousand Only) per month and

RESLOVED FURTHER THAT

Shri.S.V.Raguraman, shall be liable to retire to as "the Board" which term shall be deemed by rotation under section 152 of the to include the Nomination and Remuneration Companies Act, 2013, however, if re- Committee of the Board) to alter and vary appointed as a director immediately on the terms and conditions of the said reretirement by rotation, he shall continue to appointment and / or remuneration as it may hold office in Managing Director and such deem fit and as may be acceptable to re-appointment as Director shall not be Shri.S.V.Sridhar. deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT during the The aggregate of salary, allowances and tenure as the Managing Director perquisites as specified above or paid Shri.S.V.Raguraman, Shall be entitled to be additionally in accordance with the rules of paid / re-imbursed by the Company all costs, the Company in any financial year, which the charges and expenses as may be incurred Board in its absolute discretion pay to the by him for the purpose of or on behalf of the Director – Commercial from time to time, Company.

RESOLVED FURTHER THAT the Board be applicable provisions of the Companies Act, and is hereby authorised to do all acts and 2013 read with Schedule V to the said Act take all such steps as may be necessary, as may for the time being, be in force proper or expedient to give effect to this resolution."

7. To re-appoint Shri.S.V.Sridhar (DIN: Notwithstanding the foregoing, where in any 00098576) as a Director -Commercial and financial year during the currency of the in this regard to consider and if thought fit to tenure of the Director – Commercial, the pass with or without modification(s). Company has no profits or its profits are following resolution as an **Ordinary** inadequate, the remuneration will be subject Resolution:

"RESOLVED THAT pursuant to the RESLOVED FURTHER THAT provisions of Section196, 197 and 203 read Shri.S.V.Sridhar, shall be liable to retire by with Schedule V and all other applicable rotation under section 152 of the Companies provisions of the Companies Act, 2013 and Act, 2013, however, if re-appointed as a the Companies (Appointment and director immediately on retirement by Remuneration of Managerial Personnel) rotation, he shall continue to hold office in Rules, 2014 (including any statutory Director - Commercial and such remodification(s) or re-enactment thereof for appointment as Director shall not be deemed the time being in force), approval of the to constitute a break in his appointment as Company be and is hereby accorded to the Director – Commercial. re-appointment of Shri, S.V. Sridhar (DIN:

00098576) as Director -Commercial of the **RESOLVED FURTHER THAT** during the Company, for a period of 5 (five) years with tenure as the Director - Commercial effect from October 22, 2014, on the terms Shri.S.V.Sridhar, Shall be entitled to be paid and conditions including remuneration of / re-imbursed by the Company all costs, Rs.1,25,000/- (Rupees One Lakh Twenty charges and expenses as may be incurred

otherwise set out hereunder, with liberty to the Board of Directors (hereinafter referred

I. Overall Remuneration

shall not exceed the limits prescribed from time to time under Sections 197 and other

II. Minimum Remuneration

to Schedule V to the Companies Act, 2013.

Company.

RESOLVED FURTHER THAT the Board be as may for the time being, be in force and is hereby authorised to do all acts and take all such steps as may be necessary, II. Minimum Remuneration proper or expedient to give effect to this resolution."

00098587) as a Director –Technical and in resolution as an Ordinary Resolution:

provisions of Section196, 197 and 203 read retire by rotation under section 152 of the with Schedule V and all other applicable Companies Act, 2013, however, if reprovisions of the Companies Act, 2013 and appointed as a director immediately on the Companies (Appointment and retirement by rotation, he shall continue to Remuneration of Managerial Personnel) hold office in Director - Commercial and Rules, 2014 (including any statutory such re-appointment as Director shall not be modification(s) or re-enactment thereof for deemed to constitute a break in his the time being in force), approval of the appointment as Director – Technical, Company be and is hereby accorded to the re-appointment of Shri.S.Niranjan Kumar RESOLVED FURTHER THAT during the (DIN: 00098587) as Director - Technical of tenure as the Director - Technical the Company, for a period of 2 (two) years Shri.S.Niranjan Kumar, Shall be entitled to with effect from October 22, 2014, on the be paid / re-imbursed by the Company all terms and conditions including remuneration costs, charges and expenses as may be of Rs.1,05,000/- (Rupees One Lakh five incurred by him for the purpose of or on Thousand Only) per month and otherwise set behalf of the Company. out hereunder, with liberty to the Board of Directors (hereinafter referred to as "the **RESOLVED FURTHER THAT** the Board be Board" which term shall be deemed to and is hereby authorised to do all acts and include the Nomination and Remuneration take all such steps as may be necessary, Committee of the Board) to alter and vary proper or expedient to give effect to this the terms and conditions of the said re-resolution." appointment and / or remuneration as it may deem fit and as may be acceptable to 9. To borrow money and in this regard to Shri.S.Niranjan Kumar.

I. Overall Remuneration

The aggregate of salary, allowances and perquisites as specified above or paid **RESOLVED THAT** in supersession of the

by him for the purpose of or on behalf of the to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act

Notwithstanding the foregoing, where in any financial year during the currency of the 8. To re-appoint Shri.S.Niranjan Kumar (DIN: tenure of the Director -Technical, the Company has no profits or its profits are this regard to consider and if thought fit to inadequate, the remuneration will be subject pass with or without modification(s), following to Schedule V to the Companies Act, 2013.

RESLOVED FURTHER THAT

"RESOLVED THAT pursuant to the Shri. S.Niranjan Kumar, shall be liable to

consider and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution

additionally in accordance with the rules of Ordinary Resolution approved at the Extra the Company in any financial year, which the Ordinary Genera Meeting held on January Board in its absolute discretion pay to the 30, 2010, and pursuant to the provisions of Director –Technical from time to time, shall Section 180(1)(c) and any other applicable not exceed the limits prescribed from time provisions of the Companies Act, 2013 and effective from 22nd October, 2014.

Considering his experience and expertise, the Considering his experience and expertise, the Audit Committee, the Remuneration Audit Committee, the Remuneration Committee, and the Board of Directors of the Committee, and the Board of Directors of the Company felt that the remuneration package Company felt that the remuneration package offered to him is fair, reasonable and also in offered to him is fair, reasonable and also in line with the remuneration package prevailing line with the remuneration package prevailing in the industry. Accordingly, the Board in the industry. Accordingly, the Board recommends the resolution set out as Item recommends the resolution set out as Item No.7 of the Notice in relation to appointment No.8 of the Notice in relation to appointment of Shri.S.V.Sridhar as a Director-Commercial of Shri.S.Niranjan Kumar as a Directorof the company for a period of five years with Technical of the company for a period of five effect from 22nd October, 2014.

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

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

ITEM NO.8

The tenure of Shri.S.Niranjankumar, as The members of the Company at their Extra Director – Technical of the Company ended Ordinary Genera Meeting held on January 30. on 22nd October, 2014. The Board of Directors 2010, approved, by way of an Ordinary of the Company at its meeting held on 12th Resolution under Section 293(1)(d) of the August, 2014 has appointed Shri.S.Niranjan Companies Act, 1956, borrowings over and Kumar, an existing Director of the Company above the aggregate of paid up share capital as Director - Technical of the company for a and free reserves of the ompany provided that period of two years with effect from 22^{nd} the total amount of such borrowings together October, 2014, at remuneration recommended with the amounts already borrowed and by the Nomination & Remuneration committee outstanding at any point of time shall not be in of the Board for a period of two years, subject excess of Rs.50,00,00,000/- (Rupees Fifty to the approval of shareholders. He is a part o Crores Only). At the same meeting the the company's Board since 1998 and has been members of the Company had also approved dedicating his substantial time in the marketing an Ordinary Resolution under Section and promotion of company's product. His 293(1)(a) of the Companies Act, 1956, to contribution towards development of company' mortgaging and/or charging by the Board of business is highly commendable.

Directors of the Company of all the immoveable and moveable properties of the The Audit Committee, the Nomination & Company wheresoever's situate, present and Remuneration Committee and the Board of future, and the whole of the undertaking of the Directors of the Company at its Meeting held Company to or in favour of institutions / banks on 04th August, 2014 have approved the (lenders) or the trustees for the lenders of the

4

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

years with effect from 22nd October, 2014.

registered office of the company.

Managerial Personnel of the Company and at Item No.8.

Item No.9 and 10

association would be of immense benefit to the reasonable and also in line with the Company and it is necessary to continue to remuneration package prevailing in the avail services of Shri.Anantanarayana industry. Ramachandran as an Independent Director. Accordingly, the Board recommends the Accordingly, the Board recommends the resolution set out as Item No.5 of the Notice in resolution set out as Item No.6 of the Notice Ramachandran as an Independent Director, for Shri.S.V.Raguraman as a Managing Director the approval by the members of the Company. of the company for a period of five years with

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of In terms of section 190 of the companies Act

Except Shri.Anantanarayana Ramachandran, employment with managing or whole-time being an appointee, none of the Directors and director is available for inspection at the Kev Managerial Personnel of the Company and registered office of the company. their relatives is concerned or interested. financial or otherwise, in the resolution set out Except at Item No.5.

ITEM NO.6

Managing Director of the Company ended on No.6. 22nd October, 2014. The Board of Directors of the Company at its meeting held on 12th August, ITEM NO.7 2014 has recommended the appointment of Shri.S.V.Raguraman, an existing Director of the The tenure of Shri.S.V.Sridhar, as Director -Company as Managing Director of the company Commercial of the Company ended on 22nd for a period of five years with effect from 22nd October, 2014. The Board of Directors of the October, 2014, at remuneration recommended Company at its meeting held on 12th August, by the Nomination & Remuneration committee 2014 has appointed Shri.S.V.Sridhar, an of the Board, subject to the approval of existing Director of the Company as Director shareholders. Shri.S.V.Raguraman, part of the - Commercial of the company for a period of company's Board since 1986 and has been five years with effect from 22nd October. 2014. dedicating his substantial time in the at remuneration recommended by the production, and promotion of company's Nomination & Remuneration committee of the product. His contribution towards development Board for a period of five years, subject to the of company' business is highly commendable. approval of shareholders. He is a part o the Shri.S.V.Raguraman is the relative of company's Board since 1988 and has been Shri.S.V.Sridhar, Whole-time Director of the dedicating his substantial time in the marketing Company.

on 04th August, 2014 have approved the the Company. remuneration payable to Shri.S.V.Raguraman effective from 22nd October, 2014. Considering The Audit Committee, the Nomination &

The Board considers that his continued the remuneration package offered to him is fair,

relation to appointment of Shri. Anantanarayana in relation to appointment of effect from 22nd October, 2014.

the Listing agreement with the Stock Exchange. 2013 a contract of service/ a written memorandum setting out its terms of

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 The tenure of Shri.S.V.Raguraman, as otherwise, in the resolution set out at Item

and promotion of company's product. His contribution towards development of company' The Audit Committee, the Nomination & business is highly commendable. Remuneration Committee and the Board of Shri S.V.Sridhar is the relative of Directors of the Company at its Meeting held Shri.S.V.Ragu Raman, Managing Director of

his experience and expertise, the Audit Remuneration Committee and the Board of Committee, the Remuneration Committee, and Directors of the Company at its Meeting held the Board of Directors of the Company felt that on 04th August, 2014 have approved the

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

the Company be and is hereby authorised Fifty Crores Only) at any one time. 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."

in this regard to consider and if thought fit, may arise in respect of the borrowing(s) to pass with or without modification(s), following resolution as a Special Resolution deeds and things and to execute all

Ordinary Resolution approved at the Extra give effect to this resolution."

"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 10. To charge on assets of the Company and to settle any question, difficulty, doubt that aforesaid and further to do all such acts, documents and writings as may be RESOLVED THAT in supersession of the necessary, proper, desirable or expedient to

30, 2010 and pursuant to the provisions of provisions of the Companies Act, 2013 and statutory modification(s) or re-enactment 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 "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 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 / to be obtained from the Company's Bankers in the ordinary course of business, shall not **RESOLVED FURTHER THAT** the Board of be in excess of Rs.50,00,00,000/- (Rupees 11. To approve the remuneration of the Cost **NOTES** : Auditors for the financial year ending March 31, 2015 and in this regard to consider and **1**. if thought fit, to pass, with or without AND VOTE AT THE ANNUAL GENERAL modification(s), the following resolution as **MEETING (THE "MEETING") IS ENTITLED** an Ordinary Resolution:

"RESOLVED THAT pursuant to the AND THE PROXY NEED NOT BE A provisions of Section 148 and all other MEMBER OF THE COMPANY. THE applicable provisions of the Companies Act, INSTRUMENT APPOINTING THE PROXY 2013 and the Companies (Audit and SHOULD, HOWEVER, BE DEPOSITED AT Auditors) Rules, 2014 (including any THE REGISTERED OFFICE OF THE statutory modification(s) or re-enactment COMPANY NOT LESS THAN FORTYthereof, for the time being in force), the Cost EIGHT HOURS BEFORE THE Auditors appointed by the Board of Directors COMMENCEMENT OF THE MEETING. A of the Company, to conduct the audit of the PROXY FORM FOR THE AGM IS cost records of the Company for the financial **ENCLOSED** year ending March 31, 2015, be paid the remuneration as set out in the Statement A PERSON CAN ACT AS A PROXY ON annexed to the Notice convening this BEHALF OF MEMBERS NOT EXCEEDING Meeting;

RESOLVED FURTHER THAT the Board of PERCENT OF THE TOTAL SHARE Directors of the Company be and is hereby CAPITAL OF THE COMPANY CARRYING authorised to do all acts and take all such VOTING RIGHTS. A MEMBER HOLDING steps as may be necessary, proper or MORE THAN TEN PERCENT OF THE

S.V.Ragu Raman

September 02, 2014

Registered Office

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

A MEMBER ENTITLED TO ATTEND TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF

FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN expedient to give effect to this resolution." TOTAL SHARE CAPITAL OF THE **COMPANY CARRYING VOTING RIGHTS** By Order of the Board MAY APPOINT A SINGLE PERSON AS For SWETHA ENGINEERING LIMITED PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER

> Managing Director 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

appointment of Shri. Jaganathan Ramaiyan as reviewing the declaration submitted by an Independent Director, for the approval by Shri Anantanarayana Ramachandran, are of the members of the Company.

This Explanatory Statement may also be independence as per the provisions of Section regarded as a disclosure under Clause 49 of 149(6) of the Companies Act, 2013 and rules the Listing agreement with the Stock made thereunder and also meets with the Exchange.

Managerial Personnel of the Company and management. their relatives is concerned or interested, financial or otherwise, in the resolution set out Hence, in terms of Section 149 and any other at Item No.4.

ITEM NO.5

Act. 2013.

been appointed as Independent Director vide 1 (One) year for a term up to the conclusion of member's resolution at their AGM held on the 29th Annual General Meeting of the 29.09.2007 in terms clause 49 of the Listing Company in the calendar year 2015. The Agreement, his tenure of office of independent Company has received a notice in writing from Director has not been specified, therefore he a member along with the deposit of requisite shall hold office as Independent Director till amount under Section 160 of the Companies the conclusion of the ensuing AGM and being Act 2013, proposing Shri Anantanarayana eligible offer himself for reappointment. Ramachandran as a candidate for the office of Shri Anantanarayana Ramachandran is an Director of the Company. Independent Director of the Company pursuant to Clause 49 of the Listing Agreement since Copy of the draft letter for appointment of 30.09.2006. His continuance guidance and Shri Anantanarayana Ramachandran as an association with company will be highly Independent Director setting out the terms and benefited and advantageous. He is not in the conditions would be available for inspection Board of any other company.

Shareholders'/Investors' Grievances excluding Saturday, and the letter of Committee and member of Remuneration appointment along with the detailed profile of Committee of the Board of the Company. independent director shall be disclosed on the Shri Anantanarayana Ramachandran does not websites of the company and the Stock holds any equity shares in the company. Exchanges not later than one working day from Shri.Anantanarayana Ramachandran, who the date of such appointment. has been appointed as an Independent director of the company under section 161 of Brief resume of Shri.Anantanarayana the Companies Act, 2013 at the AGM held on Ramachandran, nature of his expertise in 29.09.2007, will hold office as such up to the specific functional areas and names of conclusion of the ensuing Annual General companies in which they hold directorships and Meeting. The Company has also received memberships / chairmanships of Board declaration from Shri.Anantanarayana Committees, shareholding and relationships Ramachandran that he meets with the criteria between directors inter-se as stipulated under

Item No.4 of the Notice in relation to The Board of Directors of your Company after the opinion that Shri.Anantanarayana Ramachandran meets the criteria of requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his Except Shri.Jaganathan Ramaiyan, being an appointment as an Independent Director of the appointee, none of the Directors and Key Company and is independent of the

applicable provisions of the Companies Act, 2013, Shri.Anantanarayana Ramachandran being eligible and offering himself for appointment, is proposed to be appointed as Shri Anantanarayana Ramachandran, had an Independent Director of your Company for

without any fee by the members at the Registered Office of the Company during He is also the member of the Audit committee, normal business hours on any working day.

of independence as prescribed under sub- Clause 49 of the Listing Agreement with the section (6) of Section 149 of the Companies Stock Exchanges, are provided above.

This Explanatory Statement may also be of Section 149(6) of the Companies Act, 2013 Exchange.

an appointee, none of the Directors and Key management. Managerial Personnel of the Company and their relatives is concerned or interested, Hence, in terms of Section 149 and any other financial or otherwise, in the resolution set out applicable provisions of the Companies Act, at Item No.3.

ITEM NO.4

appointed as Independent Director vide General Meeting of the Company in the member's resolution at their AGM held on calendar year 2015. The Company has 29.09.2007 in terms clause 49 of the Listing received a notice in writing from a member Agreement, his tenure of office of independent along with the deposit of requisite amount Director has not been specified, therefore he under Section 160 of the Companies Act 2013. shall hold office as Independent Director till the proposing Shri Jaganathan Ramaiyan as a conclusion of the ensuing AGM and being candidate for the office of Director of the eligible offer himself for reappointment. Company. Shri.Jaganathan Ramaiyan is an Independent Director of the Company pursuant to Clause Copy of the draft letter for appointment of 49 of the Listing Agreement since 30.09.2006. Shri.Jaganathan Ramaiyan as an Independent His continuance guidance and association with Director setting out the terms and conditions company will be highly benefited and would be available for inspection without any advantageous. He is not in the Board of any fee by the members at the Registered Office other company.

Shareholders'/Investors' Grievances detailed profile of independent director shall Committee and member of Remuneration be disclosed on the websites of the company Committee of the Board of the Company. and the Stock Exchanges not later than one Shri.Jaganathan Ramaiyan does not holds any working day from the date of such equity shares in the company. Shri.Jaganathan appointment. Ramaiyan, who has been appointed as an Independent director of the company under Brief resume of Shri.Jaganathan Ramaiyan, section 161 of the Companies Act, 2013 at the nature of his expertise in specific functional AGM held on 29.09.2007, will hold office as areas and names of companies in which they such up to the conclusion of the ensuing hold directorships and memberships / Annual General Meeting. The Company has chairmanships of Board Committees, Shri.Jaganathan Ramaiyan that he meets with directors inter-se as stipulated under Clause the criteria of independence as prescribed 49 of the Listing Agreement with the Stock under sub-section (6) of Section 149 of the Exchanges, are provided above. Companies Act. 2013.

criteria of independence as per the provisions Board recommends the resolution set out as

regarded as a disclosure under Clause 49 of and rules made thereunder and also meets the Listing agreement with the Stock with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director Except Shri.Nagarajan Venkataraman, being of the Company and is independent of the

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 Shri Jaganathan Ramaiyan, had been a term upto the conclusion of the 29th Annual

of the Company during normal business hours on any working day, excluding Saturday, and He is also the member of the Audit committee, the letter of appointment along with the

also received declaration from shareholding and relationships between

The Board considers that his continued The Board of Directors of your Company after association would be of immense benefit to the reviewing the declaration submitted by Company and it is necessary to continue to Shri.Jaganathan Ramaiyan, are of the opinion avail services of Shri.Jaganathan Ramaiyan that Shri Jaganathan Ramaiyan meets the as an Independent Director. Accordingly, the

Governance Report forming part of the physical form are requested to advise any Annual Report

4. A Statement pursuant to Section 102(1) of Corporate Services Ltd the Companies Act, 2013, relating to the Special Business to be transacted at the 11. The Securities and Exchange Board of Meeting is annexed hereto.

5. Members are requested to bring their every participant in securities market. attendance slip along with their copy of Members holding shares in electronic form Annual Report to the Meeting

6. In case of joint holders attending the they are maintaining their demat accounts. Meeting, only such joint holder who is higher Members holding shares in physical form can in the order of names will be entitled to vote submit their PAN to the Company / Cameo

7. Relevant documents referred to in the accompanying Notice and the Statement are 12. Members who hold shares in physical open for inspection by the members at the form in multiple folios in identical names or Registered Office of the Company on all joint holding in the same order of names are working days, except Saturdays, during requested to send the share certificates to business hours up to the date of the Meeting Cameo Corporate Services Ltd, for

8. The Register of Members and Share Transfer Books of the Company will be closed 13. Non-Resident Indian Members are from Tuesday, the September 23, 2014 to requested to inform Cameo Corporate Tuesday, the September 30, 2014 (Both Services Ltd. immediately of: days Inclusive)

may note that bank particulars registered

against their respective depository accounts (b) Particulars of their bank account will be used by the Company for payment of maintained in India with complete name, dividend. The Company or its Registrars and branch, account type, account number and Transfer Agents, M/s.Cameo Corporate address of the bank with pin code number, if Services Ltd. "Subramanian Building" No.1, not furnished earlier Club House Road, Chennai - 600 002 cannot act on any request received directly from the 14. In accordance with the provisions of members holding shares in electronic form Section 72 of the Companies Act, 2013, for any change of bank particulars or bank Members desirous of making a nomination mandates. Such changes are to be advised in respect of their shareholding in the only to the Depository Participant by the Company, are requested to write to the members

10. Members holding shares in electronic corporate office of the Company form are requested to intimate immediately any change in their address or bank 15. Electronic copy of the Annual Report for

mandates to their Depository Participants 2013-14 is being sent to all Members whose with whom they are maintaining their demat email Ids are registered with the Depository accounts. Members holding shares in Participants for communication purposes

India (SEBI) has mandated the submission of Permanent Account Number (PAN) by are, therefore, requested to submit their PAN to their Depository Participants with whom Corporate Services Ltd

consolidation into a single folio

(a) Change in their residential status on 9. Members holding shares in electronic form return to India for permanent settlement.

Company's Registrar for the prescribed form. Nomination form may be collected from the

7

change in their address or bank mandates immediately to the Company / Cameo

not registered their email address, physical these companies are available. copies of the Annual Report for 2013-14 is being sent in the permitted mode

Annual General Meeting of the Company communication including Annual Report, inter alia indicating the process and manner Notices, Circulars, etc. from the Company of e-voting along with Attendance Slip and electronically Proxy Form is being sent to all the members whose email ids are registered with the 19. Members may also note that the Notice Depository Participant(s) for communication of the 28th Annual General Meeting and the purposes unless any member has requested Annual Report 2014 will be available on the for a hard copy of the same. For Members Company's website, www.swethaeng.com. who have not registered their email The physical copies of the aforesaid addresses, physical copies of the Notice of documents will also be available at the 28th Annual General Meeting of the Company Company's registered office for inspection inter alia indicating the process and manner during normal business hours on working of e-voting along with Attendance Slip and days. Members who require communication Proxy Form is being sent in the permitted in physical form in addition to emode

17. SEBI vide circular dated May 30, 2012 (Exit Circular) issued quidelines in respect 20. Voting through electronic means: of exit options to stock exchanges. In terms In compliance with the provisions of Section of these guidelines, if the stock exchange is 108. 110 of the Companies Act. 2013 and not able to achieve the prescribed turnover Clause 35B of the Listing Agreement read of Rs 1000 Crore on continuous basis or with Rule 20 of Companies (Management does not apply for voluntary surrender of and Administration) Rules 2014 the recognition and exit before the expiry of two Company offers e-voting option to all the years from the date of SEBI circular dated shareholders. For this purpose, the Company May 30, 2012, SEBI shall proceed with will be making necessary arrangement with compulsory de-recognition and exit of the Central Depository Services (India) Limited stock exchanges, in terms of the conditions (CDSL) for facilitating e-voting and is pleased as may be specified by SEBI. As per the 'Exit to offer e-voting facility as an alternate, for Circular' the exclusively listed companies, its Shareholders to enable them to cast their which fail to obtain listing on any other stock votes electronically instead of dispatching exchange, which do not voluntary delist or Postal Ballot Form. E-voting is optional. which are not considered as 'Vanishing Shareholders have option to vote either companies', will cease to be listed through e-voting or through Ballot Form. If a company and will be moved to the member has opted for e-voting, then he or dissemination board by the existing stock she should not vote by physical postal ballot exchange. It shall be the responsibility of the and also vice - versa. However, in case exchanges which are being derecognized members cast their vote both via physical either on voluntary or compulsory basis, to ballot and e-voting, then voting through place their exclusively listed companies on physical ballot shall prevail and voting done the dissemination board. These exchanges by e-voting shall be treated as invalid. shall ensure that the database of the exclusively listed company is transferred to Shareholders irrespective of who have

unless any member has requested for a hard SEBI and to those stock exchanges on copy of the same. For members who have whose dissemination board, the shares of

18. Members who have not registered their e-mail addresses so far are requested to 16. Electronic copy of the Notice of the 28th register their e-mail address for receiving all

> communication, or have any other queries, may write to us at: info@swethaeng.com

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

ITEM NO.3

eligible offer himself since 30.09.2006. His continuance guidance Company. and association with company will be highly benefited and advantageous. He is not in the Copy of the draft letter for appointment of Board of any other company.

He is also the member of the Audit committee, conditions would be available for inspection Shareholders'/Investors' Grievances without any fee by the members at the Committee and member of Remuneration Registered Office of the Company during Committee of the Board of the Company. normal business hours on any working day, Shri.Nagarajan Venkataraman does not holds excluding Saturday, and the letter of any equity shares in the company, appointment along with the detailed profile of Shri.Nagarajan Venkataraman, who has been independent director shall be disclosed on the appointed as an Independent director of the websites of the company and the Stock company under section 161 of the Companies Exchanges not later than one working day from Act, 2013 at the AGM held on 29.09.2007, will the date of such appointment. hold office as such up to the conclusion of the ensuing Annual General Meeting. The Brief resume of Shri. Nagarajan Venkataraman, Company has also received declaration from nature of his expertise in specific functional Shri.Nagarajan Venkataraman that he meets areas and names of companies in which they with the criteria of independence as prescribed hold directorships and memberships / under sub-section (6) of Section 149 of the chairmanships of Board Committees, Companies Act, 2013.

The Board of Directors of your Company after 49 of the Listing Agreement with the Stock reviewing the declaration submitted by Exchanges, are provided above. Shri.Nagarajan Venkataraman, are of the opinion that Shri.Nagarajan Venkataraman The Board considers that his continued meets the criteria of independence as per the association would be of immense benefit to the provisions of Section 149(6) of the Companies Company and it is necessary to continue to Act, 2013 and rules made thereunder and also avail services of Shri.Nagarajan Venkataraman meets with the requirements of Clause 49 of as an Independent Director. Accordingly, the the Listing Agreement with the Stock Board recommends the resolution set out as Exchanges, for his appointment as an Item No.3 of the Notice in relation to Independent Director of the Company and is appointment of Shri.Nagarajan Venkataraman independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, Shri.Nagarajan Venkataraman, had been 2013, Shri.Nagarajan Venkataraman being appointed as Independent Director vide eligible and offering himself for appointment. member's resolution at their AGM held on is proposed to be appointed as an Independent 29.09.2007 in terms clause 49 of the Listing Director of your Company for 1 (One) year for Agreement, his tenure of office of independent a term up to the conclusion of the 29th Annual Director has not been specified, therefore he General Meeting of the Company in the shall hold office as Independent Director till calendar year 2015. The Company has the conclusion of the ensuing AGM and being received a notice in writing from a member for along with the deposit of requisite amount reappointment. Shri Nagarajan Venkataraman under Section 160 of the Companies Act 2013, is an Independent Director of the Company proposing Shri Nagarajan Venkataraman as a pursuant to Clause 49 of the Listing Agreement candidate for the office of Director of the

shareholding and relationships between directors inter-se as stipulated under Clause

as an Independent Director, for the approval by the members of the Company.

Shri,Nagarajan Venkataraman as an Independent Director setting out the terms and

| 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.evotIngIndla.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 cutoff date (record date) of 22nd August, 2014, may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the evoting 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 IDfollowed by

8 Digits Client ID, c. Members holding sharesin Physical Form

Dividend Bank should enter Folio Number registered with the Details 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 :

PAN

For Members holding sharesin Demat Form and **Physical Form**

Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- 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 theAddress 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. Eq. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.

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.

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

• 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).

click on "SUBMIT" tab.

(ii) Members holding shares in physical form will then directly reach the Company (x) If Demat account holder has forgotten the selection screen. However, members holding same password then Enter the User ID and shares in demat form will now reach the image verification code and click on 'Password Creation' menu wherein they are Forgot Password& enter the details as required to mandatorily enter their login prompted by the system. password in the new password field. Kindly note that this password is to be also used by (xi) Note for Non - Individual Shareholders the demat holders for voting for resolutions and Custodians of any other company on which they are eligible to vote, provided that company opts
Non-Individual shareholders (i.e. other for e-voting through CDSL platform. It is than Individuals, HUF, NRI etc.) and strongly recommended not to share your Custodian are required to log on to password with any other person and take www.evotingindia.comand utmost care to keep your password themselves as Corporates. confidential.

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

<Company Name> on which you choose to The Compliance user would be able to link vote.

"RESOLUTION DESCRIPTION" and against approval of the accounts they would be able the same the option "YES/NO" for voting. to cast their vote. Select the option YES or NO as desired. The
A scanned copy of the Board Resolution option YES implies that you assent to the and Power of Attorney (POA) which they have Resolution and option NO implies that you issued in favour of the Custodian.if any. dissent to the Resolution.

(vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution (xii) In case you have any queries or issues details.

decided to vote on, click on "SUBMIT". A www.evotingindia.com, under help section or confirmation box will be displayed. If you wish write to confirm your vote, click on "OK", else to helpdesk.evoting@cdslindia.com. change your vote, click on "CANCEL" and accordingly modify your vote.

resolution, you will not be allowed to modify your vote.

(i) After entering these details appropriately, (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.

register

 A scanned copy of the Registration Form bearing the stamp and sign of the entity be emailed to

After receiving the login details they have to create a compliance user should be (iv) Click on the EVSN for the relevant created using the admin login and password. the account(s) for which they wish to vote on.

The list of accounts should be mailed to (v) On the voting page, you will see helpdesk.evoting@cdslindia.com and on

> should be uploaded in PDF format in the system for the scrutinizer to verify the same.

regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and (vii) After selecting the resolution you have e-voting manual available at email an to

Shareholders can opt for only one mode of voting i.e. either by physical ballot or by (viii) Once you "CONFIRM" your vote on the electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and

cast their vote both by physical ballot and by votes are casted through both the formats, electronic mode, then voting done by then votes casted through e-voting shall physical shall prevail and voting done by stand cancelled and those votes casted electronic will be treated as invalid.

If you are already registered with NSDL for form being found to be valid. e-voting then you can use your existing user ID and password/PIN for casting your vote. The Results of e-voting, physical assent /

You can also update your mobile number and and declared on or after the AGM of the e-mail id in the user profile details of the folio Company by the Chairman or by any other which may be used for sending future person duly authorized in this regard. The communication(s).

The Board of Directors has appointed website www.swethaeng.com and on the Sri.V.S.Sowrirajan, Practicing Company website of NSDL within two (2) days of Secretary, Chennai as the Scrutinizer for passing of the resolutions at the AGM of the conducting this Postal Ballot voting process Company and communicated to the Stock in a fair and transparent manner. His address Exchanges. is The Scrutinizer, C/o Cameo Corporate Sen/ices 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

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

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

| Name | Nagarajan Venkataraman | Jaganathan Ramaiyan | 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 |

vice-versa. However, in case Shareholder (s) physical assent/ dissent form. In case the through physical assent/dissent form would be considered, subject to the assent/dissent

> dissent and poll, if any, shall be aggregated Results declared along with the Scrutinizer's Report shall be placed on the Company's

> 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